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Form 990-PF

Return of Private Foundation

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

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2013

Open to Public
Inspection

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

Name of foundation WITHINGTON FOUNDATION INC C/O MR ANDREW K ROOKE		A Employer identification number 22-3291812	
Number and street (or P O box number if mail is not delivered to street address) 7029 SHEAFF LANE		B Telephone number (see instructions) (215) 591-9573	
City or town, state or province, country, and ZIP or foreign postal code FT WASHINGTON, PA 19034		C If exemption application is pending, check here ► <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 21,151,882		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,136	2,136		
	4 Dividends and interest from securities.	354,633	354,633		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	737,457			
	b Gross sales price for all assets on line 6a 4,607,050				
	7 Capital gain net income (from Part IV, line 2)				
	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)	-3,069			
	12 Total. Add lines 1 through 11	1,091,157	356,769		
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)	17,736	17,736		
	c Other professional fees (attach schedule)	228,155	228,155		
	17 Interest	240	240		
	18 Taxes (attach schedule) (see instructions)	11,612	10,858		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	5,097	5,097		
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	19,313	19,313		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	282,153	281,399		0
	25 Contributions, gifts, grants paid.	1,001,250			1,001,250
	26 Total expenses and disbursements. Add lines 24 and 25	1,283,403	281,399		1,001,250
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-192,246			
	b Net investment income (if negative, enter -0-)		75,370		
	c Adjusted net income (if negative, enter -0-)				

Part III 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	396,223	558,231	558,231
3	Accounts receivable ► 12,800			
	Less allowance for doubtful accounts ►	101,593	12,800	12,800
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	60,292	46,110	46,110
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	12,930,572	12,677,775	17,239,597
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 ►)	3,277,746	3,295,144	3,295,144
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,766,426	16,590,060	21,151,882
Liabilities				
17	Accounts payable and accrued expenses	18,632	17,533	
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)	18,632	17,533	
Net Assets or Fund Balances				
24	Unrestricted	16,747,794	16,572,527	
25	Temporarily restricted			
26	Permanently restricted			
27	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
28	Capital stock, trust principal, or current funds			
29	Paid-in or capital surplus, or land, bldg , and equipment fund			
30	Total net assets or fund balances (see page 17 of the instructions)	16,747,794	16,572,527	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,766,426	16,590,060	

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	16,747,794
2	Enter amount from Part I, line 27a	2	-192,246
3	Other increases not included in line 2 (itemize) ►	3	16,979
4	Add lines 1, 2, and 3	4	16,572,527
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,572,527

Part IV Capital Gains and Losses for Tax on Investment Income

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	1,019,909	18,431,741	0 055334
2011	947,097	17,145,119	0 055240
2010	1,038,152	18,887,103	0 054966
2009	898,536	19,310,170	0 046532
2008	872,230	21,052,320	0 041432
2 Total of line 1, column (d).			2 0 25350-
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 05070
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 16,428,07
5 Multiply line 4 by line 3.			5 832,92
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 75-
7 Add lines 5 and 6.			7 833,67
8 Enter qualifying distributions from Part XII, line 4.			8 1,001,25

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 <input checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	754
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	754
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	754
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	47,492
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	47,492
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	46,738
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 46,738 Refunded <input checked="" type="checkbox"/>	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
1b	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
<i>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.</i>			
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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NJ		
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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		
13		

Website address ► N/A

14 The books are in care of ► ANDREW K ROOKE Telephone no ► (215) 591-9573
 Located at ► 7029 SHEAFF LANE FT WASHINGTON PA ZIP +4 ► 19034

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? Yes 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b	
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? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
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? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3a	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)

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
ANDREW K ROOKE 	PRESIDENT 20 00	0	0	
7029 SHEAFF LANE FORT WASHINGTON, PA 19034				
WILLIAM W ROOKE 	VICE PRESID 5 00	0	0	
10617 E TAMARISK WY SCOTTSDALE, AZ 85262				
CHARLES C ROOKE 	SECR TREAS 10 00	0	0	
2134 SOUTH JACKSON DENVER, CO 80210				

