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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No. 1545-0052

2013

Open to Public Inspection

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

Name of foundation

31-15C025079768 RUBY B FLEMING U/A 2-27-74

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

Room/suite

ONE COURT SQUARE 19TH FLOOR

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

LONG ISLAND CITY, NY 11120

G Check all that apply:☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name change**H** Check type of organization:☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at
end of year (from Part II, col. (c), line
16) ▶ \$ 10,102,215.**J** Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is
pending, check here**D** 1 Foreign organizations, check here2 Foreign organizations meeting the
85% test, check here and attach
computation**E** If private foundation status was terminated
under section 507(b)(1)(A), check here**F** If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here**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	217,828.	222,773.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	74,862.			
	b Gross sales price for all assets on line 6a 1,845,550.				
	7 Capital gain net income (from Part IV, line 2)		74,861.		
	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	292,690.	297,634.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	72,702.	36,351.		36,351.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 2	2,158.	4,247.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 3	385.			385.
	24 Total operating and administrative expenses. Add lines 13 through 23	75,245.	40,598.	NONE	36,736.
	25 Contributions, gifts, grants paid	390,334.			390,334.
	26 Total expenses and disbursements. Add lines 24 and 25	465,579.	40,598.	NONE	427,070.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-172,889.			
	b Net investment income (if negative, enter -0-)		257,036.		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	208,668.	434,167.	434,167.
	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 ▶	NONE		
	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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	8,353,733.	7,955,345.	9,668,048.	
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)	8,562,401.	8,389,512.	10,102,215.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	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	8,505,134.	8,352,969.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	57,267.	36,543.	
	30	Total net assets or fund balances (see instructions)	8,562,401.	8,389,512.	
	31	Total liabilities and net assets/fund balances (see instructions)	8,562,401.	8,389,512.	

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	8,562,401.
2	Enter amount from Part I, line 27a	2	-172,889.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,389,512.
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	8,389,512.

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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 PUBLICLY TRADED SECURITIES					
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 1,845,550.		1,770,689.	74,861.		
b					
c					
d					
e					
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			74,861.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	74,861.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	451,290.	8,962,935.	0.050351
2011	423,004.	8,439,405.	0.050122
2010	358,038.	8,475,132.	0.042246
2009	384,048.	7,581,016.	0.050659
2008	233,742.	8,511,611.	0.027462
2 Total of line 1, column (d)			2 0.220840
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 0.044168
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 9,495,025.
5 Multiply line 4 by line 3			5 419,376.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,570.
7 Add lines 5 and 6			7 421,946.
8 Enter qualifying distributions from Part XII, line 4			8 427,070.

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)		1	2,570.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 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	2,570.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,570.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,080.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,080.	
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	490.	
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 ☐ NONE 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?	N/A	
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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ SEE STATEMENT 5	Telephone no. ▶		
	Located at ▶	ZIP+4 ▶		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		X
and enter the amount of tax-exempt interest received or accrued during the year ▶ N/A				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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	N/A ▶	
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ 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	N/A
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 **N/A** ☐**5b** **N/A****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? ☐ Yes ☒ No

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

6b **X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b** **N/A****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
CITIBANK, N.A. ONE COURT SQUARE, 19TH FL, LONG ISLAND CITY, NY 11120	TRUSTEE, AS REQ'	72,702.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	9,343,446.
b	Average of monthly cash balances	1b	296,173.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,639,619.
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	NONE
3	Subtract line 2 from line 1d	3	9,639,619.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	144,594.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	9,495,025.
6	Minimum investment return. Enter 5% of line 5	6	474,751.

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	474,751.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,570.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,570.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	472,181.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	472,181.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	472,181.

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	427,070.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	427,070.
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	2,570.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	424,500.

