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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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013**

Name of foundation HESS REGINA CHARITABLE TRUST (PF)		<b>A Employer identification number</b> 16-6552691
Number and street (or P O box number if mail is not delivered to street address) 1100 WEHRLE DRIVE 2ND FLOOR	Room/suite	<b>B Telephone number (see instructions)</b> (716) 842-5506
City or town, state or province, country, and ZIP or foreign postal code BUFFALO, NY 14221		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 635,777	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	11,984	11,823		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	51,946			
	<b>b</b> Gross sales price for all assets on line 6a 391,962				
	<b>7</b> Capital gain net income (from Part IV, line 2)			51,946	
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	1,214	1,214			
<b>12 Total.</b> Add lines 1 through 11	65,144	64,983			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	8,221	8,221		
	<b>14</b> Other employee salaries and wages		0	0	0
	<b>15</b> Pension plans, employee benefits		0	0	
	<b>16a</b> Legal fees (attach schedule)	500	500	0	0
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				0
	<b>17</b> Interest				0
	<b>18</b> Taxes (attach schedule) (see instructions)	1,099	184		0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0		
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings		0	0	
	<b>22</b> Printing and publications		0	0	
	<b>23</b> Other expenses (attach schedule)	196	196		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	10,016	9,101	0	0
	<b>25</b> Contributions, gifts, grants paid	30,794			30,794
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	40,810	9,101	0	30,794	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	24,334				
<b>b Net investment income</b> (if negative, enter -0-)		55,882			
<b>c Adjusted net income</b> (if negative, enter -0-)			0		

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

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	584	948	948	
	<b>2</b> Savings and temporary cash investments . . . . .	9,069	8,732	8,732	
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0	
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10a</b> Investments—U S and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .				
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .	506,445	530,730	626,097	
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)					
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	516,098	540,410	635,777		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ _____)				
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .				
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>				
	<b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	516,098	540,410		
<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund					
<b>29</b> Retained earnings, accumulated income, endowment, or other funds					
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	516,098	540,410			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	516,098	540,410			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	516,098
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	24,334
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	540,432
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	22
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	540,410

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	51,946
<b>3</b>	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		<b>3</b>	

**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 page 18 of 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	29,844	581,742	0.051301
2011	30,362	606,847	0.050032
2010	28,590	577,762	0.049484
2009	24,481	507,753	0.048214
2008	29,567	600,709	0.04922
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.248251
<b>3</b>	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		<b>3</b> 0.04965
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b> 604,843
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 30,030
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 559
<b>7</b>	Add lines 5 and 6.		<b>7</b> 30,589
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 30,794

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes columns for line numbers and amounts. Total tax due is 67.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax on political expenditures, and reporting requirements. Includes Yes/No columns.

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of ▶ <u>MANUFACTURERS AND TRADERS BANK</u> Telephone no ▶ <u>(716) 842-5506</u> Located at ▶ <u>1100 WEHRLE DRIVE 2ND FLOOR AMHERST NY</u> ZIP +4 ▶ <u>14221</u>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	<b>15</b>		
<b>16</b> 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	<b>16</b>	<b>Yes</b>	<b>No</b>

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	<b>1b</b>			
<b>c</b> 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? . . . . .	<b>1c</b>			<b>No</b>
<b>2</b> 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))				
<b>a</b> At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>			<b>No</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If "Yes," did it have excess business holdings in 2013 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) . . . . .	<b>3b</b>			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</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?	<b>4b</b>			<b>No</b>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	
	<b>6b</b>	<b>No</b>
	<b>7b</b>	

**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
MANUFACTURERS AND TRADERS BANK 1100 WEHRLE DRIVE 2ND FLOOR AMHERST, NY 14221	TRUSTEE 1	8,221		

**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. 0

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

**3 Five highest-paid independent contractors for professional services (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		
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . .		0

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

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

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	606,844
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	7,210
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	614,054
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	614,054
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	9,211
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	604,843
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	30,242

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	30,242
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	559
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	559
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	29,683
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	29,683
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	29,683

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	30,794
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	30,794
<b>5</b>	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). . . . .	<b>5</b>	559
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	30,235

