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Department of the Treasury
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

2013

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

Name of foundation MARION E. KENWORTHY SARAH H. SWIFT FOUNDATION		A Employer identification number 13-6140940
C/O STEPHEN WISE TULIN		B Telephone number (see instructions) (802) 425-3383
Number and street (or P O box number if mail is not delivered to street address) BOX 3040 CHAMPLIN HILL ROAD		
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code NORTH FERRISBURG, VT 05473		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,194,287.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	482,271.	482,271.	482,271.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	59,900.			
	b Gross sales price for all assets on line 6a	2,321,314.			
	7 Capital gain net income (from Part IV, line 2)		59,900.		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	542,171.	542,171.	482,271.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	22,000.	5,500.	5,500.	16,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,750.	5,750.	5,750.	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	404.	404.	404.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	9,026.	2,000.	2,000.	7,026.
	22 Printing and publications				
23 Other expenses (attach schedule)	43,961.	28,961.	28,961.	15,000.	
24 Total operating and administrative expenses. Add lines 13 through 23	81,141.	42,615.	42,615.	38,526.	
25 Contributions, gifts, grants paid	399,500.			399,500.	
26 Total expenses and disbursements. Add lines 24 and 25	480,641.	42,615.	42,615.	438,026.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	61,530.				
b Net investment income (if negative, enter -0-)		499,556.			
c Adjusted net income (if negative, enter -0-)			439,656.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		204,334.	170,834.	170,834.
	2	Savings and temporary cash investments		96,451.	29,892.	29,892.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	6,489,731.	6,651,320.	9,993,561.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,790,516.	6,852,046.	10,194,287.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Foundations that follow SFAS 117, check here . ☐	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ☒					
	check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	6,790,516.	6,852,046.		
	30	Total net assets or fund balances (see instructions)	6,790,516.	6,852,046.		
31	Total liabilities and net assets/fund balances (see instructions)	6,790,516.	6,852,046.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,790,516.
2	Enter amount from Part I, line 27a	2	61,530.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,852,046.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,852,046.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	59,900.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	396,673.	8,569,638.	0.046288
2011	433,483.	8,212,204.	0.052785
2010	384,508.	7,248,897.	0.053044
2009	290,989.	5,899,964.	0.049320
2008	366,123.	7,512,017.	0.048738

2 Total of line 1, column (d)	2	0.250175
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050035
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,355,026.
5 Multiply line 4 by line 3	5	468,079.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,996.
7 Add lines 5 and 6	7	473,075.
8 Enter qualifying distributions from Part XII, line 4	8	438,026.

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		1	9,991.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	9,991.
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	9,991.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,452.	
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	13,452.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,461.	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ▶ HTTP://KENWORTHYSWIFTFOUNDATION.ORG/	13	X	
14	The books are in care of ▶ STEPHEN WISE TULIN Telephone no ▶ 802-425-3383 Located at ▶ BOX 3040 CHAMPLIN HILL ROAD NORTH FERRISBURGH, VT ZIP+4 ▶ 05473			
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			
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? ☐ 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		
Organizations relying on a current notice regarding disaster assistance check here ☐ ▶		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) 3b		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ 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)?Organizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 3		22,000.	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services	►	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

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

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	9,296,545.
b	Average of monthly cash balances	1b	200,943.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,497,488.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,497,488.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	142,462.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	9,355,026.
6	Minimum investment return. Enter 5% of line 5	6	467,751.

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	467,751.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,991.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,991.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	457,760.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	457,760.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	457,760.

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	438,026.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	438,026.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	438,026.