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				472,181.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			227,145.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>427,070.</u>				
a Applied to 2012, but not more than line 2a			227,145.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				199,925.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				272,256.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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	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
Name and address (home or business)				
a Paid during the year				
THE SALVATION ARMY 120 W. 14TH ST NEW YORK NY 10011-7393	NONE	N/A	UNRESTRICTED GIFT	43,369.
NEW YORK CONGREGAT'L HOME FOR ATTN: FRANK CIANCOTTO BROOKLYN NY 11226-388	NONE	N/A	UNRESTRICTED GIFT	43,369.
YWCA OF THE CITY OF NEW YORK ATTN: JEROME D. GRANT NEW YORK NY 10004-3826	NONE	N/A	UNRESTRICTED GIFT	43,369.
LEXINGTON SCHOOL FOR THE DEAF 30TH AVE. AND 75TH ST. JACKSON HEIGHTS QUEEN	NONE	N/A	UNRESTRICTED GIFT	43,369.
LEARNING ALLY, INC ATTN: TOM HETZEL PRINCETON NJ 08540-6206	NONE	N/A	UNRESTRICTED GIFT	43,369.
THE NEW YORK PUBLIC LIBRARY ATTN: FOUNDATION RELATIONS NEW YORK NY 10018	NONE	N/A	UNRESTRICTED GIFT	43,369.
VISITING NURSE SERVICE OF NEW YORK ATTN: PLANNED & MAJOR GIFTS OFFICER NEW YORK	NONE	N/A	UNRESTRICTED GIFT	43,382.
EMERGENCY SHELTER INC C/O LEAKE & WATTS-CHILD 463 HAWTHORNE AVENUE YONKERS NY 10705-3441	NONE	N/A	UNRESTRICTED GIFT	43,369.
MADISON SQUARE BOYS CLUB ATTN: MADO RAMSINGH, CFO NEW YORK NY 10017-5	NONE	N/A	UNRESTRICTED GIFT	43,369.
Total 3a				390,334.
b Approved for future payment				
Total 3b				

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.		

[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
NONE		

**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

04/29/2014
Date

TRUSTEE
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

JEFFREY E. KUHLIN

Preparer's signature

Jeffrey E. Kuhlman

Date

04/29/2014

Check	if	PTIN
-------	----	------

self-employed

P00353001

Firm's name ► KPMG LLP

Firm's EIN ▶ 13-5565207

Firm's address ► 100 WESTMINSTER ST 6TH FL STE A
PROVIDENCE, RI 02

02903-2321

Phone no 800-770-8444

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	217,828.	222,773.
	-----	-----
TOTAL	217,828.	222,773.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		4,247.
PRIOR YEAR BALANCE DUE	78.	
CURRENT ESTIMATE	2,080.	
	-----	-----
TOTALS	2,158.	4,247.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

NY AG FILING FEE
NY LAW PUBLICATION

250.
135.

250.
135.

TOTALS

385.
=====

385.
=====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV		BEGINNING BOOK VALUE -----
	C OR F		
SEE ATTACHED STATEMENT	C		8,353,733.

TOTALS			8,353,733.
			=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: CITIBANK, N.A.

ADDRESS: ONE COURT SQUARE, 19TH FL
LONG ISLAND CITY, NY 11120

TELEPHONE NUMBER: (800) 770-8444

**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

31-15C025079768 RUBY B FLEMING U/A 2-27-74

Employer identification number

13-6644818

Note: Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	39,354.	40,753.		-1,399.
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 -1,399.

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				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	1,797,437.	1,729,936.		67,501.
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 8,759.
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 76,260.

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

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

RQ5945 5880 04/29/2014 14:01:38

31-15C025079768

27 -

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		-1,399.
18 Net long-term gain or (loss):			
a Total for year	18a		76,260.
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		74,861.

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

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:

a The loss on line 19, column (3) or **b** \$3,000 **20** ()

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

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

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

Name(s) shown on return

31-15C025079768 RUBY B FLEMING U/A 2-27-74

Social security number or taxpayer identification number

13-6644818

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 Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	489. VANGUARD BD IDX FD TO ETF	02/08/2013	11/12/2013	39,354.00	40,753.00			-1,399.00
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) ►				39,354.	40,753.			-1,399.

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.

Form **8949** (2013)

Social security number or taxpayer identification number

13-6644818

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).

☐ (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**

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

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.