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See 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 12,804,174
b	Average of monthly cash balances.	1b 477,227
c	Fair market value of all other assets (see instructions).	1c 3,396,843
d	Total (add lines 1a, b, and c).	1d 16,678,244
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 16,678,244
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 250,174
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 16,428,070
6	Minimum investment return. Enter 5% of line 5.	6 821,404

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.	1 821,404
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 754
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 754
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 820,650
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 820,650
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.	7 820,650

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 1,001,250
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 1,001,250
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).	5 754
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 1,000,496

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				820,650
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			397,724	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 1,001,250				
a Applied to 2012, but not more than line 2a			397,724	
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.				603,526
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				217,124
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				
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.				

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. <input type="text"/>
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
b 85% of line 2a. <input type="text"/>
c Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
d Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
3 Complete 3a, b, or c for the alternative test relied upon
a "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

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))

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	1,001,250
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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.					14	2,136
4 Dividends and interest from securities.					14	354,633
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.						737,457
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue	a <u>NB CROSSROADS</u>				14	164
	b <u>CORMATRIX LLC</u>				14	-966
	c <u>MLP INVESTMENTS</u>				14	-2,267
d						
e						
12 Subtotal Add columns (b), (d), and (e).					353,700	737,457
13 Total. Add line 12, columns (b), (d), and (e).						1,091,157
(See worksheet in line 13 instructions to verify calculations.)						

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

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?

a Transfers from the reporting foundation to a noncharitable exempt organization or

(2) Other assets. 1a(2)

b Other transactions

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.

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

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.

* * * * *

2014-04-24

* * * * *

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

Paid Preparer Use Only	RALPH J SAULINO CPA		2017-11-11	Employed	101071103
	Firm's name ► FINANCIAL & TAX PLANNING ASSOCIATES		Firm's EIN ► 23-2668483		
	Firm's address ► 1995 MORRIS RD SUITE 200 BLUE BELL, PA 19422		Phone no (215) 699-8600		