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				457,760.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				30,029.
d From 2011				33,907.
e From 2012				
f Total of lines 3a through e	63,936.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>438,026.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				438,026.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	19,734.			19,734.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,202.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	44,202.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				10,295.
c Excess from 2011				33,907.
d Excess from 2012				
e Excess from 2013				

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 4				
Total			3a	399,500.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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 (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

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

b If "Yes," complete the following schedule:

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

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

Print/Type preparer's name <i>DA in DORFMAN</i>	Preparer's signature <i>DA in</i>	Date <i>4/30/17</i>	Check ☐ if self-employed	PTIN P01350299
Firm's name ▶ DORFMAN MIZRACH & THALER, LLP			Firm's EIN ▶ 13-1790992	
Firm's address ▶ 555 ROUTE ONE SOUTH ISELIN, NJ 08830			Phone no 732-404-1860	

Form **990-PF** (2013)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
333,578.		SCHEDULE ATTACHED-6JA-02195 360,046.					VAR -26,468.	12/31/2013
1,164,262.		SCHEDULE ATTACHED-6JA-02195 1,126,437.					VAR 37,825.	12/31/2013
665,565.		SCHEDULE ATTACHED-861-02065 663,063.					VAR 2,502.	12/31/2013
48,992.		3000 SH DONNELLEY RR & SONS 29,025.					02/12/2013 19,967.	11/12/2013
108,917.		2000 SH OAKTREE CAP GROUP 109,968.					VAR -1,051.	12/09/2013
		861-02065-ADJUSTED BASIS -27,125.					VAR 27,125.	12/31/2013
TOTAL GAIN (LOSS)							<u>59,900.</u>	