FEDERAL CAPITAL GAIN DISTRIBUTIONS

=====

LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

VANGUARD BD IDX FD INC SHORT TERM BD

3,833.00

VANGUARD BD IDX FD TOTAL BD MKT ETF

4,926.00

TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS

8,759.00

TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS

8,759.00

=====



Statement of Accounts

Statement Period 1 Dec 2013 - 31 Dec 2013

1962519
31

STATEMENT OVERVIEW

This duplicate statement has been prepared for
Ruby B Fleming UA 2-27-74 *

Legal Entity
CITIBANK N.A.

Reference Currency: USD

	<u>LAST PERIOD</u>	<u>THIS PERIOD</u>	<u>Page</u>
	Total Value USD	Total Value USD	Number
TOTAL ASSETS	10,023,506.10	10,104,539.05	
Investment Assets In This Statement	10,023,506.10	10,104,539.05	
Vanguard Portfolios - Taxable L5 — 15C025079768	10,023,506.10	10,104,539.05	4

Total Value = Market Value + Accrued Interest + Accrued Dividend



Vanguard Portfolios - Taxable L5 - 15C025079768

Statement Period 1 Dec 2013 - 31 Dec 2013

Citi Trust



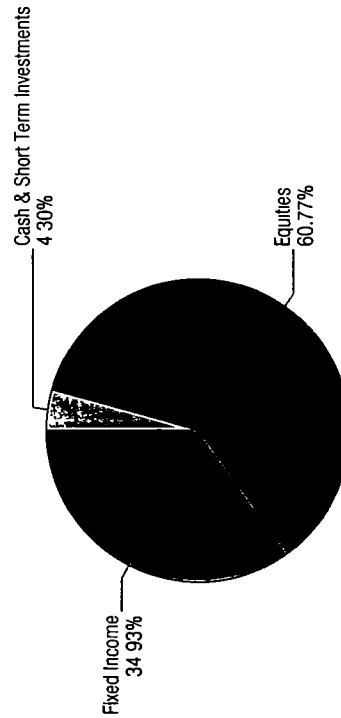
ACCOUNT SUMMARY

Reference Currency USD

ACTIVITY SUMMARY

	TOTAL ACTIVITY		PRINCIPAL ACTIVITY		INCOME ACTIVITY	
	This Period	Year to Date	This Period	Year to Date	This Period	Year to Date
Opening Market Value	10,023,493.23	9,190,553.28	9,989,284.14	9,133,286.78	34,209.09	57,266.50
Deposits to Account	1.18	659.18	1.08	589.08	0.10	70.10
Withdrawals from Account	(34,477.93)	(390,993.86)	—	(227,215.00)	(34,477.93)	(163,778.86)
Securities Transferred In	—	—	—	—	—	—
Securities Transferred Out	—	—	—	—	—	—
Dividends and Interest	48,261.10	226,587.20	4,645.64	8,758.88	43,615.46	217,828.32
Market Change	71,743.26	1,150,653.38	71,743.26	1,150,653.38	0.00	0.00
Other Income or Expense	(6,806.31)	(75,244.65)	(2.00)	(401.00)	(6,804.31)	(74,843.65)
Closing Market Value	10,102,214.53	10,102,214.53	10,065,672.12	10,065,672.12	36,542.41	36,542.41

ASSET ALLOCATION TABLE SHOWN ON NEXT PAGE



Values less than 1% not graphed.

Vanguard Portfolios - Taxable L5 - 15C025079768

Statement Period 1 Dec 2013 - 31 Dec 2013



ACCOUNT SUMMARY

Reference Currency: USD

ASSET ALLOCATION & UNREALIZED GAIN/(LOSS)

Asset Class	Total Value Last Period	Change	Total Value This Period	Percent of Total Account	Cost	Unrealized Gain/(Loss)	Estimated Annual Income	Accrued Interest/Dividend
Cash & Short Term Investments	427,201.33	6,982.14	434,183.47	4.30	434,166.50	0.00	217.08	16.97
Cash	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Short Term Investments	427,201.33	6,982.14	434,183.47	4.30	434,166.50	0.00	217.08	16.97
Equities	6,036,945.74	103,564.46	6,140,510.20	60.77	4,526,590.59	1,613,919.61	123,674.88	0.00
Mutual Funds	6,036,945.74	103,564.46	6,140,510.20	60.77	4,526,590.59	1,613,919.61	123,674.88	0.00
Fixed Income	3,559,359.03	(29,513.65)	3,529,845.38	34.93	3,428,754.39	98,783.44	85,251.93	2,307.55
Mutual Funds	3,559,359.03	(29,513.65)	3,529,845.38	34.93	3,428,754.39	98,783.44	85,251.93	2,307.55
Total Assets	10,023,506.10	81,032.95	10,104,539.05	100.00	8,389,511.48	1,712,703.05	209,143.89	2,324.52