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				29,683
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			0	
<b>b</b> Total for prior years 2011, 20__, 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .	0			
<b>b</b> From 2009. . . . .	0			
<b>c</b> From 2010. . . . .	0			
<b>d</b> From 2011. . . . .	0			
<b>e</b> From 2012. . . . .	22			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	22			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>30,794</u>				
<b>a</b> Applied to 2012, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				29,683
<b>e</b> Remaining amount distributed out of corpus	1,111			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,133			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a. . . . .	1,133			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .	0			
<b>b</b> Excess from 2010. . . . .	0			
<b>c</b> Excess from 2011. . . . .	0			
<b>d</b> Excess from 2012. . . . .	22			
<b>e</b> Excess from 2013. . . . .	1,111			

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

**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 organization 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>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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 organization 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) )

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**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

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**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

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**a** The name, address, and telephone number of the person to whom applications should be addressed

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

---

**c** Any submission deadlines

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**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 30,794
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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 )
6 ALLERGAN INC COMMON		2009-09-17	2013-01-08
2 BIOGEN IDEC INC		2012-07-10	2013-01-08
2 CHIPOTLE MEXICAN GRILL-CL A		2012-11-01	2013-01-08
26 EXPRESS SCRIPTS HOLDING C		2010-07-29	2013-01-08
2 EXPRESS SCRIPTS HOLDING C		2012-11-01	2013-01-08
4 PERRIGO COMPANY		2010-06-10	2013-01-08
2 UNION PACIFIC CORP COMMON ~		2012-11-01	2013-01-08
6 UNION PACIFIC CORP COMMON ~		2010-09-15	2013-01-08
14 PERRIGO COMPANY		2010-07-29	2013-02-06
8 ALEXION PHARMACEUTICALS INC		2010-12-20	2013-03-06
4 ALEXION PHARMACEUTICALS INC		2013-01-08	2013-03-06
2 AMAZON COM INCORPORATED		2012-07-10	2013-03-06
2 BIOGEN IDEC INC		2012-07-10	2013-03-06
2 CERNER CORPORATION		2013-01-08	2013-03-06
2 EMC CORPORATION COMMON		2011-05-18	2013-03-06
4 EBAY INCORPORATED		2012-10-19	2013-03-06
2 GOOGLE INC CL A		2013-01-22	2013-03-06
2 J B HUNT TRANSPORT SERVICES INC		2013-01-08	2013-03-06
2 STARBUCKS CORPORATION		2013-01-08	2013-03-06
10 UNION PACIFIC CORP COMMON ~		2010-05-25	2013-03-06
16 CATERPILLAR INC COMMON		2011-12-20	2013-04-04
2 CATERPILLAR INC COMMON		2012-07-10	2013-04-04
26 TERADATA CORP		2012-11-01	2013-05-06
29 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2009-04-23	2013-05-16
2 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2013-01-08	2013-05-16
6 SCHLUMBERGER LTD COMMON ~		2011-03-09	2013-05-28
22 VERTEX PHARMACEUTICALS INC		2012-07-10	2013-05-28
2 APPLE COMPUTER INC COMMON		2013-03-06	2013-06-24
2 CAMERON INTERNATIONAL CORP		2012-11-01	2013-06-24
4 CAMERON INTERNATIONAL CORP		2011-01-13	2013-06-24

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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 )
4 CERNER CORPORATION		2013-01-08	2013-06-24
2 CHIPOTLE MEXICAN GRILL-CL A		2011-02-08	2013-06-24
10 EBAY INCORPORATED		2012-09-10	2013-06-24
2 FASTENAL CO COMMON		2013-01-08	2013-06-24
16 LULULEMON ATHLETICA INC-W/I		2011-06-09	2013-06-24
2 LULULEMON ATHLETICA INC-W/I		2013-01-08	2013-06-24
2 MONSANTO COMPANY NEW		2013-03-06	2013-06-24
20 ALLERGAN INC COMMON		2009-09-17	2013-06-26
1830 681 ABERDEEN GLBL HIGH INC CL I		2012-09-10	2013-06-26
611 405 ABERDEEN GLBL HIGH INC CL I		2011-12-28	2013-06-26
356 687 FEDERATED ULTRA SHORT BOND CL I		2012-09-10	2013-06-26
60 681 GUINNESS ATKINSON CHINA HONG KONG FD		2012-09-10	2013-06-26
233 201 GUINNESS ATKINSON CHINA HONG KONG FD		2011-12-29	2013-06-26
109 688 GUINNESS ATKINSON GLOBAL ENERGY FUND		2011-10-20	2013-06-26
158 113 T ROWE PRICE LRG CAP GROWTH FD INST		2012-09-10	2013-06-26
254 ISHARES HIGH DIVIDEND ETF		2012-09-10	2013-06-26
22 151 LAZARD EMRG MARKETS EQUITY FD CL-I		2012-12-24	2013-06-26
323 727 LAZARD EMRG MARKETS EQUITY FD CL-I		2011-02-10	2013-06-26
124 517 MORGAN STANLEY FOCUS GROWTH FD CL-I		2012-09-10	2013-06-26
705 MORGAN STANLEY FOCUS GROWTH FD CL-I		2013-06-21	2013-06-26
127 305 RS GLOBAL NATURAL RESOURCES FUND		2010-02-11	2013-06-26
381 RS GLOBAL NATURAL RESOURCES FUND		2012-12-13	2013-06-26
148 218 WILMINGTON SHORT-TERM CORP BOND -I		2012-09-10	2013-06-26
1092 972 WILMINGTON SHORT-TERM CORP BOND -I		2010-11-18	2013-06-26
210 614 WILMINGTON SMALL CAP GROWTH FUND -I		2007-08-27	2013-06-26
134 93 WILMINGTON MID CAP GROWTH FUND -I		2012-09-10	2013-06-26
474 273 WILMINGTON LARGE CAP VALUE FUND -I		2004-10-28	2013-06-26
1222 135 WILMINGTON BROAD MARKET BOND FUND -I		2011-12-02	2013-06-26
228 993 WILMINGTON BROAD MARKET BOND FUND -I		2012-12-04	2013-06-26
70 EMC CORPORATION COMMON		2012-07-10	2013-07-12

