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*.**

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
The Curaterra Foundation

% CARL A GUARINO

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

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Malvern, PA 19355

A Employer identification number
20-1909615

B Telephone number (see instructions)
(484) 431-3073

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. 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 ▶ ☐

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)* ▶$ 10,926,920

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

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)	3,252,343			
	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	182,964	182,951		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,045,546			
	b	Gross sales price for all assets on line 6a 3,828,454				
	7	Capital gain net income (from Part IV, line 2)		3,045,546		
	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)	1,527	1,527		
	12	**Total.** Add lines 1 through 11	6,482,380	3,230,024		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	11,250	1,125	0	10,125
	c	Other professional fees (attach schedule)	18,036			18,036
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	8,718	1,218		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	25			25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	38,029	2,343	0	28,186
	25	Contributions, gifts, grants paid	416,025			416,025
	26	**Total expenses and disbursements.** Add lines 24 and 25	454,054	2,343	0	444,211
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	6,028,326			
	b	**Net investment income** (if negative, enter -0-)		3,227,681		
	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			
	3	Accounts receivable ▶ ____ Less allowance for doubtful accounts ▶ ____			
	4	Pledges receivable ▶ ____ Less allowance for doubtful accounts ▶ ____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ____ Less allowance for doubtful accounts ▶ ____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,144,286	9,211,766	10,344,578
	c	Investments—corporate bonds (attach schedule)	551,942	587,868	582,342
	11	Investments—land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	15	Other assets (describe ▶ ____)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,696,228	9,799,634	10,926,920
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)		0	
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	6,696,228	9,799,634	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	6,696,228	9,799,634	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,696,228	9,799,634	

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

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,696,228
2	Enter amount from Part I, line 27a	2	6,028,326
3	Other increases not included in line 2 (itemize) ▶ ____	3	
4	Add lines 1, 2, and 3	4	12,724,554
5	Decreases not included in line 2 (itemize) ▶ ____	5	2,924,920
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,799,634

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)
1 a	SEE ATTACHED STATEMENT - ST		2013-01-01	2013-12-31
b	SEE ATTACHED STATEMENT - LT		2012-01-01	2013-12-31
c	1,110,000 SHS PROCURIAN INC		2012-01-01	2013-12-31
d	CAPITAL GAIN DIVIDENDS	P		
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	399,438		371,484	27,954
b	407,384		334,001	73,383
c	2,881,306		77,423	2,803,883
d				140,326
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				27,954
b				73,383
c				2,803,883
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	3,045,546
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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	366,251	6,767,275	0 054121
2011	284,302	6,332,266	0 044897
2010	220,424	5,633,164	0 03913
2009	358,961	4,938,631	0 072684
2008	337,453	6,920,879	0 048759

2	**Total** of line 1, column (d)	2	0 259591
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 051918
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,728,600
5	Multiply line 4 by line 3	5	401,253
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	32,277
7	Add lines 5 and 6	7	433,530
8	Enter qualifying distributions from Part XII, line 4	8	444,211

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)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	32,277
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	32,277
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	32,277
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 6,009		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 32,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	38,009
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,732
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 5,732 **Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶CARL A GUARINO Telephone no ▶(484) 431-3073

Located at ▶228 MINE ROAD MALVERN PA ZIP +4 ▶19355

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See 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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
See Additional Data Table				

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	7,557,057
b	Average of monthly cash balances	1b	289,237
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	7,846,294
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	0
3	Subtract line 2 from line 1d	3	7,846,294
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	117,694
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,728,600
6	**Minimum investment return.** Enter 5% of line 5	6	386,430

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	386,430
2a	Tax on investment income for 2013 from Part VI, line 5	2a	32,277		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	32,277
3	Distributable amount before adjustments Subtract line 2c from line 1			3	354,153
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	354,153
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	354,153

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	444,211
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	444,211
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	32,277
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	411,934

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				354,153
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			259,712	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 444,211				
a Applied to 2012, but not more than line 2a			259,712	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				184,499
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				169,654
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

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)

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

Part XV **Supplementary Information (Complete this part only if the 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))

CARL A GUARINO

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				416,025
b *Approved for future payment* MILLENIUM PROMISE ALLIANCE 475 Riverside Drive Suite 1040 NEW YORK, NY 10115	NONE		charitable	200,000
Total . . . . ▶ **3b**				200,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	182,964	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	3,045,546	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a EXPENSE RECOVERY			01	1,527	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				3,230,037	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 3,230,037

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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?

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-05-15 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JANE SCACCETTI				
Firm's name ▶	Drucker & Scaccetti PC		Firm's EIN ▶	
Firm's address ▶	1600 Market StreetSuite 3300 Philadelphia, PA 19103		Phone no (215) 665-3960	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Alice B Guarino 228 Mine Road Malvern, PA 19355	President 1 0	0	0	0
Carl A Guarino 228 Mine Road Malvern, PA 19355	Chairman of the Board 1 0	0	0	0
Eric Guarino 228 Mine Road Malvern, PA 19355	Treasurer 1 0	0	0	0
Doris Leisch 228 Mine Road Malvern, PA 19355	Vice President 1 0	0	0	0
Tiel Batters Guarino 228 Mine Road Malvern, PA 19355	Secretary 1 0	0	0	0
Christopher Guarino 228 Mine Road Malvern, PA 19355	Director 1 0	0	0	0
Karen Guarino 228 Mine Road Malvern, PA 19355	Director 1 0	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Millennium Promise Alliance 475 Riverside Drive Suite 1040 New York, NY 10115	NONE	PC	TO SUPPORT VILLAGE CLUSTER TANZANIA	100,000
Depaul USA Inc 5725 Sprague Street Philadelphia, PA 19138	NONE	PC	CHARITABLE - GENERAL OPERATING SUPPORT	40,000
Lutheran Settlement House 1340 Frankford Avenue Philadelphia, PA 19125	NONE	PC	TO SUPPORT ADULT LITERACY AND MEDICAL ADVOCATE PROGRAM	52,500
PathWays PA Inc 310 Amosland Road Holmes, PA 19043	NONE	PC	TO SUPPORT FINANCIAL OPPORTUNITY CENTER IN CHESTER	50,000
Malvern Preparatory School 218 South Warren Avenue Malvern, PA 13555	NONE	PC	CHARITABLE - SENIOR SERVICE PROJECT	3,000
Spark Program Inc 251 Rhode Island Street Suite 205 San Francisco, CA 94103	NONE	PC	GENERAL OPERATING FOR PUBLIC SCHOOL PROGRAM IN PHILADELPHIA	9,500
Delaware Valley Grantmakers 230 S Broad Street Suite 402 Philadelphia, PA 19102	NONE	PC	CHARITABLE	1,025
Philadelphia Freedom Valley YMCA 2000 Market Street Suite 750 Philadelphia, PA 19103	NONE	PC	TO SUPPORT YCARES PROGRAM	10,000
Project Home 1515 Fairmount Ave Philadelphia, PA 19130	NONE	PC	TO SUPPORT STEPHEN KLEIN WELLNESS CENTER	50,000
The Food Trust 1617 John F Kennedy Boulevard 900 Philadelphia, PA 19103	NONE	PC	TO SUPPORT EXPANSION OF FARMER'S MARKETS	35,000
The Greenlight Fund 1501 Cherry Street Philadelphia, PA 19102	NONE	PC	EXPANSION OF SINGLE STOP IN PHILADELPHIA	15,000
Trustees of the University of Pennsylvania 1 College Hall Room 100 Philadelphia, PA 19104	NONE	PC	PARENT OUTREACH PROGRAM AT HENRY C LEA SCHOOL	50,000
Total . . . . ▶ **3a**				416,025