Total Value = Market Value + Accrued Interest + Accrued Dividend

00399/00430/11490/H45



Vanguard Portfolios - Taxable L5 - 15C025079768

Statement Period 1 Dec 2013 - 31 Dec 2013

ACCOUNT SUMMARY

Reference Currency: USD

ASSET ALLOCATION - PRINCIPAL AND INCOME

	TOTAL	PRINCIPAL		INCOME	
		Market Value	Accrued Interest/Dividend	Market Value	Accrued Interest/Dividend
Cash & Short Term Investments	434,183.47	397,624.09	15.61	36,542.41	1.36
Equities	6,140,510.20	6,140,510.20	0.00	—	—
Fixed Income	3,529,845.38	3,527,537.83	2,307.55	—	—
Convertible Bonds	—	—	—	—	—
Multi Asset Class Funds	—	—	—	—	—
Alternative Investments	—	—	—	—	—
Capital Markets	—	—	—	—	—
Others	—	—	—	—	—
Total	10,104,539.05	10,065,672.12	2,323.16	36,542.41	1.36

Total Value = Market Value + Accrued Interest + Accrued Dividend

CASH ACTIVITY - PRINCIPAL AND INCOME

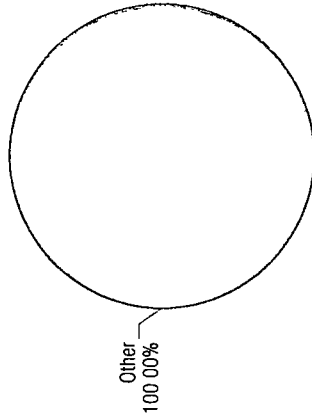
	TOTAL ACTIVITY		PRINCIPAL ACTIVITY		INCOME ACTIVITY	
	This Period	Year to Date	This Period	Year to Date	This Period	Year to Date
Opening Cash Balance	427,188.46	208,667.57	392,979.37	151,401.07	34,209.09	57,266.50
Cash Deposits	1.18	659.18	1.08	589.08	0.10	70.10
Cash Withdrawals	(34,477.93)	(390,993.86)	—	(227,215.00)	(34,477.93)	(163,778.86)
Assets Purchased	—	(1,372,300.07)	—	(1,372,300.07)	—	—
Assets Sold	—	1,836,791.13	—	1,836,791.13	—	—
Income Received	48,261.10	226,587.20	4,645.64	8,758.88	43,615.46	217,828.32
Taxes / Fees / Miscellaneous	(6,806.31)	(75,244.65)	(2.00)	(401.00)	(6,804.31)	(74,843.65)
Closing Cash Balance	434,166.50	434,166.50	397,624.09	397,624.09	36,542.41	36,542.41

EQUITY INVESTMENTS ANALYSIS

Reference Currency USD

SECTOR ALLOCATION

Sector Name	Market Value	% Total
Consumer Discretionary	0.00	0.0
Consumer Staples	0.00	0.0
Energy	0.00	0.0
Financials	0.00	0.0
Foreign Equities	0.00	0.0
Health Care	0.00	0.0
Industrials	0.00	0.0
Information Technology	0.00	0.0
Materials	0.00	0.0
Miscellaneous - Foreign	0.00	0.0
Other	6,140,510.20	100.0
Telecommunication Services	0.00	0.0
Utilities	0.00	0.0
Total	6,140,510.20	100.0



Values less than 1% not graphed

TOP TEN HOLDINGS BY VALUE

Description	Sector	Market Value	% Total	Yield
VANGUARD TOTAL STOCK M	Other	4,299,422.16	70.02	1.74
ETF VANGUARD FTSE	Other	1,218,639.84	19.85	2.60
VANGUARD FTSE EMERGING	Other	622,448.20	10.14	2.73
Total		6,140,510.20	100.00	