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
2 EMC CORPORATION COMMON		2012-11-06	2013-07-12
6 EBAY INCORPORATED		2012-11-01	2013-07-24
6 EBAY INCORPORATED		2012-07-10	2013-07-24
26 EBAY INCORPORATED		2012-07-10	2013-08-26
20 FASTENAL CO COMMON		2012-07-26	2013-10-14
16 FASTENAL CO COMMON		2013-01-08	2013-10-14
4 CITRIX SYSTEMS INCORPORATED		2010-09-27	2013-10-30
6 CITRIX SYSTEMS INCORPORATED		2013-01-08	2013-10-30
4 CUMMINS ENGINE INC COMMON		2013-02-06	2013-10-30
32 CAMERON INTERNATIONAL CORP		2010-10-15	2013-11-04
52 HERTZ GLOBAL HOLDINGS INC		2013-06-24	2013-11-06
55 8 LSV VALUE EQUITY FUND STRATEGY		2010-02-11	2013-12-02
686 924 LSV VALUE EQUITY FUND STRATEGY		2013-06-26	2013-12-02
2 AFFILIATED MANAGERS GROUP		2012-02-09	2013-12-02
2 AFFILIATED MANAGERS GROUP		2013-06-24	2013-12-02
4 ALEXION PHARMACEUTICALS INC		2010-12-20	2013-12-02
2 AMAZON COM INCORPORATED		2009-05-27	2013-12-02
2 AMAZON COM INCORPORATED		2013-06-24	2013-12-02
2 APPLE COMPUTER INC COMMON		2009-07-07	2013-12-02
2 BIOGEN IDEC INC		2011-08-30	2013-12-02
2 CANADIAN PACIFIC RAILWAY LTD		2013-03-06	2013-12-02
8 CATAMARAN CORPORATION		2013-03-06	2013-12-02
4 CELGENE CORPORATION		2013-06-24	2013-12-02
4 CERNER CORPORATION		2012-09-23	2013-12-02
4 CITRIX SYSTEMS INCORPORATED		2010-08-31	2013-12-02
8 653 DREYFUS INTERNATIONAL BOND CL I		2012-12-27	2013-12-02
15 164 DREYFUS INTERNATIONAL BOND CL I		2013-06-26	2013-12-02
687 839 DREYFUS INTERNATIONAL BOND CL I		2010-12-29	2013-12-02
4 FMC TECHNOLOGIES INCORPORATED		2013-11-04	2013-12-02
1264 699 FEDERATED ULTRA SHORT BOND CL I		2012-09-10	2013-12-02