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
The Curaterra Foundation	20-1909615

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
The Curaterra Foundation

Employer identification number
20-1909615

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Carl Alice Guarino 228 Mine Road Malvern, PA 19355	$ 3,002,343	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
2	Carl Alice Guarino 228 Mine Road Malvern, PA 19355	$ 250,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
The Curaterra Foundation	20-1909615

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,110,000 SHARES PROCURIAN INC BASIS IN SHARES $77,423 FMV IN EXCESS OF BASIS $2,924,920	$ 3,002,343	2013-10-30

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
The Curaterra Foundation

Employer identification number
20-1909615

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2013 Accounting Fees Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMIN, ACCTING & TAX PREP FEES	11,250	1,125		10,125

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

TY 2013 Investments Corporate Bonds Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEI HIGH YIELD BD FD	587,868	582,342

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TY 2013 Investments Corporate Stock Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK-ATTACHMENT 7A	9,211,766	10,344,578

TY 2013 Investments - Land Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

TY 2013 Land, Etc. Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

TY 2013 Other Decreases Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

Description	Amount
FMV OF CONTRIBUTED SECURITIES IN EXCESS	0
OF DONOR'S BASIS	2,924,920

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491223007554

TY 2013 Other Expenses Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DELAWARE SECRETARY OF STATE	25			25

TY 2013 Other Income Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXPENSE RECOVERY	1,527	1,527	

TY 2013 Other Professional Fees Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANT FEES	18,036			18,036

TY 2013 Taxes Schedule

Name: The Curaterra Foundation

EIN: 20-1909615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	1,218	1,218		
FEDERAL EXCISE TAX	7,500			

The Curaterra Foundation
EIN: 20-1909615
Form 990-PF
2013

Part II - Balance Sheet, Line 10b, Investments - Corporate Stock

	Beginning of Year Shares	Beginning of Year Book Value	End of Year Shares	End of Year Book Value
Actavis PLC	0 000	0 000	58 000	8,962 380
Advanced Auto Parts	82 000	6,254 960	0 000	0 000
Alleghany Corp	49 000	17,137 430	0 000	0 000
Allied World Assurance Co Holdings	250 000	18,103 280	0 000	0 000
Altria Group Inc	615 000	18,518 490	197 000	5,931 940
AMDOCS LTD Ord	389 000	12,581 530	613 000	21,182 590
American Elec Pwr Inc	28 000	1,181 880	0 000	0 000
American Water Works Co Inc	522 000	17,668 140	0 000	0 000
Amerisourcebergen Corp	483 000	18,847 560	362 000	14,403 280
Amgen Inc	229 000	15,914 440	0 000	0 000
AOL Inc	300 000	10,108 030	0 000	0 000
Apple Inc	0 000	0 000	32 000	17,921 000
Arch Capital Group LTD	460 000	16,914 150	0 000	0 000
AT&T Inc	0 000	0 000	692 000	24,399 440
Axis Capital Holdings Ltd	0 000	0 000	366 000	17,192 470
Bankunited Inc	0 000	0 000	616 000	18,938 060
Big Lots Inc	0 000	0 000	84 000	2,999 980
Biogen IDEC Inc	109 000	13,228 180	0 000	0 000
Bok Finl Corp	0 000	0 000	227 000	14,248 230
Brinker Intl Inc	24 000	829 440	0 000	0 000
Broadridge Financial Solutions Inc	0 000	0 000	230 000	6,411 530
Brown Forman Corp Class B	109 000	6,029 150	0 000	0 000
Bunge Limited	280 000	20,063 570	268 000	19,203 700
Campbell Soup Co	560 000	18,802 820	0 000	0 000
Cardinal Health Inc	494 000	20,828 090	396 000	16,915 700
Catamaran Corporation	219 000	6,942 080	0 000	0 000
CDW Corp	0 000	0 000	332 000	7,503 760
Chevron Corporation	0 000	0 000	203 000	24,325 940
Cintas Corp	0 000	0 000	128 000	6,747 890
CIT Group Inc	0 000	0 000	30 000	1,510 710
Clorox Co	258 000	17,763 270	268 000	18,572 880
Coca Cola Enterprises Inc	190 000	5,169 880	0 000	0 000
Colgate Palmolive Co	0 000	0 000	135 000	7,403 620
Compass Minerals	0 000	0 000	61 000	4,539 130
Conagra Foods Inc	0 000	0 000	644 000	21,277 570
Consolidated Edison Inc	363 000	21,185 150	196 000	11,438 810
Copa Holdings SA	30 000	2,401 180	0 000	0 000
Costco Wholesale Corp	0 000	0 000	76 000	8,696 180
Covance Inc	0 000	0 000	11 000	943 030
Cullen Frist Bankers Inc	0 000	0 000	48 000	3,388 800
Dollar General Corp	97 000	4,119 540	0 000	0 000
Dr Pepper Snapple Group Inc	244 000	11,015 050	483 000	21,547 020
DTE Energy Co	333 000	18,793 020	0 000	0 000
Edison International	0 000	0 000	124 000	6,315 020
Everest RE Group Limited	187 000	19,987 570	160 000	17,286 450
Expedia Inc	26 000	860 080	0 000	0 000
Federal Rlty Invt TR	100 000	10,446 910	0 000	0 000
First Ctzns Bancshares Inc CL A	39 000	6,928 540	29 000	5,151 990
Fleetcor Technologies Inc	17 000	621 880	0 000	0 000
General MLS Inc	0 000	0 000	211 000	10,115 680
Genpact Limited	0 000	0 000	231 000	4,226 750
Hawaiian Electric Inds Inc	221 000	5,728 210	0 000	0 000
Hormel Foods Corp	411 000	11,939 510	423 000	12,477 460
Humana Inc	0 000	0 000	39 000	3,763 890
Iac Interactivecorp	352 000	16,219 270	0 000	0 000
International Business Machines Corp	105 000	13,804 670	118 000	16,194 700
Intuitive Surgical Inc	0 000	0 000	17 000	6,410 870
ITC Holdings Corp	142 000	10,500 890	0 000	0 000
Kellogg Co	0 000	0 000	110 000	6,527 100