DAVID DORFMAN



Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
2,000.0000	ANNALY CAP MGMT INC	06/10/08	01/07/13	29,198.34	32,920.00	(3,721.66) LT
800.0000	ANNALY CAP MGMT INC	06/10/08	01/07/13	11,679.34	13,039.20	(1,359.86) LT
800.0000	DU PONT E I DE NEMOURS	10/15/10	01/07/13	36,483.57	37,553.36	(1,069.79) LT
400.0000	DU PONT E I DE NEMOURS	11/05/10	01/07/13	18,241.78	19,406.00	(1,164.22) LT
1,000.0000	DU PONT E I DE NEMOURS	10/13/11	01/07/13	45,604.48	43,580.90	2,023.58 LT
700.0000	REAVES UTILITY INCOME FD	12/19/11	01/07/13	17,072.58	18,228.00	(1,155.42) LT
1,300.0000	REAVES UTILITY INCOME FD	12/19/11	01/09/13	31,706.24	33,748.00	(2,041.76) LT
2,000.0000	MORGAN STANLEY CAP TR VI	03/10/10	02/07/13	50,169.06	46,180.00	3,989.06 LT
3,500.0000	MORGAN STANLEY CAP TR VI	08/09/11	02/07/13	87,795.87	75,622.40	12,173.47 LT
800.0000	NORFOLK SOUTHERN CORP	11/09/09	02/07/13	54,500.71	42,268.00	12,232.71 LT
100.0000	NORFOLK SOUTHERN CORP	10/15/10	02/07/13	6,812.59	6,183.99	628.60 LT
400.0000	NORFOLK SOUTHERN CORP	10/15/10	02/07/13	27,250.36	24,736.00	2,514.36 LT
400.0000	NORFOLK SOUTHERN CORP	12/05/08	02/07/13	10,212.42	7,898.00	2,314.42 LT
400.0000	JPMCHASE CAPITAL XVI	12/09/08	02/07/13	53,615.24	41,149.50	12,465.74 LT
2,100.0000	JPMCHASE CAPITAL XVI	06/11/10	02/07/13	14,476.12	13,511.61	964.51 LT
567.0000	JPMCHASE CAPITAL XVI	06/11/10	02/07/13	5,106.21	4,774.00	332.21 LT
200.0000	JPMCHASE CAPITAL XVI	06/11/10	02/07/13	5,106.22	4,776.00	330.22 LT
200.0000	JPMCHASE CAPITAL XVI	06/11/10	02/07/13	842.53	789.69	52.84 LT
33.0000	JPMCHASE CAPITAL XVI	06/11/10	02/07/13	29,137.92	49,420.00	(20,282.08) LT
3,500.0000	WINDSTREAM CORP	01/10/07	02/21/13	16,650.24	25,115.00	(8,464.76) LT
2,000.0000	WINDSTREAM CORP	10/18/10	02/21/13	16,650.24	19,898.25	(3,248.01) ST
2,000.0000	WINDSTREAM CORP	07/18/12	02/21/13	40,850.88	40,203.00	647.88 ST
800.0000	TOTAL S.A. SP ADR	04/09/12	03/07/13	50,000.00	50,000.00	0.00
2,000.0000	BANK OF AMERICA CLD	04/22/08	05/28/13	62,630.65	58,073.00	4,557.65 ST
700.0000	CATERPILLAR INC DEL	07/18/12	05/08/13	42,082.30	34,169.03	7,913.27 ST
550.0000	HONEYWELL INTL INC DEL	10/05/12	05/08/13	25,000.00	26,257.81	(1,257.81) LT
2,000.0000	CAPSTEAD MTG \$1.26CV CLD	01/05/07	06/13/13	12,500.00	13,510.00	(1,010.00) LT
1,000.0000	CAPSTEAD MTG \$1.26CV CLD	01/28/09	06/13/13	1,800.00	2,200.32	(400.32) LT
144.0000	CAPSTEAD MTG \$1.26CV CLD	03/11/10	06/13/13	12,500.00	14,420.00	(1,920.00) LT
1,000.0000	CAPSTEAD MTG \$1.26CV CLD	06/03/10	06/13/13	12,500.00	14,510.00	(2,010.00) LT
1,000.0000	CAPSTEAD MTG \$1.26CV CLD	06/03/10	06/13/13	20,378.12	28,653.65	(8,275.53) ST
2,000.0000	CYS INVESTMENTS INC	09/10/12	06/10/13	17,321.42	24,988.18	(7,666.76) ST
1,700.0000	CYS INVESTMENTS INC	09/10/12	06/10/13	42,056.50	50,699.98	(8,643.48) ST
1,200.0000	GARMIN LTD	01/07/13	06/10/13	43,825.63	43,669.07	156.56 LT
600.0000	SCHLUMBERGER LTD	03/26/12	06/10/13	13,817.75	19,558.80	(5,741.05) LT
1,200.0000	ANNALY CAP MGMT INC	06/10/08	08/15/13	40,301.80	50,995.00	(10,693.20) LT
3,500.0000	ANNALY CAP MGMT INC	05/12/09	08/15/13	20,811.63	26,382.98	(5,571.35) ST
1,500.0000	TEMPLETN EMRG MKT INC FD	02/12/13	08/15/13	35,047.77	34,651.62	396.15 LT
933.0000	ISHARES U.S. PREFERRED	06/23/10	08/15/13	70,133.12	69,359.05	774.07 LT
1,867.0000	ISHARES U.S. PREFERRED	06/23/10	08/15/13			

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Statement Period
Year Ending 12/31/13

