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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: McLeod Blue Skye Charitable Foundaiton, Inc.

A Employer identification number: 22-3216389

Number and street (or P O box number if mail is not delivered to street address): 86 Seaview Avenue

Room/suite:

B Telephone number (see instructions): 203-208-1582

City or town, state or province, country, and ZIP or foreign postal code: Branford, CT 06405

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 7,419,763

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	535,575			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	14	14		
	4	Dividends and interest from securities	130,407	130,407		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		382,796		
	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)	588	588		
	12	**Total.** Add lines 1 through 11	666,584	513,805		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	61,633	61,633		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	638	638		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	78			78
	24	**Total operating and administrative expenses.** Add lines 13 through 23	62,349	62,271		78
	25	Contributions, gifts, grants paid	473,910			473,910
	26	**Total expenses and disbursements.** Add lines 24 and 25	536,259	62,271		473,988
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	130,325			
	b	**Net investment income** (if negative, enter -0-)		451,534		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	5,169	79,340	79,340
	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)	4,241,799	4,678,310	7,340,423
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	4,246,968	4,757,650	7,419,763
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	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	4,246,968	4,757,650	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,246,968	4,757,650	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,246,968	4,757,650	

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	4,246,968
2	Enter amount from Part I, line 27a	2	130,325
3	Other increases not included in line 2 (itemize) ▶ Capital Gains	3	382,796
4	Add lines 1, 2, and 3	4	4,760,089
5	Decreases not included in line 2 (itemize) ▶ Fed tax, rounding (1)	5	2,439
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,757,650

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,302,144		919,348	362,796
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	382,796
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 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	331,006	5,863,401	0.0565
2011	165,027	5,375,641	0.0307
2010	263,834	5,004,057	0.0527
2009	214,528	4,434,370	0.0484
2008	329,576	5,661,109	0.0582

2	**Total** of line 1, column (d)	2	0.2465
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 0493
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,395,421
5	Multiply line 4 by line 3	5	315,258
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,515
7	Add lines 5 and 6	7	319,773
8	Enter qualifying distributions from Part XII, line 4	8	473,988

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	4,515	
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	0	
3	Add lines 1 and 2	3	4,515	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	4,515	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 5,167			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7	5,167	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	652	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 652 **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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	✓	
	Website address ▶				
14	The books are in care of ▶ Christopher McLeod	Telephone no. ▶ 203-208-1582			
	Located at ▶ 86 Seaview Avenue, Branford CT	ZIP+4 ▶ 06405-5444			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	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		✓
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		✓
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		✓

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		✓
	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
Christopher McLeod 86 Seaview Avenue, Branford CT 06405	Pres, Tres, Dir	0	0	0
Elaine McLeod 86 Seaview Avenue, Branford CT 06405	Sec, Dir	0	0	
Scott McLeod 317 Arnold Lane, Orange CT 06477	Dir	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
Total number of other employees paid over $50,000 ▶				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
UBS 299 Park Avenue, New York NY	Investment Advisory	61,633
Total number of others receiving over $50,000 for professional services . . . ▶		1

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,359,802
b	Average of monthly cash balances	1b	133,011
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,492,814
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,492,814
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	97,392
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,395,421
6	**Minimum investment return.** Enter 5% of line 5	6	319,771

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	319,771
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,515		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,515
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	315,256
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	315,256
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	315,256

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	473,988
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	473,988
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	4,515
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	469,473

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					315,256
2	Undistributed income, if any, as of the end of 2013:					
a	Enter amount for 2012 only				0	
b	Total for prior years: 20___,20___,20___			0		
3	Excess distributions carryover, if any, to 2013:					
a	From 2008	31,554				
b	From 2009	0				
c	From 2010	16,169				
d	From 2011	0				
e	From 2012	42,299				
f	**Total** of lines 3a through e		90,022			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 473,988					
a	Applied to 2012, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required—see instructions)			0		
c	Treated as distributions out of corpus (Election required—see instructions)		0			
d	Applied to 2013 distributable amount					315,256
e	Remaining amount distributed out of corpus		158,732			
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		248,754			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0		
d	Subtract line 6c from line 6b. Taxable amount—see instructions			0		
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		31,554			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		217,200			
10	Analysis of line 9:					
a	Excess from 2009	0				
b	Excess from 2010	16,169				
c	Excess from 2011	0				
d	Excess from 2012	42,299				
e	Excess from 2013	158,732				

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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 foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

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

Christopher K McLeod

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.