The Curaterra Foundation
EIN: 20-1909615
Form 990-PF
2013

Part II - Balance Sheet, Line 10b, Investments - Corporate Stock

	Beginning of Year Shares	Beginning of Year Book Value	End of Year Shares	End of Year Book Value
Kimberly Clark Corp	240 000	20,264 690	231 000	19,504 760
Kohls Corp	0 000	0 000	109 000	5,960 950
Kroger Co	0 000	0 000	11 000	359 070
Laboratory Corp America Holdings	0 000	0 000	230 000	23,083 490
Landstar Sys Inc	0 000	0 000	269 000	14,816 090
Lilly Eli & Co	391 000	15,467 330	370 000	14,636 600
Lockheed Martin Corp	74 000	6,153 100	173 000	19,284 520
Lorillard Inc	0 000	0 000	106 000	4,620 900
McKesson Corp Common Stock	213 000	17,680 580	156 000	13,263 210
Merck & Co Inc	0 000	0 000	65 000	3,131 860
MFA Financial Inc REIT	213 000	1,751 540	0 000	0 000
Morningstar Inc	0 000	0 000	54 000	4,193 970
Myriad Genetics Inc	211 000	5,199 610	0 000	0 000
NV Energy Inc	258 000	4,664 280	0 000	0 000
Omnicare Inc	0 000	0 000	35 000	1,947 750
Partnerre LTD Bermuda	249 000	18,524 120	249 000	18,524 120
Peoples United Financial, Inc	695 000	8,821 920	0 000	0 000
Pepsico Inc	0 000	0 000	284 000	23,994 060
Petsmart Inc	124 000	8,380 320	124 000	8,380 320
Philip Morris International	231 000	17,799 110	55 000	4,237 880
Pinnacle West Cap Corp	285 000	13,557 420	0 000	0 000
Popular Inc	0 000	0 000	484 000	13,747 290
PPL Corporation	466 000	13,694 720	0 000	0 000
Praxair Inc	0 000	0 000	70 000	8,490 490
Public Storage Inc	15 000	2,121 580	0 000	0 000
Quest Diagnostics Inc	0 000	0 000	365 000	21,812 290
Renaissance RE Hldgs LTD	152 000	12,135 320	257 000	20,614 460
ResMed Inc	0 000	0 000	15 000	692 550
Reynolds America	420 000	16,719 990	0 000	0 000
Royal Gold Inc	160 000	10,250 580	0 000	0 000
Schein Henry Inc	47 000	3,435 700	0 000	0 000
Scotts Miracle-Gro Company Class A	0 000	0 000	375 000	22,611 020
SEI Emerging Markets Debt Fd	41,751 330	452,386 240	43,588 390	471,648 160
SEI Emerging Markets Equity Fd	11,817 300	152,222 920	11,874 440	152,829 620
SEI International Equity Fund	109,728 140	1,253,946 600	111,117 160	1,267,948 050
SEI Investments Company	16,581 000	116,246 040	16,581 000	116,246 020
SIMT Large Cap Fund Class A	166,134 010	1,699,909 250	178,556 880	1,873,615 410
SIMT Small Cap Fund Class A	25,050 730	250,197 070	26,770 810	272,645 790
SIMT US Fixed Income Fund	137,985 300	1,436,395 090	141,103 710	1,465,213 260
Six Flags Entertainment Corporation	0 000	0 000	17 000	631 790
Southern Company	307 000	13,596 290	327 000	14,788 080
Sysco Corp	486 000	14,909 360	641 000	19,881 550
Tahoe Resources Inc	0 000	0 000	65 000	1,050 420
Target Corp	0 000	0 000	366 000	25,681 140
Tax Free Fund	23,038 710	23,038 710	2,706,524 480	2,702,010 350
Tech Data Corp	144 000	7,547 020	0 000	0 000
Techne Corp	200 000	13,261 600	200 000	13,261 600
The Hershey Company	275 000	16,939 970	252 000	23,135 910
Tyson Foods Inc, Class A	0 000	0 000	606 000	18,079 830
UGI Corp New	34 000	930 920	0 000	0 000
US Bancorp	0 000	0 000	613 000	22,809 540
Validus Holdings Ltd	0 000	0 000	512 000	18,734 840
Vectren Corp	673 000	19,581 760	0 000	0 000
Verizon Communications	0 000	0 000	499 000	24,814 930
Viacom Inc-B W/I	261 000	12,935 210	0 000	0 000
Wal Mart Stores Inc	55 000	3,993 800	311 000	23,756 990
Washington Federal Inc	301 000	5,152 910	0 000	0 000
Waste Mgmt Inc DEL	44 000	1,396 500	0 000	0 000
Watson Pharmaceuticals Inc	166 000	14,894 750	0 000	0 000

The Curaterra Foundation
EIN: 20-1909615
Form 990-PF
2013

Part II - Balance Sheet, Line 10b, Investments - Corporate Stock

	Beginning of Year Shares	Beginning of Year Book Value	End of Year Shares	End of Year Book Value
Westar Energy Inc	138 000	3,930 230	0 000	0 000
White Mountains Insurance Group LTD	5 000	2,637 580	0 000	0 000
Wisconsin Energy Corp	171 000	5,902 900	0 000	0 000
Xcel Energy Inc	303 000	8,273 270	0 000	0 000
Total - Corporate Stock		6,144,285 74		9,211,766 48