Account No.
6JA-02195

98859599



EMASM Fiscal Statement

DAVID DORFMAN

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
299.0000	ISHARES U.S. PREFERRED	08/31/10	08/15/13	11,231.82	12,021.24	(789.42) LT
271.0000	ISHARES U.S. PREFERRED	08/31/10	08/15/13	10,180.01	10,895.64	(715.63) LT
430.0000	ISHARES U.S. PREFERRED	08/31/10	08/15/13	16,152.79	17,290.30	(1,137.51) LT
2,500.0000	TELEFONICA SA SPAIN ADR	04/09/12	08/15/13	35,424.37	39,007.50	(3,583.13) LT
65.0000	TELEFONICA SA SPAIN ADR	06/15/12	08/15/13	921.04	886.07	34.97 LT
5,170.0000	FIRST EAGLE HIGH YIELD C	04/10/12	08/15/13	51,648.30	49,993.90	1,654.40 LT
0.7760	FIRST EAGLE HIGH YIELD C	12/14/12	08/15/13	7.75	7.56	0.19 ST
5.0000	FIRST EAGLE HIGH YIELD C	12/14/12	08/15/13	49.95	50.24	(0.29) ST
1,000.0000	IPG PHOTONICS CORP DEL	10/26/11	10/08/13	58,946.84	47,948.00	10,998.84 LT
500.0000	IPG PHOTONICS CORP DEL	03/07/13	10/08/13	29,473.32	30,740.33	(1,267.01) ST
700.0000	IPG PHOTONICS CORP DEL	06/10/13	10/08/13	41,262.66	46,177.81	(4,915.15) ST
200.0000	UNITED TECHS CORP COM	08/10/09	10/08/13	20,589.59	11,221.00	9,368.59 LT
500.0000	UNITED TECHS CORP COM	08/10/09	10/08/13	51,474.00	28,051.50	23,422.50 LT
150.0000	UNITED TECHS CORP COM	04/16/10	10/08/13	15,442.20	11,169.98	4,272.22 LT
225.0000	UNITED TECHS CORP COM	12/13/10	10/08/13	23,163.31	17,920.19	5,243.12 LT
0.1580	AMERN HIGH INCM TR FD C	10/28/13	11/04/13	1.81	1.81	0.00
0.0500	AMERN HI INCOME TRUST F1	12/10/13	12/24/13	0.57	N/A	N/C

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 Account No. 6JA-02195

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MR DAVID S DORFMAN CPA



Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
07/31/13	Check		MONTHLY AMT ISSUED		10,547.48	
08/30/13	Check		MONTHLY AMT ISSUED		47,723.33	
09/30/13	Check		MONTHLY AMT ISSUED		11,315.35	
10/08/13	Journal Entry		ONLY FEE \$6,909.36		6,909.36	
10/31/13	Check		MONTHLY AMT ISSUED		7,529.20	
11/29/13	Check		MONTHLY AMT ISSUED		48,591.19	
12/31/13	Check		MONTHLY AMT ISSUED		7,073.76	
			Net Total		293,772.35	

Other Activity

MONTHLY AMT ISSUED	10,547.48
MONTHLY AMT ISSUED	47,723.33
MONTHLY AMT ISSUED	11,315.35
ONLY FEE \$6,909.36	6,909.36
MONTHLY AMT ISSUED	7,529.20
MONTHLY AMT ISSUED	48,591.19
MONTHLY AMT ISSUED	7,073.76
Net Total	293,772.35