NA

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Yale University New Haven, CT	NA	Public	Annual Support	150,000
Sacred Heart University Fairfield, CT	NA	Public	Annual Support	100,000
MIT Cambridge, MA	NA	Public	Annual Support	75,000
Fairfield College Preparatory School Fairfield, CT	NA	Public	AnnualSupport	75,000
University of Connecticut Storrs, CT	NA	Public	Annual Supprot	57,750
University of Connecticut Storrs, CT	NA	Public	Scholarship	9,160
Education & Hope Darien, CT	NA	Pr. Op.	Annual Support	5,000
More House Fund, Yale University New Haven, CT	NA	Public	Annual Support	2,000
Total . . . . ▶ 3a				473,910
b Approved for future payment				
Sacred Heart University	NA	Public	Annual Support	400,000
MIT	NA	Public	Annual support	225,000
Fairfield College Preparatory School	NA	Public	Annual Support	175,000
University of Connecticut	NA	Public	Annual Support	80,850
Total . . . . ▶ 3b				880,850

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14	
4 Dividends and interest from securities			14	130,407	
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				130,421	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 130,421

(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**

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

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

▶ Kristi K McLeod | 2/8/14 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 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
McLeod Blue Skye Charitable Foundaiton, Inc.	22-3216389

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 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 to 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 990-PF, 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	Employer identification number
McLeod Blue Skye Charitable Foundaiton, Inc	22-3216389

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	Christopher K. McLeod 86 Seaview Avenue Brnaofrd, CT 06405-5444	$ 535,575	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.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization: McLeod Blue Skye Charitable Foundaiton, Inc.

Employer identification number: 22-3216389

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	5,000 shares Walt Disney Co. common	$ 378,575	12/30/2013
1	10,000 shares iShares MCSI Malaysia ETF	$ 157,000	12/30/2013
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
McLeod Blue Skye Charitable Foundaiton, Inc.	22-3216389

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

EIN: 22-3216389 McLeod Blue Skye Charitable Foundation Inc.
Attachments to 2013 Form 990-PF
Part II - line 6

Portfolio Value Report - As of 12/31/2013

Security	Shares	Quote/Price	Cost Basis	Gain/Loss	Balance
ACCENTURE PLC IRELAND	500 000	82 220	28,284 83	12,825 17	41,110 00
ALLERGAN INC	2,265 000	111 080	96,149 25	155,446 95	251,596 20
APPLE COMPUTER INC CO.	600 000	561 020	215,690 72	120,921 28	336,612.00
APPLIED MATERIALS INC	1,915 000	17 680	28,034 75	5,822 45	33,857.20
BLACKROCK INC	320.000	316 470	50,742 15	50,528 25	101,270.40
BRISTOL MYERS SQUIBB CO	3,500 000	53 150	100,030.00	85,995 00	186,025 00
Broadcom	2,100 000	29 645	51,599 10	10,655.40	62,254 50
ChevronTexaco	580 000	124 910	59,255 13	13,192 67	72,447 80
Cisco Systems	5,280 000	22 430	7,076.67	111,353 73	118,430.40
CLOROX CO	255 000	92.760	18,415 62	5,238.18	23,653.80
COLGATE PALMOLIVE	1,150 000	65 210	50,679.06	24,312.44	74,991 50
COMCAST CORP NEW CL A	1,210 000	51.965	26,387 32	36,490.33	62,877.65
CONSOLIDATED EDISON INC	2,000.000	55 280	94,000 00	16,560.00	110,560 00
DANAHER CORP	1,000 000	77.200	61,208 13	15,991.87	77,200.00
Disney	5,000.000	76 400	378,575.00	3,425.00	382,000 00
DOLLAR GEN CORP NEW	385.000	60.320	17,955.40	5,267.80	23,223.20
DUKE ENERGY CORP NEW	935 000	69.010	64,327.40	196.95	64,524.35
EMC CORP MASS	355 000	25.150	9,528.11	-599 86	8,928.25
EXPRESS SCRIPTS INC	820 000	70.240	36,333 40	21,263.40	57,596.80
Exxon	1,300.000	101.200	21,202.33	110,357 67	131,560 00
GOLDMAN SACHS GROUP	945.000	177 260	97,457.85	70,052.85	167,510 70
GOOGLE INC CL A	50.000	1,120 710	26,658 00	29,377.50	56,035 50
HALLIBURTON CO	280 000	50 750	9,514.66	4,695 34	14,210 00
HOME DEPOT INC	1,275.000	82.340	50,910.75	54,072 75	104,983.50
IBM	1,000 000	187 570	92,430 23	95,139.77	187,570 00
INTEL CORP	1,635 000	25.955	30,665 77	11,770.66	42,436 43
ISHARES INC MSCI MALAY...	17,000.000	15 820	206,140 00	62,800.00	268,940 00
ISHARES INC MSCI SINGAP.	8,000 000	13 170	60,795 20	44,564.80	105,360.00
ISHARES MSCI EAFE	2,345 000	67 095	122,455 90	34,881 88	157,337 78
ISHARES MSCI EMERGING	3,280 000	41 795	75,998 30	61,089 30	137,087 60
ISHARES NASDAQ Biotech	1,230 000	227 060	221,697.70	57,586 10	279,283.80
JOHNSON & JOHNSON	1,510 000	91.590	98,314 29	39,986 61	138,300.90
JP Morgan Chase	3,000 000	58.480	116,336 71	59,103 29	175,440 00
MARSH & MCLENNAN COS ..	3,000 000	48 360	97,421 15	47,658 85	145,080 00
METLIFE INC	3,000 000	53 920	98,353 51	63,406 49	161,760 00
MIDCAP SPDR TRUST	1,425 000	244 200	181,345 50	166,639 50	347,985 00
MONDELEZ INTL INC	2,285 000	35 300	58,404 57	22,255 93	80,660 50
Pfizer	3,680 000	30 630	99,764 80	12,953 60	112,718 40