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2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
002824100	ABBOTT LABS		ABT					
630.0000	10/04/2013	01/04/2013	21,152.20	20,838.01	0.00	314.19	0.00	0.00
00507K103	ACTAVIS INC		ACT					
93.0000	05/03/2013	12/11/2012	9,906.34	8,344.65	0.00	1,561.69	0.00	0.00
00507K103	ACTAVIS INC		ACT					
73.0000	06/05/2013	12/11/2012	8,797.63	6,550.10	0.00	2,247.53	0.00	0.00
00751Y106	ADVANCED AUTO PARTS		AAP					
58.0000	12/06/2013	08/08/2013	6,062.07	4,729.43	0.00	1,332.64	0.00	0.00
017175100	ALLEGHANY CORP		Y					
2.0000	04/10/2013	09/06/2012	780.66	699.49	0.00	81.17	0.00	0.00
017175100	ALLEGHANY CORP		Y					
12.0000	05/03/2013		4,610.48	4,196.92	0.00	413.56	0.00	0.00
017175100	ALLEGHANY CORP		Y					
8.0000	07/11/2013	10/04/2012	3,184.29	2,797.95	0.00	386.34	0.00	0.00
017175100	ALLEGHANY CORP		Y					
19.0000	08/08/2013	10/04/2012	7,690.56	6,645.12	0.00	1,045.44	0.00	0.00
017175100	ALLEGHANY CORP		Y					
8.0000	09/09/2013	10/04/2012	3,130.42	2,797.95	0.00	332.47	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
023135106	AMAZON.COM INC		AMZN					
19.0000	04/10/2013	02/06/2013	5,030.33	4,970.97	0.00	59.36	0.00	0.00
025537101	AMERICAN ELEC PWR INC		AEP					
28.0000	10/04/2013	11/08/2012	1,213.78	1,181.88	0.00	31.90	0.00	0.00
00184X105	AOL INC		AOL					
114.0000	05/03/2013		4,600.36	3,253.95	0.00	1,346.41	0.00	0.00
00184X105	AOL INC		AOL					
60.0000	07/11/2013	09/06/2012	2,227.80	1,712.61	0.00	515.19	0.00	0.00
00184X105	AOL INC		AOL					
126.0000	08/08/2013	09/06/2012	4,636.75	3,596.47	0.00	1,040.28	0.00	0.00
099502106	BOOZ ALLEN HAMILTON HLDG		BAH					
159.0000	02/06/2013	01/04/2013	2,133.81	2,360.37	0.00	-226.56	0.00	0.00
099502106	BOOZ ALLEN HAMILTON HLDG		BAH					
21.0000	12/06/2013	01/04/2013	367.25	311.75	0.00	55.50	0.00	0.00
109641100	BRINKER INTL INC		EAT					
24.0000	10/04/2013	10/04/2012	951.97	914.78	0.00	37.19	0.00	0.00
109641100	BRINKER INTL INC		EAT					
125.0000	10/04/2013	04/10/2013	4,958.15	4,764.51	0.00	193.64	0.00	0.00

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115637209	BROWN FORMAN CORP CLASS B		BF/B					
60.0000	01/04/2013	02/02/2012	3,762.15	3,318.80	0.00	443.35	0.00	0.00
G16962105	BUNGE LIMITED		BG					
12.0000	02/06/2013	11/08/2012	950.38	859.87	0.00	90.51	0.00	0.00
134429109	CAMPBELL SOUP CO		CPB					
46.0000	03/06/2013	08/07/2012	1,902.73	1,547.98	0.00	354.75	0.00	0.00
134429109	CAMPBELL SOUP CO		CPB					
25.0000	04/10/2013	08/07/2012	1,136.47	841.29	0.00	295.18	0.00	0.00
134429109	CAMPBELL SOUP CO		CPB					
21.0000	11/07/2013	01/04/2013	878.38	706.69	0.00	171.69	0.00	0.00
148887102	CATAMARAN CORPORATION		CTRX					
219.0000	01/04/2013	02/02/2012	10,966.04	6,942.08	0.00	4,023.96	0.00	0.00
19122T109	COCA COLA ENTERPRISES INC		CCE					
190.0000	01/04/2013	02/02/2012	6,241.82	5,169.88	0.00	1,071.94	0.00	0.00
194162103	COLGATE PALMOLIVE CO		CL					
259.0000	06/05/2013	02/06/2013	15,013.17	14,203.99	0.00	809.18	0.00	0.00
205887102	CONAGRA FOODS INC		CAG					
33.0000	07/11/2013	06/05/2013	1,208.46	1,090 31	0.00	118.15	0.00	0.00

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P31076105	COPA HOLDINGS SA		CPA					
30.0000	01/04/2013	05/07/2012	3,001.53	2,401.18	0.00	600.35	0.00	0.00
P31076105	COPA HOLDINGS SA		CPA					
79.0000	04/10/2013	02/06/2013	8,817.88	8,741.90	0.00	75.98	0.00	0.00
242370104	DEAN FOODS CO		DF					
427.0000	02/06/2013	01/04/2013	8,058.98	7,504.31	0.00	554.67	0.00	0.00
26138E109	DR PEPPER SNAPPLE GROUP INC		DPS					
18.0000	05/03/2013	11/08/2012	885.94	802.99	0.00	82.95	0.00	0.00
233326107	DST SYS INC DEL		DST					
11.0000	05/03/2013	03/06/2013	763.93	765.58	0.00	-1.65	0.00	0.00
281020107	EDISON INTERNATIONAL		EIX					
200.0000	11/07/2013		9,888.17	10,185.53	0.00	-297.36	0.00	0.00
281020107	EDISON INTERNATIONAL		EIX					
167.0000	12/06/2013	05/03/2013	7,664.27	8,504.92	0.00	-840.65	0.00	0.00
G3223R108	EVEREST RE GROUP LIMITED		RE					
12.0000	03/06/2013	07/12/2012	1,524.96	1,282.62	0.00	242.34	0.00	0.00
30212P303	EXPEDIA INC		EXPE					
26.0000	01/04/2013	02/02/2012	1,672.54	860.08	0.00	812.46	0.00	0 00