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALZHEIMERS ASSOC SD 6632 CONVOY COURT 6632 CONVOY COURT SAN DIEGO, CA 92111		IRC501(C)(3)	ALZHEIMERS SUPPORT	20,000
AMOS TUCK SCHOOL 100 TUCK HALL 100 TUCK HALL HANOVER, NH 03755		IRC501(C)(3)	SUPPORT EDUCATION	1,000
ARIZONA COMMUNITY FOUNDATION 2201 E CAMELBACK ROAD 2201 E CAMELBACK ROAD PHEONIX, AZ 85016		IRC501(C)(3)	SUPPORTS A BETTER AZ	10,000
BANCROFT COMMUNITY 425 KINGS HIGHWAY EAST 425 KINGS HIGHWAY EAST HADDONFIELD, NJ 08033		IRC501(C)(3)	PROFESSIONAL DEVELOPMENT EDUCATION	15,000
BOYS GIRLS CLUB SD 115 W WOODWARD AVENUE 115 W WOODWARD AVENUE ESCINDIDO, CA 92025		IRC501(C)(3)	CHILD DEVELOPMENT	5,000
BUCKNELL UNIVERSITY COOLEY HALL COOLEY HALL LEWISBURG, PA 17837		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	110,000
CAMC FOUNDATION 3412 STAUNTON AVENUE 3412 STAUNTON AVENUE CHARLESTON, WV 25304		IRC501(C)(3)	SUPPORT FOR STAND ALONE CANCER CTR	50,000
CAMPERDOWN ACADEMY 501 HOWELL ROAD 501 HOWELL ROAD GREENVILLE, SC 29615		IRC501(C)(3)	DYSLEXIA IN CHILDREN	2,500
CANCER SOCIETY GREENVILLE CTY 113 MILLS AVE 113 MILLS AVE GREENVILLE, SC 29605		IRC501(C)(3)	CANCER SUPPORT RESEARCH	2,500
CANCER SUPPORT COMMUNITY PHILADELPH 4100 CHAMOUNIX DRIVE 4100 CHAMOUNIX DRIVE PHILADELPHIA, PA 19131		IRC501(C)(3)	SUPPORT THOSE WITH CANCER DIAGNOSIS	5,000
CHALLENGED ATHLETES FOUNDATION 9591 WAPLES STREET 9591 WAPLES STREET SAN DIEGO, CA 92121		IRC501(C)(3)	SUPPORT PEOPLE WITH PHYSICAL DISABIL	2,500
CHILDRENS HOSPITAL SAN DIEGO 3020 CHILDRENS WAY 3020 CHILDRENS WAY SAN DIEGO, CA 92123		IRC501(C)(3)	PEDIATRIC HEALTH CENTER	60,000
CHILDRENS SCHOLARSHIP PHILA 100 S BROAD STREET 1200 100 S BROAD STREET 1200 PHILADELPHIA, PA 19110		IRC501(C)(3)	SUPPORT CHILD EDUCATION	2,500
CHRIST CHURCH EPIS SCHOOL 245 CAVALIER DRIVE 245 CAVALIER DRIVE GREENVILLE, SC 29607		IRC501(C)(3)	UNDERGRADUATE EDUCATIONAL FUNDING	160,000
COAST YOUTH FOUNDATION 11526 SORRENTO VALLEY RD 11526 SORRENTO VALLEY RD SAN DIEGO, CA 92121		IRC501(C)(3)	FINANCIAL SUPPORT FOR UNDERSERVED YO	10,000
Total				1,001,250
► 3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMUNITY FOUNDATION NJ PO BOX 338 PO BOX 338 MORRISTOWN, NJ 07963		IRC501(C)(3)	CHARITABLE GUIDE FOR NEW JERSEYANS	25,000
COMMUNITY FOUNDATION OF GREENVILLE 630 E WASHINGTON STREET 630 E WASHINGTON STREET GREENVILLE, SC 29601		IRC501(C)(3)	SUPPORT GREENVILLE COMMUNITY	2,500
COMMUNITY PRTSHP SCHOOL 1936 N JUDSON STREET 1936 N JUDSON STREET PHILADELPHIA, PA 19121		IRC501(C)(3)	INDEPENDENT ELEMENTRY SCHOOL	51,000
COMPUTERS 2 SD KIDS 8324 MIRAMAR MALL 8324 MIRAMAR MALL SAN DIEGO, CA 92121		IRC501(C)(3)	COMPUTERS FOR UNDERPRIVILEGED CH	15,000
CROSSROADS INC 1845 E OCOTILLO ROAD 1845 OCOTILLO ROAD PHOENIX, AZ 85016		IRC501(C)(3)	TREATMENT FOR ALCOHOL AND DRUG ABUSE	10,000
CULVER EDUCATION FOUNDATIION 1300 ACADEMY ROAD 18 1300 ACADEMY ROAD 18 CULVER, IN 46511		IRC501(C)(3)	SUPPORT EDUCATION	5,000
DARTMOUTH COLLEGE FUND 6066 DEVELOPMENT OFFICE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	10,000
DESERT MOUNTAIN COMMUNITY FOUNDATIO 2201 E CAMELBACK RD SUITE 2201 E CAMELBACK RD SUITE PHOENIX, AZ 85016		IRC501(C)(3)	SUPPORT DESERT COMMUNITY	10,000
FAIRFIELD UNIVERSITY 1073 N BENSON ROAD 1073 N BENSON ROAD FAIRFIELD, CT 06824		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	5,000
FIRST TEE PHILADELPHIA 1954 PATTISON AVENUE 1954 PATTISON AVENUE PHILADELPHIA, PA 19145		IRC501(C)(3)	EDUCATION LIFE SKILLS GOLF	1,000
HIGHLAND HISTORICAL SOC 7001 SHEAFF LANE 7001 SHEAFF LANE FORT WASHINGTON, PA 19034		IRC501(C)(3)	PRESERVATION OF HISTORICAL SITES	5,000
HOPE FUTURE FOUNDATION PO BOX 4072 PO BOX 4072 MERRIFIELD, VA 22116		IRC501(C)(3)	EDUCATION FOR FUTURE SUCCESS	10,000
JUVENILE DIABETES 1415 NEW JERSEY 70 1415 NEW JERSEY 70 CHERRY HILL, NJ 08034		IRC501(C)(3)	RESEARCH TYPE 1 DIABETES	5,000
LAJOLLA COUNTRY DAY SCHOO 9490 GENESEE AVE 9490 GENESEE AVENUE LAJOLLA, CA 92037		IRC501(C)(3)	COLLEGE PREP TO DEVELOPE SCHOLARS	33,650
LAJOLLA PLAYHOUSE PO BOX 12039 PO BOX 12039 LAJOLLA, CA 92039		IRC501(C)(3)	SUPPORT INNOVATIVE COMPELLING THEATE	5,000
Total				1,001,250
			► 3a	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LOCHLAND SCHOOL 1065 LOCHLAND ROAD 1065 LOCHLAND ROAD GENEVA, NY 14456		IRC501(C)(3)	SUPPORT DEVELOPMENTALLY DISABLED	25,000
MORRISTOWN BEARD SCHOOL 70 WHIPPANY ROAD 70 WHIPPANY ROAD MORRISTOWN, NJ 07960		IRC501(C)(3)	NORMAL EDUCATION SUPPORT	5,000
NATIONAL FOUNDATION FOR CELIAC DISE PO BOX 544 PO BOX 544 AMBLER, PA 19002		IRC501(C)(3)	EDUCATE ABOUT CELIAC DISEASE	1,000
NATL FOUNDATION FACIAL RECONSTRUCTI 333 E 30TH STREET 333 E 30TH STREET NEW YORK, NY 10016		IRC501(C)(3)	CRANIOFACIAL RECONSTRUCTION CHILDREN	6,100
NEED IN DEED 211 N 13TH STREET 211 N 13TH STREET PHILADELPHIA, PA 19107		IRC501(C)(3)	PROMOTE CIVIC RESPONSIBILITY	1,000
OPERATION FOR HOPE FOUNDATION PO BOX 61172 PO BOX 61172 PHOENIX, AZ 85082		IRC501(C)(3)	SUPPORT FOSTER CHILDREN	5,000
PEACE CENTER 101 W BROAD STREET 101 W BROAD STREET GREENVILLE, SC 29601		IRC501((C)(3)	SUPPORT PERFORMING ARTS	5,000
RENEWABLE RESOURCES COALITIONS 605 W 2ND AVENUE 605 W 2ND AVENUE ANCHORAGE, AK 99501		IRC501(C)(3)	PRESERVE ALASKA HUNTING & FISHING	5,000
SAINT THOMAS CHURCH 610 CHURCH ROAD 610 CHURCH ROAD FORT WASHINGTON, PA 19034		IRC501(C)(3)	EDUCATION SUPPORT RELIGION	27,000
SC CHILDRENS THEATRE 153 AUGUSTA STREET 153 AUGUSTA STREET GREENVILLE, SC 29601		IRC501(C)(3)	SUPPORT CHILDREN'S PERFORMING ARTS	2,500
SC JUNIOR GOLF FOUNDATION PO BOX 286 PO BOX 286 IRMO, SC 29603		IRC501(C)(3)	SUPPORT JUNIOR SPORTS	2,500
SCOTTSDALE HEALTH FOUNDAT 10001 N 92ND ST STE 121 10001 N 92ND ST STE 121 SCOTTSDALE, AZ 85258		IRC501(C)(3)	SUPPORT HEALTH AND WELLFARE OF COMM	50,000
SCRIPP HEALTH FOUNDATION PO BOX 2669 PO BOX 2669 LAJOLLA, CA 92038		IRC501(C)(3)	CARIOVASCULAR TREATMENT	30,000
SERENITY SUNDAY PHOENIX S 3901 E STANFORD DRIVE 3901 E STANFORD DRIVE PARADISE VALLEY, AZ 85253		IRC501(C)(3)	DRUG/ ALCOHOL RECOVERY SUPPORT	25,000
SNAP PO BOX 6416 PO BOX 6416 CHICAGO, IL 60680		IRC501(C)(3)	PREIST ABUSED SURVIVOR SUPPORT	10,000
Total				3a 1,001,250