EIN 22-3216389 McLeod Blue Skye Charitable Foundation, Inc.

2/5/2014

Portfolio Value Report - As of 12/31/2013

Security	Shares	Quote/Price est	Cost Basis	Gain/Loss	Balance
PHILIP MORRIS INTL (PM)	1,300 000	87 130	44,671 19	68,597 81	113,269 00
POTASH CORP SASK INC	790 000	32 960	36,355 41	-10,317 01	26,038 40
RAYTHEON	2,000 000	90.700	78,934 00	102,466 00	181,400.00
RUSS 2000 INDEX SMALL C	1,675 000	115 360	108,288 75	84,939 25	193,228 00
SBA COMMUNICATIONS C	4,000 000	89 840	112,000 00	247,360 00	359,360 00
SPDR S&P 500 ETF TR	2,675 000	184 690	443,916 11	50,129 64	494,045 75
Stryker Corp	1,900.000	75 140	91,105 00	51,661.00	142,766 00
TARGET CORP	2,150 000	63 270	117,150.09	18,880 41	136,030 50
THERMO FISHER SCIENTIFI	1,025 000	111 350	57,946 38	56,187 37	114,133 75
Time Warner, Inc	2,008 000	69 720	33,358 53	106,639 23	139,997 76
UNITED PARCEL SERVICE	1,500 000	105 080	109,550.76	48,069 24	157,620 00
VF CORP	1,540 000	62 340	59,136 00	36,867 60	96,003 60
WAL MART STORES INC	1,600 000	78 690	79,568 00	46,336 00	125,904 00
WILLIAMS COS INC (DEL)	3,000 000	38 570	104,692 49	11,017.51	115,710 00
-Cash-			41,497 55	0 00	41,497 55
TOTAL Investments			**4,678,309.52**	**2,662,113.95**	**7,340,423.47**

Part I:

line 11: Settlement of securities litigation, in re. Motorola

line 16c: Investment advisory fees, UBS

line 18: Foreign ~~State~~ Taxes on Dividends

EIN: 22-3216389 McLeod Blue Skye Charitable Foundation, Inc.