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313747206	FEDERAL RLTY INVT TR		FRT					
100.0000	08/08/2013	11/08/2012	10,377.13	10,612.52	0.00	-235.40	0.00	0.00
313747206	FEDERAL RLTY INVT TR		FRT					
108.0000	08/08/2013	03/06/2013	11,207.30	11,461.53	0.00	-254.24	0.00	0.00
31620R105	FIDELITY NATIONAL FINANCIAL INC		FNF					
145.0000	06/05/2013		3,682.98	3,759.81	0.00	-76.83	0.00	0.00
31946M103	FIRST CTZNS BANCSHARES INC CL A		FCNCA					
7.0000	01/04/2013	02/02/2012	1,199.87	1,243.59	0.00	-43.72	0.00	0.00
339041105	FLEETCOR TECHNOLOGIES INC		FLT					
17.0000	04/10/2013	06/08/2012	1,332.64	621.88	0.00	710.76	0.00	0.00
413875105	HARRIS CORP DEL		HRS					
261.0000	05/03/2013	04/10/2013	12,129.03	11,950.72	0.00	178.31	0.00	0.00
413875105	HARRIS CORP DEL		HRS					
41.0000	07/11/2013	04/10/2013	2,095.96	1,877.32	0.00	218.64	0.00	0.00
413875105	HARRIS CORP DEL		HRS					
127.0000	08/08/2013	04/10/2013	7,315.98	5,815.10	0.00	1,500.88	0.00	0.00
413875105	HARRIS CORP DEL		HRS					
30.0000	09/09/2013	04/10/2013	1,733.07	1,373.65	0.00	359.42	0 00	0.00

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413875105	HARRIS CORP DEL		HRS					
20.0000	12/06/2013	04/10/2013	1,328.58	915.76	0.00	412.82	0.00	0.00
423074103	HEINZ H J CO		HNZ					
171.0000	06/07/2013		12,397.50	11,589.55	0.00	807.95	0.00	0.00
44919P508	IAC INTERACTIVECORP		IACI					
46.0000	01/04/2013	02/02/2012	2,158.94	2,119.56	0.00	39.38	0.00	0.00
44919P508	IAC INTERACTIVECORP		IACI					
14.0000	03/06/2013	11/08/2012	591.74	645.08	0.00	-53.34	0.00	0.00
494368103	KIMBERLY CLARK CORP		KMB					
9.0000	04/10/2013	07/12/2012	902.50	759.93	0.00	142.57	0.00	0.00
50076Q106	KRAFT FOODS GROUP INC		KRFT					
105.0000	03/06/2013	02/06/2013	5,163.12	4,934.87	0.00	228.25	0.00	0.00
501044101	KROGER CO		KR					
97.0000	07/11/2013	04/10/2013	3,666.69	3,166.37	0.00	500.32	0.00	0.00
501044101	KROGER CO		KR					
66.0000	12/06/2013	04/10/2013	2,666.60	2,154.44	0.00	512.16	0.00	0.00
55826P100	MADISON SQUARE GARDEN CO CL A		MSG					
122.0000	12/06/2013	10/04/2013	6,877.79	7,191.61	0.00	-313.82	0.00	0.00

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55272X102	MFA FINANCIAL INC REIT		MFA					
213.0000	02/06/2013	09/06/2012	1,930 23	1,751.54	0.00	178.69	0.00	0.00
55272X102	MFA FINANCIAL INC REIT		MFA					
855.0000	10/04/2013	03/06/2013	6,420.94	7,841.21	0.00	-1,420.27	0.00	0.00
62855J104	MYRIAD GENETICS INC		MYGN					
129.0000	02/06/2013	03/09/2012	3,383.59	3,178.91	0.00	204.68	0.00	0.00
651639106	NEWMONT MNG CORP		NEM					
45.0000	06/05/2013		1,555.02	1,520.28	0.00	34.74	0.00	0.00
651639106	NEWMONT MNG CORP		NEM					
277.0000	07/11/2013	05/03/2013	7,797.96	9,358.12	0.00	-1,560.16	0.00	0.00
67073Y106	NV ENERGY INC		NVE					
258.0000	06/05/2013	09/06/2012	6,053.34	4,664.28	0.00	1,389.06	0.00	0.00
712704105	PEOPLES UNITED FINANCIAL, INC		PBCT					
695.0000	01/04/2013		8,762.57	8,821.92	0.00	-59.35	0.00	0.00
712704105	PEOPLES UNITED FINANCIAL, INC		PBCT					
619.0000	03/06/2013	02/06/2013	8,185.60	7,774.14	0.00	411.46	0.00	0.00
74460D109	PUBLIC STORAGE INC		PSA					
62.0000	10/04/2013		10,080.07	9,333.56	0.00	746.51	0.00	0.00

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74460D109	PUBLIC STORAGE INC		PSA					
58.0000	12/06/2013		8,931.45	8,731.37	0.00	200.08	0.00	0.00
74876Y101	QUINTILES TRANSNATIONAL HOLDINGS INC							
43.0000	10/04/2013	08/08/2013	1,894.96	1,952.63	0.00	-57.67	0.00	0.00
780287108	ROYAL GOLD INC		RGLD					
133.0000	03/06/2013	04/16/2012	8,763.38	8,520.79	0.00	242 59	0.00	0.00
816851109	SEMPRA ENERGY		SRE					
56.0000	12/06/2013	11/07/2013	4,915.63	5,045.01	0.00	-129.38	0.00	0.00
83001A102	SIX FLAGS ENTERTAINMENT CORPORATION		SIX					
72.0000	10/04/2013	07/11/2013	2,384.71	2,675.80	0.00	-291.09	0.00	0.00
875465106	TANGER FACTORY OUTLET CTRS INC		SKT					
294.0000	08/08/2013		9,498 24	10,551.18	0.00	-1,052.94	0.00	0.00
896945201	TRIPADVISOR INC		TRIP					
105.0000	03/06/2013	01/04/2013	5,111.52	4,626.40	0.00	485 12	0.00	0.00
896945201	TRIPADVISOR INC		TRIP					
68.0000	04/10/2013	01/04/2013	3,407.45	2,996.15	0.00	411.30	0.00	0.00
92553P201	VIACOM INC-B W/I		VIAB					
119.0000	01/04/2013	11/08/2012	6,850.44	5,897.66	0.00	952.78	0.00	0.00