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SPECIAL OLYMPICS 2570 BLVD OF THE GENERALS 2570 BLVD OF THE GENERALS NORRISTOWN, PA 19403		IRC501(C)(3)	SUPPORT PHYSICALLY MENTALLY CHALLENG	1,500
SPHINX FOUNDATION 6066 DEVELOPMENT OFFICE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755		IRC501(C)(3)	EDUCATIONAL SUPPORT	1,000
ST ANDREWS PRIORY SCH 224 QUEEN EMMA SQUARE 224 QUEEN EMMA SQUARE HONOLULA, HI 96813		IRC501(C)(3)	SUPPORT OF ALL GIRLS EDUCATION	50,000
TENACITY 38 EVERETT STREET 38 EVERETT STREET BOSTON, MA 02134		IRC501(C)(3)	PATHWAY TO LITERACY & LIFE SKILLS	500
TGEN FOUNDATION 400 E VAN BUREN STREET 400 E VANBUREN STREET PHOENIX, AZ 85004		IRC501(C)(3)	PANCREATIC CANCER RESEARCH	50,000
THE COMMUNITY SCHOOL 182 W BRIDGE STREET 182 W BRIDGE STREET NEW HOPE, PA 18938		IRC501(C)(3)	EDUCATIONAL FUNDING	3,000
UNIVERSITY OF DENVER 2199 S UNIVERSITY BLVD 2199 S UNIVERSITY BLVD DENVER, CO 80208		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	10,000
UNIVERSITY OF PA 3451 WALNUT STREET 3451 WALNUT STREET PHILADELPHIA, PA 19104		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	31,000
YMCA OF GREENVILLE 601 E MCBEE AVE STE 212 601 E MCBEE AVE STE 212 GREENVILLE, SC 29615		IRC501(C)(3)	SUPPORT YOUNG MEN'S HEALTH & ATHLETE	5,000
Total			► 3a	1,001,250