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
600.0000	ANNALY CAP MGMT INC	05/13/08	01/17/13	8,876.08	10,092.00	(1,215.92) LT
1,845.0000	ANNALY CAP MGMT INC	02/18/09	01/17/13	27,293.95	27,213.75	80.20 LT
3,165.0000	CYS INVESTMENTS INC	06/05/12	01/17/13	40,528.50	44,023.57	(3,495.07) ST
700.0000	CYS INVESTMENTS INC	09/07/12	01/17/13	8,963.65	10,106.46	(1,142.81) ST
298.0000	DU PONT E I DE NEMOURS	10/12/10	02/07/13	13,977.19	13,842.10	135.09 LT
702.0000	DU PONT E I DE NEMOURS	10/12/10	02/07/13	32,926.16	32,586.84	339.32 LT
450.0000	GLAXOSMITHKLINE PLC ADR	11/09/11	03/07/13	20,168.60	19,876.50	292.10 LT
100.0000	TOTAL S.A. SP ADR	04/09/12	03/07/13	5,138.29	4,992.50	145.79 ST
100.0000	TOTAL S.A. SP ADR	04/09/12	03/07/13	5,138.29	4,992.57	145.72 ST
260.0000	TOTAL S.A. SP ADR	04/09/12	03/07/13	13,359.57	12,981.23	378.34 ST
200.0000	TOTAL S.A. SP ADR	04/09/12	03/07/13	10,276.60	9,986.00	290.60 ST
1,175.0000	FREERT-MCMRAN CPR & GLD	07/20/12	05/07/13	37,181.92	39,574.00	(2,392.08) ST
1,000.0000	FREERT-MCMRAN CPR & GLD	11/09/12	05/07/13	31,644.20	38,967.80	(7,323.60) ST
1,155.0000	ANNALY CAP MGMT INC	02/18/09	06/20/13	14,616.15	17,036.25	(2,420.10) LT
1,400.0000	ANNALY CAP MGMT INC	05/11/09	06/20/13	17,716.55	20,790.00	(3,073.45) LT
1,100.0000	ANNALY CAP MGMT INC	06/29/09	06/20/13	13,920.14	16,830.00	(2,909.86) LT
100.0000	ANNALY CAP MGMT INC	04/13/10	06/20/13	1,265.46	1,760.00	(494.54) LT
500.0000	ANNALY CAP MGMT INC	04/13/10	06/20/13	6,327.34	8,775.00	(2,447.66) LT
1,860.0000	ANNALY CAP MGMT INC	06/23/11	06/20/13	23,537.71	34,893.60	(11,355.89) LT
347.0000	ANNALY CAP MGMT INC	07/29/11	06/20/13	4,391.18	5,940.64	(1,549.46) LT

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Statement Period Year Ending 12/31/13
Account No. 881-02065

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EMA Fiscal Statement

MR DAVID S DORFMAN CPA

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1,000	ANNALY CAP MGMT INC	10/28/11	06/20/13	12.65	17.06	(4.41) LT
337.0000	ANNALY CAP MGMT INC	10/28/11	06/20/13	4,264.64	5,691.93	(1,427.29) LT
1,425.0000	HATTERAS FINL CORP	06/23/11	06/20/13	35,973.35	39,828.75	(3,855.40) LT
1,460.0000	TELEFONICA SA SPAIN ADR	01/10/12	07/09/13	18,792.71	25,243.40	(6,450.69) LT
775.0000	TELEFONICA SA SPAIN ADR	04/09/12	07/09/13	9,975.59	12,002.81	(2,027.22) LT
1,600.0000	TELEFONICA SA SPAIN ADR	05/09/12	07/09/13	20,594.76	22,681.60	(2,086.84) LT
100.0000	TELEFONICA SA SPAIN ADR	06/15/12	07/09/13	1,287.18	1,359.22	(72.04) LT
1,850.0000	LINN ENERGY LLC PARTNER	07/20/12	07/09/13	47,821.85	74,667.85	N/C
1,000.0000	LINN ENERGY LLC PARTNER	11/09/12	07/09/13	25,849.66	39,044.50	N/C
2,650.0000	TEMPLETON EMRG MKT INC FD	01/17/13	08/13/13	37,185.05	45,351.50	(8,166.45) ST
3,933.0000	DOUBLELINE TOT RTRN BD I	06/05/12	08/13/13	43,027.02	44,010.27	(983.25) LT
4,486.0000	PRIN PRFD SEC FD CL P	06/05/12	08/13/13	45,936.63	44,007.66	1,928.97 LT
8,785.0000	PRIN PRFD SEC FD CL P	11/02/12	08/13/13	89,958.40	92,506.05	(2,547.65) ST
0.1590	PRIN PRFD SEC FD CL P	12/19/12	08/13/13	1.63	1.87	(0.04) ST
76.0000	PRIN PRFD SEC FD CL P	12/19/12	08/13/13	778.25	797.23	(18.98) ST
4,550.0000	PUTNAM HIGH YLD TR FD A	10/07/08	08/13/13	36,172.49	29,666.00	6,506.49 LT
28.0000	PUTNAM HIGH YLD TR FD A	12/27/11	08/13/13	222.61	203.84	18.77 LT
0.1250	PUTNAM HIGH YLD TR FD A	12/27/11	08/13/13	0.99	0.91	0.08 LT
4,300.0000	CAPSTEAD MORTGAGE CP NEW	06/03/10	09/09/13	50,704.72	49,966.00	738.72 LT
1,240.0000	ABBVIE INC SHS	01/17/13	10/08/13	55,854.45	44,968.85	10,885.60 ST
1,010.0000	ABBVIE INC SHS	05/07/13	10/08/13	45,494.36	44,930.86	563.50 ST
550.0000	ABBVIE INC SHS	08/13/13	10/08/13	24,774.16	24,725.25	48.91 ST
6,450.0000	R R DONNELLEY SONS	01/17/13	10/25/13	115,001.50	60,220.73	54,780.77 ST
800.0000	EXXON MOBIL CORP COM	11/09/12	10/25/13	70,614.77	70,224.00	390.77 ST
390.0000	INTL BUSINESS MACHINES	06/03/10	10/25/13	69,492.89	50,196.90	19,295.99 LT
180.0000	UNITED TECHS CORP COM	08/20/80	10/08/13	18,613.92	554.40	18,059.52 LT
1,420.0000	UNITED TECHS CORP COM	08/10/09	10/08/13	146,843.20	79,818.20	67,025.00 LT