Part IV:

Capital Gains Report - Last year

1/1/2013 through 12/31/2013

1/25/2014

Account	(b) Acquired	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM								
UBS	P	WELLS FARGO COMPANY	2,000 000	10/18/2012	2/1/2013	70,398 42	69,298 01	1,100 41
UBS	P	MARSH & MCLENNAN COS ..	505 000	7/20/2012	5/16/2013	20,518 67	16,399 23	4,119 44
UBS	P	SIMON PPTY GROUP INC SBI	120.000	10/1/2012	9/10/2013	17,843 16	18,122 93	-279 77
TOTAL SHORT TERM						**108,760.25**	**103,820.17**	**4,940.08**
LONG TERM								
UBS	P	XCEL ENERGY INC	715.000	1/30/2012	1/31/2013	19,792 37	18,953.43	838.94
UBS	P	MICROSOFT CORP USD.0 0...	3,960.000	9/14/2004	1/31/2013	108,699.57	109,277 84	-578.27
UBS	P	AVON PRODUCTS INC	2,755 000	11/12/2009	4/26/2013	60,553.54	95,072 26	-34,518.72
UBS	P	MCGRAW HILL COMPANIE...	1,695 000	10/12/2006	4/26/2013	87,968.53	98,957.83	-10,989.30
UBS	P	Time Warner Cable	472 000	1/16/2001	4/26/2013	44,131 01	18,284.36	25,846.65
UBS	P	Time Warner Cable	33 000	7/8/2005	4/26/2013	3,085.43	1,587.17	1,498.26
UBS	P	APPLE COMPUTER INC CO...	230 000	9/20/2006	4/26/2013	95,893.82	17,351 20	78,542.62
UBS	D	GE	2,830 000	11/18/2002	4/30/2013	63,197.65	104,228 90	-41,031 25
UBS	P	CONSOLIDATED EDISON INC	75 000	7/8/2005	5/16/2013	4,521.65	3,525 00	996 65
UBS	P	Exxon	355 000	7/14/1993	5/16/2013	32,217.13	5,789.87	26,427 26
UBS	P	ISHARES INC MSCI MALAY. .	1,015 000	7/8/2005	5/16/2013	16,729.27	7,125.30	9,603.97
UBS	P	ISHARES INC MSCI SINGAP...	2,250 000	7/8/2005	5/16/2013	32,587.15	17,098.65	15,488 50
UBS	P	IBM	325.000	12/15/2003	5/16/2013	66,781.45	30,039.82	36,741 63
UBS	P	METLIFE INC	260 000	6/9/2009	5/16/2013	11,107.52	8,523.97	2,583.55
UBS	P	PHILIP MORRIS INTL (PM)	210.000	4/3/2008	5/16/2013	20,087 69	7,216.12	12,871.57
UBS	P	RAYTHEON	550 000	7/8/2005	5/16/2013	36,132.39	21,706.85	14,425.54
UBS	P	ACCENTURE PLC IRELAND ..	915 000	5/10/2011	5/16/2013	74,026.24	51,761.23	22,265.01
UBS	P	SBA COMMUNICATIONS C	620.000	11/16/2006	5/16/2013	49,764 74	17,360.00	32,404.74
UBS	P	Stryker Corp	175.000	7/8/2005	5/16/2013	12,022.11	8,391.25	3,630 86
UBS	P	BRISTOL MYERS SQUIBB CO	315 000	8/23/2011	5/16/2013	13,791.37	9,002 70	4,788 67
UBS	P	WAL MART STORES INC	380 000	7/8/2005	5/16/2013	29,659 52	18,897.40	10,762 12
UBS	P	UNITED PARCEL SERVICE ...	450.000	7/8/2005	5/16/2013	39,785 05	31,205 39	8,579 66
UBS	P	WILLIAMS COS INC (DEL)	585 000	5/1/2012	5/16/2013	21,437 14	20,174 21	1,262 93
UBS	P	APPLE COMPUTER INC CO. .	275 000	9/20/2006	5/16/2013	119,003 58	20,746 00	98,257 58
UBS	P	APPLE COMPUTER INC CO .	125 000	6/9/2009	5/16/2013	54,092 54	17,688 40	36,404 14
UBS	P	JP Morgan Chase	225 000	10/25/2004	5/16/2013	11,500 19	8,411 76	3,088 43
UBS	P	SEMPRA ENERGY	330 000	1/30/2012	9/10/2013	27,493 14	18,865 77	8,627 37
UBS	P	ACCENTURE PLC IRELAND .	500 000	5/10/2011	9/10/2013	37,321 85	28,284 83	9,037.02
TOTAL LONG TERM						**1,193,383.64**	**815,527.51**	**377,856.13**

Capital Gains Report - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
OVERALL TOTAL					**1,302,143.89**	**919,347.68**	**382,796.21**