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92553P201	VIACOM INC-B W/I		VIAB					
142.0000	03/06/2013	11/08/2012	8,568.56	7,037.55	0.00	1,531.01	0.00	0.00
938824109	WASHINGTON FEDERAL INC		WAFD					
52.0000	04/10/2013	05/07/2012	889.22	901.48	0.00	-12.26	0.00	0.00
938824109	WASHINGTON FEDERAL INC		WAFD					
112.0000	05/03/2013	05/07/2012	1,904.09	1,941.64	0.00	-37.55	0.00	0.00
938824109	WASHINGTON FEDERAL INC		WAFD					
35.0000	05/03/2013	12/11/2012	595.03	606.76	0.00	-11.73	0.00	0.00
938824109	WASHINGTON FEDERAL INC		WAFD					
102.0000	07/11/2013	12/11/2012	2,040.16	1,768.29	0.00	271.87	0.00	0.00
938824109	WASHINGTON FEDERAL INC		WAFD					
183.0000	07/11/2013	02/06/2013	3,660.28	3,172.50	0.00	487.78	0.00	0.00
94106L109	WASTE MGMT INC DEL		WM					
32.0000	03/06/2013	11/08/2012	1,191.06	1,015.64	0.00	175.42	0.00	0.00
94106L109	WASTE MGMT INC DEL		WM					
12.0000	03/07/2013	11/08/2012	440.54	380.86	0.00	59.68	0.00	0.00
959802109	WESTERN UNION-WI		WU					
116.0000	10/04/2013	06/05/2013	2,175.77	1,873.03	0.00	302.74	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
G9618E107	WHITE MOUNTAINS INSURANCE GROUP LTD		WTM					
3.0000	05/03/2013	05/07/2012	1,715.29	1,582.55	0.00	132.74	0.00	0.00
98389B100	XCEL ENERGY INC		XEL					
270.0000	11/07/2013		7,730.77	7,372.22	0.00	358.55	0.00	0.00
Total Short Term Sales			**399,437.94**	**371,483.67**	**0.00**	**27,954.25**	**0.00**	**0.00**
Long Term Sales								
00751Y106	ADVANCED AUTO PARTS		AAP					
82.0000	02/06/2013	02/02/2012	5,988.40	6,254.96	0.00	-266.56	0.00	0.00
H01531104	ALLIED WORLD ASSURANCE CO HOLDINGS		AWH					
65.0000	08/08/2013	02/02/2012	6,065.48	4,706.85	0.00	1,358.63	0.00	0.00
H01531104	ALLIED WORLD ASSURANCE CO HOLDINGS		AWH					
118.0000	09/09/2013		10,903.31	8,544.74	0.00	2,358.57	0.00	0.00
H01531104	ALLIED WORLD ASSURANCE CO HOLDINGS		AWH					
67.0000	10/04/2013		6,804.41	4,851.69	0.00	1,952.72	0.00	0.00
02209S103	ALTRIA GROUP INC		MO					
418.0000	10/04/2013	02/02/2012	14,464.89	12,586.55	0.00	1,878.34	0.00	0.00
030420103	AMERICAN WATER WORKS CO INC		AWK					
522.0000	11/07/2013		22,545.10	17,668.14	0.00	4,876.96	0.00	0.00

2013 Tax Information Statement

SEI PRIVATE TRUST COMPANY
ONE FREEDOM VALLEY DRIVE
OAKS, PA 19456

Account Number: 301705
Recipient's Tax ID Number: 20-1909615

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
CURATERRA FOUNDATION
C/O A GUARINO AND T RODGERS
228 MINE RD
MALVERN, PA 19355

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
03073E105	AMERISOURCEBERGEN CORP		ABC					
20.0000	02/06/2013	02/02/2012	928.65	780.44	0.00	148.21	0.00	0.00
03073E105	AMERISOURCEBERGEN CORP		ABC					
33.0000	04/10/2013	02/02/2012	1,757.43	1,287.72	0.00	469.71	0.00	0.00
03073E105	AMERISOURCEBERGEN CORP		ABC					
24.0000	07/11/2013	02/02/2012	1,394.88	936.52	0.00	458.36	0.00	0.00
03073E105	AMERISOURCEBERGEN CORP		ABC					
18.0000	09/09/2013	02/02/2012	1,055.14	702.39	0.00	352.75	0.00	0.00
03073E105	AMERISOURCEBERGEN CORP		ABC					
15.0000	10/04/2013	02/02/2012	936.57	585.33	0.00	351.24	0.00	0.00
03073E105	AMERISOURCEBERGEN CORP		ABC					
20.0000	12/06/2013	02/02/2012	1,404.28	780.44	0.00	623.84	0.00	0.00
031162100	AMGEN INC		AMGN					
50.0000	04/10/2013	02/02/2012	5,401.64	3,474.77	0.00	1,926.87	0.00	0.00
031162100	AMGEN INC		AMGN					
18.0000	06/05/2013	02/02/2012	1,712.31	1,250.92	0.00	461.39	0.00	0.00
031162100	AMGEN INC		AMGN					
161.0000	07/11/2013		16,607.87	11,188.75	0.00	5,419.12	0.00	0.00

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G0450A105	ARCH CAPITAL GROUP LTD		ACGL					
26.0000	02/06/2013	02/02/2012	1,228.93	956.02	0.00	272.91	0.00	0.00
G0450A105	ARCH CAPITAL GROUP LTD		ACGL					
46 0000	03/06/2013	02/02/2012	2,287.63	1,691.41	0.00	596.22	0.00	0.00
G0450A105	ARCH CAPITAL GROUP LTD		ACGL					
131.0000	05/03/2013	02/02/2012	6,921.36	4,816.86	0.00	2,104.50	0.00	0.00
G0450A105	ARCH CAPITAL GROUP LTD		ACGL					
257.0000	06/05/2013	02/02/2012	13,092.76	9,449.86	0.00	3,642.90	0.00	0.00
09062X103	BIOGEN IDEC INC		BIIB					
17.0000	03/06/2013	02/02/2012	2,921.55	2,063.11	0.00	858.44	0.00	0.00
09062X103	BIOGEN IDEC INC		BIIB					
92.0000	04/10/2013	02/02/2012	18,231.13	11,165.07	0.00	7,066.06	0.00	0.00
115637209	BROWN FORMAN CORP CLASS B		BF/B					
48.0000	02/06/2013	02/02/2012	3,108.48	2,655.04	0.00	453.44	0.00	0.00
115637209	BROWN FORMAN CORP CLASS B		BF/B					
1.0000	03/06/2013	02/02/2012	67.89	55.31	0.00	12.58	0.00	0.00
134429109	CAMPBELL SOUP CO		CPB					
154.0000	09/09/2013	08/07/2012	6,463.92	5,182.38	0.00	1,281.54	0.00	0.00