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Statement Period Year Ending 12/31/13
Account No. 861-02065

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ATTACHMENT 1

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
FOREIGN TAX	404.	404.	404.
TOTALS	<u>404.</u>	<u>404.</u>	<u>404.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FILING FEE	250.	250.	250.	
MANAGEMENT FEES	1,143.	1,143.	1,143.	
OFFICE EXPENSE-OUTSIDE LABOR	15,000.			15,000.
OFFICE EXPENSES	193.	193.	193.	
ACCOUNT FEES	27,375.	27,375.	27,375.	
TOTALS	43,961.	28,961.	28,961.	15,000.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 3

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
STEPHEN WISE TULIN, ESQ. 100 CHAMPLIN HILL ROAD NORTH FERRISBURGH, VT 05473	SECY-TREAS	10,000.
DR. TRUDY FESTINGER 37 WEST 12TH STREET NEW YORK, NY 10011	PESIDENT	12,000.
DR. ALICE P. LIN 624 BROOKVIEW DRIVE CHAPEL HILL, NC 27514	VICE PRESI	
	GRAND TOTALS	<u>22,000.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CREATIVE ARTS FOR KIDS 25 WOBURN ST READING, MA 01867	NONE PC		GIRAFFE PATH PROJECT	10,000.
COUNCIL ON ADOPTABLE CHILDREN 666 BROADWAY NEW YORK, NY 10012	NONE PC		ADOPTIVE FAMILY RECRUITMENT FOR OLDER CHILDREN	10,000.
ASSOCIATION TO BENEFIT CHILDREN 419 EAST 86TH ST NEW YORK, NY 10028	NONE PC		ERASE PROGRAM	10,000.
GOOD SHEPARD SERVICES 305 7TH AVE NEW YORK, NY 10001	NONE PC		IMPLEMENTATION OF THE SANCTUARY MODEL INTO ITS FAMILY FOSTER CARE PROGRAM	10,000.
HOWARD CENTER FOR HUMAN SERVICES 208 FLYNN AVE BURLINGTON, VT 05401	NONE PC		INTRODUCTION OF THE GOOD BEHAVIOR GAME	10,000.
FAMILY SERVICES OF WESTCHESTER 1 GATEWAY PLAZA 4TH FLOOR PORT CHESTER, NY 10573	NONE PC		LAUNCHING PAD PROGRAM	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GETTING OUT AND STAYING OUT 91 E 116TH ST NEW YORK, NY 10029	NONE PC		SERVICES FOR 16 & 17 YEAR OLD INMATES	15,000.
CREATIVE ARTS TEAM 101 W 31ST ST 6TH FLOOR NEW YORK, NY 10001	NONE PC		PROBLEM SOLVERS PROGRAM	15,000.
SAFE HORIZON INC. 2 LAFAYETTE ST #3 NEW YORK, NY 10007	NONE PC		CHILD AND FAMILY TRAUMATIC STRESS INTERVENTION CENTERS	15,000.
COMMUNITY WORD PROJECT NEW YORK, NY 10027	NONE PC		COMMUNITY POETRY AND SKILLS IN VISUAL DRAMA PROGRAM	10,000.
FRIENDS OF ISLAND ACADEMY 255 WEST 36TH STREET NEW YORK, NY 10018	NONE PC		SERVICES TO INCARCERATED PEOPLE	10,000.
RIVERDALE MENTAL HEALTH ASSOCIATION	NONE PC		CHANCES FOR CHILDREN PROGRAM	10,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILD GUIDANCE OF SOUTHERN CONNECTICUT 103 WEST BROAD STREET STAMFORD, CT 06902	NONE PC		MENTAL HEALTH SERVICES PROGRAM YOUNGSTERS	10,000.
FAMILY CENTERED SERVICES OF CT 235 NICOLL STREET NEW HAVEN, CT 06511	NONE PC		CHILDREN'S EMPOWERMENT GROUP	10,000.
CASA ESSEX COUNTY 212 WASHINGTON ST #912 NEWARK, NJ 07102	NONE PC		HEALTH CARE ADVOCACY PROGRAM	10,000.