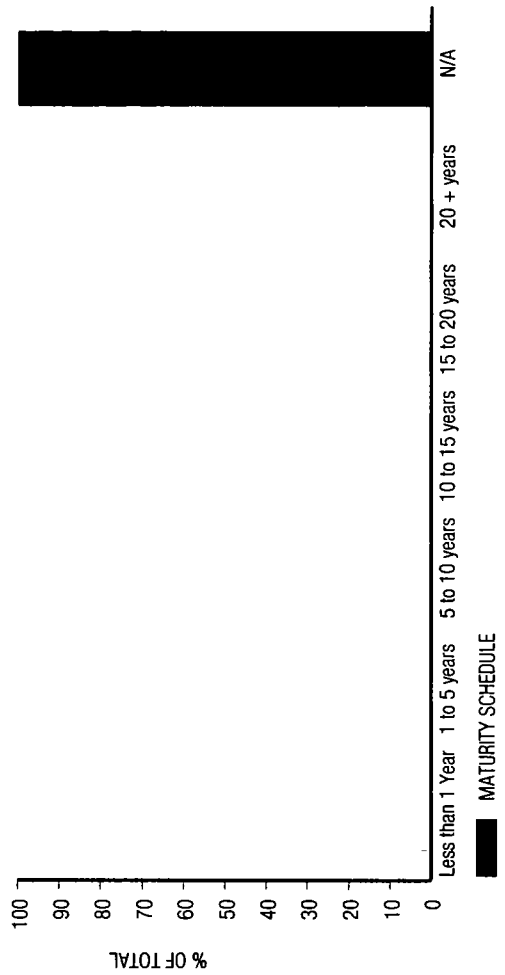
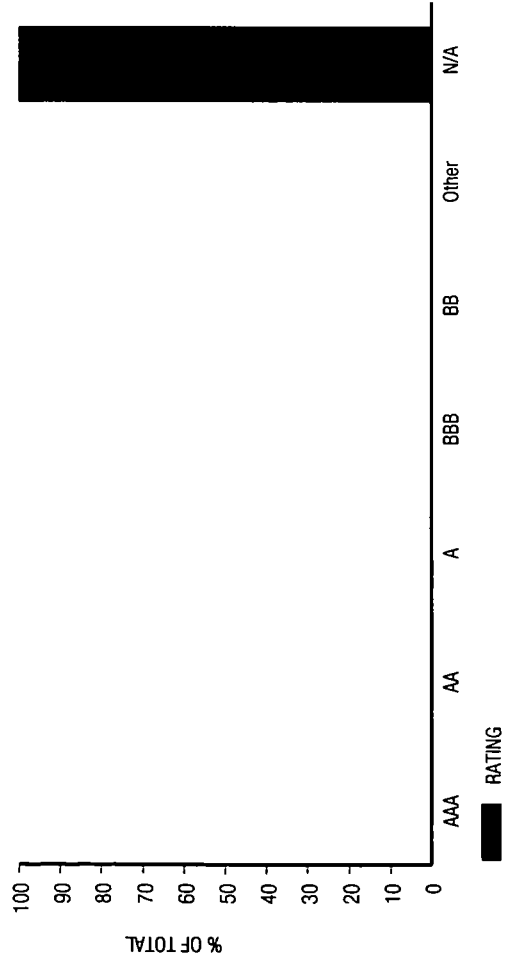
Vanguard Portfolios - Taxable L5 - 15C025079768

Statement Period 1 Dec 2013 - 31 Dec 2013

FIXED INCOME INVESTMENTS ANALYSIS

Reference Currency: USD

BOND QUALITY RATINGS				BOND MATURITY SCHEDULE			
S&P Rating	Market Value	% Total		Maturity Schedule	Market Value	% Total	
AAA	0.00	0		Less than 1 year	0.00	0	
AA	0.00	0		1 to 5 years	0.00	0	
A	0.00	0		5 to 10 years	0.00	0	
BBB	0.00	0		10 to 15 years	0.00	0	
BB	0.00	0		15 to 20 years	0.00	0	
Other	0.00	0		20+ years	0.00	0	
N/A	3,527,537.83	100		N/A	3,527,537.83	100	
Total	3,527,537.83	100%		Total	3,527,537.83	100%	