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134429109	CAMPBELL SOUP CO		CPB					
335.0000	11/07/2013		14,012.20	11,273.34	0.00	2,738.86	0.00	0.00
14149Y108	CARDINAL HEALTH INC		CAH					
20.0000	05/03/2013	02/02/2012	928.18	843.24	0.00	84.94	0.00	0.00
14149Y108	CARDINAL HEALTH INC		CAH					
35.0000	06/05/2013	02/02/2012	1,613.82	1,475.67	0.00	138.15	0.00	0.00
14149Y108	CARDINAL HEALTH INC		CAH					
37.0000	11/07/2013	02/02/2012	2,247.45	1,560.00	0.00	687.45	0.00	0.00
14149Y108	CARDINAL HEALTH INC		CAH					
15.0000	12/06/2013	02/02/2012	958.67	632.43	0.00	326.24	0.00	0.00
189054109	CLOROX CO		CLX					
12.0000	02/06/2013	02/02/2012	969.58	831.62	0.00	137.96	0.00	0.00
209115104	CONSOLIDATED EDISON INC		ED					
167.0000	11/07/2013	02/02/2012	9,767.04	9,746.34	0.00	20.70	0.00	0.00
256677105	DOLLAR GENERAL CORP		DG					
97.0000	02/06/2013	02/02/2012	4,465.08	4,119.54	0.00	345.54	0.00	0.00
233331107	DTE ENERGY CO		DTE					
333.0000	12/06/2013		22,497.22	18,793.02	0.00	3,704.20	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
G3223R108	EVEREST RE GROUP LIMITED		RE					
7.0000	09/09/2013	07/12/2012	947.87	748.20	0.00	199.67	0.00	0.00
G3223R108	EVEREST RE GROUP LIMITED		RE					
12.0000	10/04/2013	07/12/2012	1,769.02	1,282.62	0.00	486.40	0.00	0.00
31946M103	FIRST CTZNS BANCSHARES INC CL A		FCNCA					
3.0000	05/15/2013	02/02/2012	591.28	532.96	0.00	58.32	0.00	0.00
419870100	HAWAIIAN ELECTRIC INDS INC		HE					
221.0000	10/04/2013	02/02/2012	5,491.13	5,728.21	0.00	-237.08	0.00	0.00
44919P508	IAC INTERACTIVECORP		IACI					
54.0000	02/06/2013	02/02/2012	2,321.96	2,488.19	0.00	-166.23	0.00	0.00
44919P508	IAC INTERACTIVECORP		IACI					
238.0000	03/06/2013	02/02/2012	10,059.56	10,966.44	0.00	-906.88	0.00	0.00
465685105	ITC HOLDINGS CORP		ITC					
125.0000	04/10/2013	02/02/2012	11,557.34	9,243.74	0.00	2,313.60	0.00	0.00
465685105	ITC HOLDINGS CORP		ITC					
17.0000	06/05/2013	02/02/2012	1,478.24	1,257.15	0.00	221.09	0.00	0.00
532457108	LILLY ELI & CO		LLY					
21.0000	07/11/2013	02/02/2012	1,082.96	830.73	0.00	252.23	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
539830109	LOCKHEED MARTIN CORP		LMT					
23.0000	02/06/2013	02/02/2012	2,008.54	1,912.45	0.00	96.09	0.00	0.00
539830109	LOCKHEED MARTIN CORP		LMT					
7.0000	09/09/2013	02/02/2012	868.32	774.84	0.00	93.48	0.00	0.00
539830109	LOCKHEED MARTIN CORP		LMT					
14.0000	12/06/2013	02/02/2012	1,932.56	1,549.67	0.00	382.89	0.00	0.00
58155Q103	MCKESSON CORP. COMMON STOCK		MCK					
8.0000	03/06/2013	02/02/2012	866.31	664.06	0.00	202.25	0.00	0.00
58155Q103	MCKESSON CORP. COMMON STOCK		MCK					
16.0000	06/05/2013	02/02/2012	1,791.17	1,328.12	0.00	463.05	0.00	0.00
58155Q103	MCKESSON CORP. COMMON STOCK		MCK					
6.0000	09/09/2013	02/02/2012	744.53	498.04	0.00	246.49	0.00	0.00
58155Q103	MCKESSON CORP. COMMON STOCK		MCK					
6.0000	10/04/2013	02/02/2012	790.97	498.04	0.00	292.93	0.00	0.00
58155Q103	MCKESSON CORP. COMMON STOCK		MCK					
20.0000	11/07/2013	02/02/2012	3,123.00	1,660.15	0.00	1,462.85	0.00	0.00
58155Q103	MCKESSON CORP. COMMON STOCK		MCK					
5.0000	12/06/2013	02/02/2012	812.24	415.04	0.00	397.20	0.00	0.00

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62855J104	MYRIAD GENETICS INC		MYGN					
82.0000	05/03/2013	03/09/2012	2,291.23	2,020.70	0.00	270.53	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL		PM					
23.0000	10/04/2013	02/02/2012	2,001.40	1,772.21	0.00	229.19	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL		PM					
153.0000	12/06/2013	02/02/2012	13,120.41	11,789.02	0.00	1,331.39	0.00	0.00
723484101	PINNACLE WEST CAP CORP		PNW					
285.0000	07/11/2013	02/02/2012	16,509.76	13,557.42	0.00	2,952.34	0.00	0.00
69351T106	PPL CORPORATION		PPL					
466.0000	12/06/2013	10/04/2012	13,970.63	13,694.72	0.00	275.91	0.00	0.00
761713106	REYNOLDS AMERICA		RAI					
381.0000	07/11/2013	02/02/2012	19,655.26	15,167.42	0.00	4,487.84	0.00	0.00
761713106	REYNOLDS AMERICA		RAI					
39.0000	10/04/2013	02/02/2012	1,923.46	1,552.57	0.00	370.89	0.00	0.00
780287108	ROYAL GOLD INC		RGLD					
27.0000	05/03/2013	04/16/2012	1,470.68	1,729.79	0.00	-259.11	0.00	0.00
806407102	SCHEIN HENRY INC		HSIC					
47.0000	05/03/2013	02/02/2012	4,275.88	3,435.70	0.00	840.18	0.00	0 00