THE NEW YORK FOUNDLING 590 AVENUE OF THE AMERICAS NEW YORK, NY 10011	NONE PC		MENTAL HEALTH SERVICES	10,000.
ALBERT EINSTEIN EARLY CHILDHOOD CENTER 1410 PELHAM PARKWAY BRONX, NY 10461	NONE PC		EARLY CHILDHOOD CENTER	15,000.
FAMILY SERVICE AND GUIDANCE CENTER 325 SW FRAZIER AVENUE TOPEKA, KS 66606	NONE PC		MENTAL HEALTH CONSULTANT TO PRE-SCHOOL CENTERS	4,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE FORTUNE SOCIETY 29-76 NORTHERN BLVD NEW YORK, NY 11101	NONE PC		MENTAL HEALTH PROGRAM	10,000.
THE OSBORNE ASSOCIATION INC. 175 REMSEN STREET BROOKLYN, NY 11201	NONE PC		SERVICES FOR CHILDREN OF INCARCERATED PARENTS	15,000.
ART STARTS 526 WEST 26TH STREET, SUITE 501 NEW YORK, NY 10001	NONE PC		MUSIC AND ART PROGRAMS FOR YOUNGSTERS	10,000.
NEW YORK PSYCHONALYTIC SOCIETY AND INSTITUTE 247 EAST 82ND STREET NEW YORK, NY 10028	NONE PC		CHILD AND ADOLESCENT PROGRAM	10,000.
GREENWICH HOUSE 27 BARROW STREET NEW YORK, NY 10014	NONE PC		CHILDREN'S SAFETY PROJECT	10,000.
THE CITY KIDS FOUNDATION 57 LEONARD ST NEW YORK, NY 10013	NONE PC		CITY KIDS UNIVERSITY PROGRAM	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
FAMILY FOCUS ADOPTION SERVICES 54-40 LITTLE NECK PARKWAY #4 LITTLE NECK, NY 11362	NONE PC		WAITING CHILD PROGRAM	15,000.
ENACT 630 NINTH AVENUE SUITE 305 NEW YORK, NY 10036	NONE PC		THERAPEUTIC DRAMA WORKSHOPS	10,000.
BROOKLYN DEFENDER SERVICES 177 LIVINGSTON STREET #5 BROOKLYN, NY 11201	NONE PC		LEGAL AND SOCIAL WORK TO YOUNG JUVENILES IN CRIMINAL COURT	10,000.
NORTH SHORE CHILD & FAMILY GUIDANCE CENTER	NONE PC		LATINO GIRLS PROJECT	10,000.
CREATIVE ALTERNATIVES OF NY 225 W. 99TH STREET NEW YORK, NY 10025	NONE PC		DRAMA THERAPY FOR YOUTH PROGRAM	10,000.
ANDREW GLOVER YOUTH PROGRAM	NONE PC		ALTERNATIVE TO INCARCERATION PROGRAM FOR YOUTHS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MT. SINAI ADOLESCENT HEALTH CENTER 312-320 EAST 94TH STREET, 2ND FLOOR NEW YORK, NY 10128	NONE PC		IDENTIFY YOUNGSTERS COMING FOR OTHER TREATMENT WHO ARE NEED OF MENTAL HEALTH SERVICES	10,000.
NY SOCIETY FOR PREVENTION OF CRUELTY TO CHILDREN 161 WILLIAM STREET 9TH FLOOR NEW YORK, NY 10038	NONE PC		TRAUMA RECOVERY PROGRAM	15,000.
CHILDREN'S HEALTH FUND 215 WEST 125TH STREET SUITE 301 NEW YORK, NY 10027	NONE PC		PEDIATRIC MENTAL HEALTH SERVICES	10,000.
GRAHAM WINDHAM 1 S BROADWAY HASTINGS ON HUDSON, NY 10706	NONE PC		TRAUMA FOCUSED COGNITIVE BEHAVIORAL THERAPY	15,000.
CITIZENS COMMITTEE FOR CHILDREN 105 EAST 22ND STREET NEW YORK, NY 10010	NONE PC		GENERAL CHARITABLE PURPOSES	10,000.
CHILDREN'S AID SOCIETY 105 E. 22ND STREET NEW YORK, NY 10010	NONE PC		CENTRAL HARLEM PREGNANCY PREVENTION PROGRAM	10,000.
TOTAL CONTRIBUTIONS PAID				<u>399,500.</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