Vanguard Portfolios - Taxable L5 - 15C025079768
Statement Period 1 Dec 2013 - 31 Dec 2013

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

CASH AND SHORT TERM INVESTMENTS 3.95% SORTED BY LIQUIDITY									
Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est Annual Income
Cash									
USD	0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Short Term Investments									
CITIBANK M.D.A. (L) CUSIP 99000CST72 Yield 05%	397,624.09	100.000	397,624.09	1.00	397,624.09	15.61	397,639.70	0.00	198.81
Total Cash and Short Term Investments			397,624.09		397,624.09	15.61	397,639.70	0.00	198.81
EQUITIES 60.99% SORTED ALPHABETICALLY									
Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
Mutual Funds									
ETF VANGUARD FTSE Ticker/CUSIP VEA/921943858 Yield 2.6% Sector Other	29,238	30.212	883,328.19	41.68 31 Dec 13	1,218,639.84	0.00	1,218,639.84	335,311.65	31,664.75
VANGUARD FTSE EMERGING Ticker/CUSIP VWO/922042858 Yield 2.73% Sector Other	15,130	29.958	453,262.81	41.14 31 Dec 13	622,448.20	0.00	622,448.20	169,185.39	17,021.25
VANGUARD TOTAL STOCK MKT ETF Ticker/CUSIP VTI/922908769 Yield 1.74% Sector Other	44,823	71.169	3,189,999.59	95.92 31 Dec 13	4,299,422.16	0.00	4,299,422.16	1,109,422.57	74,988.88
Total Equities			4,526,590.59		6,140,510.20	0.00	6,140,510.20	1,613,919.61	123,674.88



Vanguard Portfolios - Taxable L5 - 15C025079768

Statement Period 1 Dec 2013 - 31 Dec 2013

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency: USD

FIXED INCOME 35.06% SORTED BY CALL DATE/MATURITY DATE									
Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est. Annual Income
Mutual Funds									
VANGUARD BD INDEX FD INC Rate 2.031% CUSIP 921937835 Yield 2.54%	19,020	76.040	1,446,280.79	80.05 31 Dec 13	1,522,551.00	0.00	1,522,551.00	76,270.21	38,634.77
VANGUARD BOND INDEX FUNDS Rate 95% CUSIP 921937827 Yield 1.19%	19,046	80.393	1,531,167.53	79.93 31 Dec 13	1,522,346.78	0.00	1,522,346.78	(8,820.75)	18,085.13
VANGUARD HIGH YIELD CORPORATE Rate 3.56% CUSIP 922031760 Yield 5.91%	80,039.809	5.639	451,306.07	6.03 31 Dec 13	482,640.05	2,307.55	484,947.60	31,333.98	28,532.03
Total Fixed Income			3,428,754.39		3,527,537.83	2,307.55	3,529,845.38	98,783.44	85,251.93
TOTAL INVESTMENT POSITIONS - PRINCIPAL									
			8,352,969.07		10,065,672.12	2,323.16	10,067,995.28	1,712,703.05	209,125.62

INVESTMENT POSITIONS - INCOME

Reference Currency USD

CASH AND SHORT TERM INVESTMENTS 100.00% SORTED BY LIQUIDITY									
Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est. Annual Income
Cash									
USD	0 00	0 000	0 00	0 00	0 00	0 00	0 00	0 00	0 00
Short Term Investments									
CITIBANK M D A (L)	36,542 41	100 000	36,542 41	1 00	36,542 41	1 36	36,543 77	0 00	18 27
CUSIP 9900CST72 Yield 05%									
Total Cash and Short Term Investments			36,542.41		36,542.41	1.36	36,543.77	0.00	18.27
TOTAL INVESTMENT POSITIONS - INCOME									
			36,542.41		36,542.41	1.36	36,543.77	0.00	18.27
TOTAL INVESTMENT POSITIONS - PRINCIPAL AND INCOME									
			8,389,511.48		10,102,214.53	2,324.52	10,104,539.05	1,712,703.05	209,143.89