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842587107	SOUTHERN COMPANY		SO					
119.0000	12/06/2013	02/02/2012	4,921.40	5,381.59	0.00	-460.19	0.00	0.00
871829107	SYSCO CORP		SYY					
20.0000	04/10/2013	02/02/2012	694.18	617.87	0.00	76.31	0.00	0.00
871829107	SYSCO CORP		SYY					
39.0000	08/08/2013	02/02/2012	1,358.74	1,204.84	0.00	153.90	0.00	0.00
878237106	TECH DATA CORP		TECD					
113.0000	02/06/2013	02/02/2012	5,830.06	5,922.31	0.00	-92.25	0.00	0.00
878237106	TECH DATA CORP		TECD					
31.0000	05/03/2013	02/02/2012	1,459.99	1,624.71	0.00	-164.72	0.00	0.00
427866108	THE HERSHEY COMPANY		HSY					
275.0000	02/06/2013	02/02/2012	22,079.29	16,939.97	0.00	5,139.32	0.00	0.00
902681105	UGI CORP NEW		UGI					
34.0000	05/03/2013	02/02/2012	1,388.66	930.92	0.00	457.74	0.00	0.00
92240G101	VECTREN CORP		VVC					
66.0000	02/06/2013	02/02/2012	2,098.09	1,920.35	0.00	177.74	0.00	0.00
92240G101	VECTREN CORP		VVC					
186.0000	10/04/2013	02/02/2012	6,104.95	5,411.90	0.00	693.05	0.00	0.00

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92240G101	VECTREN CORP		VVC					
421.0000	11/07/2013		14,443.84	12,249.51	0.00	2,194.33	0.00	0.00
95709T100	WESTAR ENERGY INC		WR					
138.0000	07/11/2013	02/02/2012	4,496.08	3,930.23	0.00	565.85	0.00	0.00
G9618E107	WHITE MOUNTAINS INSURANCE GROUP LTD		WTM					
2.0000	06/05/2013	05/07/2012	1,169.16	1,055.03	0.00	114.13	0.00	0.00
976657106	WISCONSIN ENERGY CORP		WEC					
171.0000	11/07/2013	02/02/2012	7,186.11	5,902.90	0.00	1,283.21	0.00	0.00
98389B100	XCEL ENERGY INC		XEL					
33 0000	11/07/2013	10/04/2012	944.87	901.05	0.00	43.82	0.00	0.00
Total Long Term Sales			**407,384.38**	**334,001.85**	**0.00**	**73,382.53**	**0.00**	**0.00**

THE CURATERRA FOUNDATION
2013 TAX YEAR

ATTACHMENT 12
EIN 20-1909615

STATEMENT REGARDING STATUS AS A CONDUIT PRIVATE FOUNDATION
INTERNAL REVENUE CODE SECTION 170(b)(1)(F)(ii) ELECTION
INTERNAL REVENUE CODE SECTION 4942(h)(2) ELECTION

Pursuant to IRC §170(b)(1)(F)(ii) and Treas Regs. §1.170A-9(h), the Foundation hereby elects to treat the qualifying distributions made during the 2 1 2 month period (January through March 15, 2014) following the close of the 2013 tax year as being made during the current 2013 tax year (See Attachment 13)

Pursuant to IRC §4942(h)(2) and Treas. Regs §53 4942(a)-3(d)(2), the Foundation also hereby elects to treat the qualifying distributions made during the 2 1/2 month period (January through March 15, 2014) following the close of the 2013 tax year, as out of corpus

The amount for the above elections is as follows:

Election amount treated as made out of corpus for the 2013 tax year **$3,421,997**

The foundation meets the requirements of IRC § 170(b)(1)(A)(vii), 170(b)(1)(F)(ii) and 4942(h)(2) in that qualifying distributions out of corpus were made within 2 months and 15 days following the close of the 2013 tax year in an amount equal to 100% of all contributions received during the 2013 tax year and in that there is no remaining undistributable income for the 2012 and 2013 tax years Therefore, the foundation is a conduit private foundation and the foundation qualifies as a 50% charity.

Dated 8/4/2014

Carl A. Guarino
Chairman of the Board
The Curaterra Foundation

THE CURATERRA FOUNDATION 2013 TAX YEAR — Attachment 13, 20-1909615

Grants Paid from Jan 1, 2014 - March 15, 2014

Recipient Name and Address	Purpose of Grant or Contribution	Payment Date	Amount
Philanthropy Network Greater Philadelphia	Forum for best practices	2/19/2014	1,130 00
Millennium Promise Alliance, Inc	To support Village Cluster Tanzania	3/11/2014	100,000 00
Project Home	To support Stephen Klein Wellness Center	3/11/2014	50,000 00
The Curaterra Fund (Donor Advised Fund)	Charitable	3/12/2014	3,350,000 73
Total Charitable Distirbution Paid 1/1/2014-3/15/2014			3,501,130 73
Less Distributions to be treated as Qualifying Distributions for the 2014 Tax Year			(79,133 73)
Contributions Paid in 2014 - Elected as being made in the 2013 tax year (See Attachment 12)			3,421,997 00

** Note See Attachment 12 Regarding Conduit Foundation Election Pursuant to IRC Section 4942(h)(2) and 170(b)(1)(F)(ii)

THE CURATERRA FOUNDATION
2013 TAX YEAR

Attachment 14
20-1909615

CALCULATION FOR STATUS AS A CONDUIT PRIVATE FOUNDATION
INTERNAL REVENUE CODE SECTION 170(b)(1)(F)(ii)
INTERNAL REVENUE CODE SECTION 4942(h)(2)

A. **2013 Qualifying Distributions Requirements To be Treated as a Conduit Foundation**

2012 Undistributed Income	259 712
2013 Distributable Amount (Part XI Line 7, Page 8 2013 Form 990-PF)	354 153
2013 Total Contributions Received (Part I Line 1(a) Page 1, 2013 Form 990-PF)	3,252,343
Total Amount to be Distributed by 3/15/14 to Be Deemed a Conduit Foundation	**3,866,208**

B, **2014 Qualifying Distributions Made**

Total Qualifying Distributions for 2013 (Part I Line 26(d) Page 1 and Part XII, Line 4, Page 8, 2013 Form 990-PF)	444 211
Elections Made on 2013 Form 990-PF for Qualifying Distributions Made Between 1/1/14 and 3/15/14 To Be Treated as Made in the 2013 Tax Year (Attachment 12)	3 421 997
Total Amount Distributed by 3/15/14	3 866 208

Therefore the Foundation meets the requirements of IRC §170(b)(1)(A)(vii), 170(b)(1)(F)(ii) and 4942(h)(2) in that qualifying distributions out of corpus were made within 2 months and 15 days following the close of the 2013 tax year in an amount equal to 100% of all contributions received during the 2013 tax year and in that there was no remaining undistributable income for 2012 and 2013 tax years Thus the Foundation is a conduit private foundation and the foundation qualifies as a 50% charity

Dated 8/4/2014

Carl A Guarino
Chairman of the Board
The Curaterra Foundation