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

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

OMB No 1545-0092

2013

Name of estate or trust **MARION E. KENWORTHY SARAH H. SWIFT FOUNDATION**
C/O STEPHEN WISE TULIN

Employer identification number
13-6140940

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

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked	1,048,135.	1,025,009.		23,126.
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 23,126.

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	1,273,179.	1,236,405.		36,774.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 36,774.

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

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part**

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		23,126.
18	Net long-term gain or (loss):			
a	Total for year	18a		36,774.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		59,900.

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

Part IV Capital Loss Limitation

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

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

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

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

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

MARION E. KENWORTHY SARAH H. SWIFT FOUNDATION

Social security number or taxpayer identification number
13-6140940

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

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☒ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SCHEDULE ATTACHED-6JA-2195	VAR	12/31/2013	333,578.	360,046.			-26,468.
	SCHEDULE ATTACHED-861-2065	VAR	12/31/2013	665,565.	663,063.			2,502.
	3000 SH DONNELLEY RR & SONS	02/12/2013	11/12/2013	48,992.	29,025.			19,967.
	861-02065-ADJUSTED BASIS		12/31/2013		-27,125.			27,125.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).				1,048,135.	1025009.			23,126.

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

For Paperwork Reduction Act Notice, see your tax return instructions.

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

MARION E. KENWORTHY SARAH H. SWIFT FOUNDATION

Social security number or taxpayer identification number

13-6140940

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

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

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

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

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SCHEDULE ATTACHED-6JA-0 2195	VAR	12/31/2013	1,164,262.	1126437.			37,825.
	2000 SH OAKTREE CAP GROUP	VAR	12/09/2013	108,917.	109,968.			-1,051.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				1,273,179.	1236405.			36,774.

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