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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 )
6 GILEAD SCIENCES INCORPORATED		2013-10-14	2013-12-02
2 GILEAD SCIENCES INCORPORATED		2013-05-16	2013-12-02
11 322 LAZARD EMRG MARKETS EQUITY FD CL-I		2012-12-24	2013-12-02
678 33 LAZARD EMRG MARKETS EQUITY FD CL-I		2012-09-10	2013-12-02
2 LINKEDIN CORP A		2012-10-19	2013-12-02
127 302 LITMAN GREGORY MSTRS INTL FD CL-INST		2013-06-26	2013-12-02
12 204 MFS EMERGING MARKETS DEBT FUND - I		2012-12-11	2013-12-02
203 62773 MFS EMERGING MARKETS DEBT FUND - I		2012-09-10	2013-12-02
10 12327 MFS EMERGING MARKETS DEBT FUND - I		2012-09-10	2013-12-02
2 MOHAWK INDUSTRIES INC COMMON		2013-10-30	2013-12-02
2 MONSANTO COMPANY NEW		2012-10-19	2013-12-02
2 PRICELINE COM INCORPORATED		2013-03-06	2013-12-02
14 QUALCOMM INCORPORATED		2011-11-23	2013-12-02
1078 906 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2013-06-26	2013-12-02
1037 279 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2011-04-08	2013-12-02
24 SCHLUMBERGER LTD COMMON ~		2010-08-31	2013-12-02
2 SCHWAB CHARLES CORPORATION		2013-06-24	2013-12-02
2 STARBUCKS CORPORATION		2013-01-08	2013-12-02
4 STARBUCKS CORPORATION		2012-07-10	2013-12-02
620 497 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2012-09-10	2013-12-02
940 271 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2013-06-26	2013-12-02
11 491 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2012-12-07	2013-12-02
6 TRACTOR SUPPLY COMPANY COMMON		2012-10-19	2013-12-02
2 VISA INC		2013-01-08	2013-12-02
4 VISA INC		2012-02-06	2013-12-02
569 768 WELLS FARGO ADV EMRG MKT CL I		2013-06-26	2013-12-02
13 049 WILMINGTON SHORT-TERM CORP BOND -I		2012-12-04	2013-12-02
1925 079 WILMINGTON SHORT-TERM CORP BOND -I		2011-12-02	2013-12-02
750 246 WILMINGTON SMALL CAP GROWTH FUND -I		2011-10-20	2013-12-02
109 445 WILMINGTON MID CAP GROWTH FUND -I		2012-09-10	2013-12-02

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
1706 546 WILMINGTON LARGE CAP VALUE FUND -I		2010-10-20	2013-12-02
322 031 WILMINGTON MULTI-MGR INTERNATIONAL-I		2006-11-05	2013-12-02
3081 5409 WILMINGTON BROAD MARKET BOND FUND -I		2009-09-24	2013-12-02
62 3391 WILMINGTON BROAD MARKET BOND FUND -I		2009-09-24	2013-12-02
2 MICHAEL KORS HOLDINGS LTD		2013-07-24	2013-12-02
6 STARBUCKS CORPORATION		2012-07-10	2013-12-04
4 TRACTOR SUPPLY COMPANY COMMON		2012-07-10	2013-12-04
CAPITAL GAIN DIVIDENDS	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
588		347	241
291		289	2
599		507	92
1,418		1,177	241
109		124	-15
436		236	200
260		247	13
780		441	339
1,490		799	691
739		326	413
369		389	-20
545		453	92
340		289	51
183		165	18
48		57	-9
214		199	15
1,658		1,394	264
141		123	18
114		111	3
1,391		551	840
1,345		1,662	-317
168		168	
1,320		1,677	-357
1,845		665	1,180
127		151	-24
455		486	-31
1,702		1,201	501
805		857	-52
119		100	19
239		188	51

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
376		331	45
708		493	215
508		489	19
89		96	-7
975		677	298
122		143	-21
203		204	-1
1,719		960	759
18,142		17,954	188
6,059		6,167	-108
3,264		3,292	-28
1,592		1,607	-15
6,117		5,788	329
2,936		3,333	-397
3,358		2,993	365
16,827		15,502	1,325
383		424	-41
5,597		6,959	-1,362
5,491		4,789	702
31		31	
4,592		3,736	856
14		14	
1,518		1,530	-12
11,192		11,258	-66
4,080		4,179	-99
2,241		2,035	206
5,535		5,109	426
11,733		11,859	-126
2,198		2,313	-115
1,741		1,881	-140

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
50		50	
312		292	20
312		247	65
1,342		1,068	274
944		865	79
755		733	22
229		286	-57
344		408	-64
503		482	21
1,747		1,349	398
1,126		1,302	-176
1,189		664	525
14,638		12,543	2,095
401		214	187
401		308	93
498		163	335
798		158	640
798		539	259
1,116		273	843
583		186	397
307		253	54
365		428	-63
645		450	195
230		161	69
236		233	3
141		150	-9
247		247	
11,219		11,065	154
193		203	-10
11,585		11,648	-63

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
449		376	73
150		109	41
220		217	3
13,187		9,788	3,399
446		214	232
2,281		1,985	296
177		199	-22
2,955		3,268	-313
147		162	-15
281		269	12
227		177	50
2,392		1,444	948
1,029		630	399
9,764		9,678	86
9,387		9,713	-326
2,126		1,099	1,027
49		41	8
163		111	52
326		211	115
14,495		11,374	3,121
21,965		19,454	2,511
268		206	62
439		272	167
409		315	94
818		415	403
12,649		11,572	1,077
135		134	1
19,848		19,369	479
17,391		12,309	5,082
2,086		1,650	436

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
22,117		12,866	9,251
2,457		3,215	-758
29,737		28,230	1,507
602		603	-1
163		127	36
483		317	166
291		169	122
			8,169

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			241
			2
			92
			241
			-15
			200
			13
			339
			691
			413
			-20
			92
			51
			18
			-9
			15
			264
			18
			3
			840
			-317
			-357
			1,180
			-24
			-31
			501
			-52
			19
			51

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			45
			215
			19
			-7
			298
			-21
			-1
			759
			188
			-108
			-28
			-15
			329
			-397
			365
			1,325
			-41
			-1,362
			702
			856
			-12
			-66
			-99
			206
			426
			-126
			-115
			-140

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			20
			65
			274
			79
			22
			-57
			-64
			21
			398
			-176
			525
			2,095
			187
			93
			335
			640
			259
			843
			397
			54
			-63
			195
			69
			3
			-9
			154
			-10
			-63

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			73
			41
			3
			3,399
			232
			296
			-22
			-313
			-15
			12
			50
			948
			399
			86
			-326
			1,027
			8
			52
			115
			3,121
			2,511
			62
			167
			94
			403
			1,077
			1
			479
			5,082
			436

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			9,251
			-758
			1,507
			-1
			36
			166
			122

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
TRINITY ACADEMY ATTN SISTER MARY ANN SPA 233 W CHERRY ST SHENANDOAH, PA 17976	NONE	PC	EDUCATIONAL	6,159
AMERICAN RED CROSS-SCHE NRTHUMBD 1402 LAUREL BOULEVARD POTTSVILLE, PA 17901	NONE	PC	GENERAL PURPOSES	6,159
MARIAN CATHOLIC HIGH SCHOOL 166 MARIAN AVENUE TAMAQUA, PA 18252	NONE	PC	EDUCATIONAL	3,079
NATIVITY BVM HIGH SCHOOL ONE LAWTONS HILL POTTSVILLE, PA 17901	NONE	PC	EDUCATIONAL	3,079
ST GEORGE'S CHURCH 129 S JARDIN ST SHENANDOAH, PA 179762226	NONE	PC	CHARITABLE	6,159
AMERICAN CANCER SOCIETY NATIONAL OFFICE OF PROBAT PO BOX 720366 OKLAHOMA CITY, OK 73162	NONE	PC	GENERAL PURPOSES	6,159
<b>Total . . . . .</b>				<b>30,794</b>

**3a**

**TY 2013 Investments - Other Schedule****Name:** HESS REGINA CHARITABLE TRUST (PF)**EIN:** 16-6552691

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
PRICELINE	AT COST	689	2,325
CITRIX SYSTEMS	AT COST	1,205	1,392
CAMERON INTL			
MFS EMERGING	AT COST	32,684	31,773
HARBOR INT'L	AT COST	27,766	44,437
GUINNESS ATKINSON CHINA			
ARTIO GLOBAL			
DREYFUS INTL BD			
LAZARD EMERG			
RIDGEWORTH	AT COST	14,848	15,892
UNION PACIFIC			
AMAZON COM	AT COST	470	2,393
SCHLUMBERGER			
ALLERGAN INC			
APPLE	AT COST	619	2,805
COGNIZANT			
GOOGLE	AT COST	1,587	2,241
QUALCOMM	AT COST	927	1,708
LSV VALUE	AT COST	15,162	32,173
ALEXION PHARM	AT COST	489	1,595
EXPRESS SCRIPTS			
PERRIGO CO			
RS GLOBAL			
DWS FLOATING RATE PLUS	AT COST	15,874	15,874
FEDERATED ULTRA SHORT BD			
MONSANTO CO	AT COST	1,925	3,030
CATERPILLAR INC			
CHIPOTLE MIXICAN GRILL INC	AT COST	483	1,066
LULULEMON ATHLETICA INC			
BIOGEN IDEC INC	AT COST	745	2,237

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
EMC CORP MASS			
VISA INC	AT COST	1,159	2,672
GUINNESS ATKINSON GLOBAL ENERG			
LITMAN GREGORY MASTERS INTL	AT COST	16,990	27,384
WILMINGTON BROAD MKT	AT COST	36,201	37,650
WILMINGTON SHORT TERM	AT COST	18,904	19,652
FASTENAL CO			
J B HUNT TRANSPORT SERV	AT COST	1,344	1,701
STARBUCKS CORP	AT COST	1,345	2,038
TRACTOR SUPPLY	AT COST	1,071	2,017
AFFILIATED MANAGERS GROUP	AT COST	1,070	2,169
CERNER CORP	AT COST	1,192	1,784
VERTEX PHARMACEUTICALS			
EBAY			
LINKEDIN CORP	AT COST	641	1,301
TERADATA CORP			
MORGAN STANLEY FOCUS GROWTH	AT COST	27,870	26,813
T ROWE PRICE LARGE CAP			
TIAA CREF MID CAP			
WILMINGTON LARGE CAP VALUE			
WILMINGTON MID CAP GROWTH	AT COST	20,803	36,609
WILMINGTON MULTI MANAGER REAL	AT COST	33,270	32,235
WILMINGTON SMALL CAP GROWTH			
WILMINGTON MULT MANAGER INTL	AT COST	42,649	58,023
ISHARES HIGH DIVIDEND	AT COST	13,963	14,129
FPA NEW INCOME FUND	AT COST	13,969	13,848
SCOUT UNCONSTRAINED BOND FUND	AT COST	33,863	33,581
ECOLAB INC	AT COST	1,367	1,460
CANADIAN PACIFIC RAILWAY LTD	AT COST	1,748	2,118
CUMMINS INC COM	AT COST	1,631	1,974

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
ALLIANCE DATA SYSTEMS CORP	AT COST	1,580	2,103
MICHAEL KORS HOLDINGS LTD	AT COST	1,712	2,436
TWENTY FIRST CENTURY FOX INC	AT COST	1,217	1,266
MOHAWK INDUSTRIES INC CO	AT COST	1,345	1,489
FMC TECH	AT COST	1,628	1,671
CME GROUP INC	AT COST	1,386	1,412
SCHWAB CHARLES CORP	AT COST	1,616	2,028
CATAMARAN CORP	AT COST	2,018	1,898
CELGENE CORP	AT COST	1,351	2,028
GILEAD SCIENCES INC COM	AT COST	1,908	2,704
ADOBE SYSTEMS COMMON	AT COST	1,350	1,437
FACEBOOK INC	AT COST	1,485	1,967
DIAMOND HILL LARGE CAP FUND	AT COST	32,975	32,138
STERLING CAPITAL MID CAP	AT COST	37,665	36,561
WILMINGTON MULTI MGR ALT FUND	AT COST	32,112	31,707
MFS INTL NEW DISCOVERY FUND	AT COST	22,859	23,153

## TY 2013 Legal Fees Schedule

**Name:** HESS REGINA CHARITABLE TRUST (PF)

**EIN:** 16-6552691

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PRINCIPAL (ALLOCA	500	500		

## TY 2013 Other Decreases Schedule

**Name:** HESS REGINA CHARITABLE TRUST (PF)

**EIN:** 16-6552691

Description	Amount
ADJUSTMENT DUE TO ROUNDING	8
COST BASIS ADJ ROC - ABERDEEN	14

## TY 2013 Other Expenses Schedule

**Name:** HESS REGINA CHARITABLE TRUST (PF)

**EIN:** 16-6552691

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	196	196		0

# TY 2013 Other Income Schedule

**Name:** HESS REGINA CHARITABLE TRUST (PF)

**EIN:** 16-6552691

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
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# TY 2013 Taxes Schedule

**Name:** HESS REGINA CHARITABLE TRUST (PF)

**EIN:** 16-6552691

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4	4		0
FEDERAL TAXES PRIOR YEAR BALAN	423	0		0
FEDERAL ESTIMATED TAX DEPOSITS	492	0		0
FOREIGN TAXES ON QUALIFIED FOR	101	101		0
FOREIGN TAXES ON NONQUALIFIED	79	79		0