TY 2013 Accounting Fees Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX PREP FEE	17,736	17,736		

TY 2013 Compensation Explanation

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Person Name	Explanation
ANDREW K ROOKE	
WILLIAM W ROOKE	
CHARLES C ROOKE	

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

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
NORTHERN TRUST		PURCHASE			752,202	725,974			26,228	
CROSSROADS NB		PURCHASE			46				46	
MERRILL LYNCH		PURCHASE			326,150	322,245			3,905	
MLP INVESTMENTS		PURCHASE			33				33	
MLP INVESTMENTS		PURCHASE			20,236	20,716			-480	
NORTHERN TRUST		PURCHASE			1,944,924	1,548,819			396,105	
CROSSROADS NB		PURCHASE			56,438				56,438	
MERRILL LYNCH		PURCHASE			39				39	
MERRILL LYNCH		PURCHASE			688,300	572,542			115,758	
MERRILL LYNCH		PURCHASE			19,164	13,280			5,884	
HUFF ENERGY		PURCHASE				28,373			-28,373	
NORTHERN TRUST		PURCHASE			783,427	608,245			175,182	
MLP INVESTMENTS		PURCHASE				406			-406	
NORTHERN TRUST		PURCHASE			150				150	
MLP INVESTMENTS		PURCHASE				104			-104	
MLP INVESTMENTS		PURCHASE			507				507	
MLP INVESTMENTS		PURCHASE				28,889			-28,889	
N/T CAPITAL GAIN DISTRIB		PURCHASE			15,056				15,056	
M/L CAPITAL GAIN DISTRIB		PURCHASE			377				377	
N/T CAPITAL GAIN DISTRIB		PURCHASE			1				1	

**TY 2013 Investments Corporate
Stock Schedule**

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO 1000S	76,530	140,250
ABBOTT LAB 485S		
ABBOTTS LABS 1414S	52,104	54,199
ABBVIE INC 475S	16,697	25,085
ACCENTURE 360S	20,686	29,599
ACTIVAS 267S	32,736	44,856
ACTIVAS 500S	72,000	84,000
ACTUANT CORP 268S	10,332	9,820
ACUITY BRANDS INC 123S		
ADIDAS AG 888S	33,798	57,036
ADOBE SYSTEMS INC 274S	14,992	16,407
ADT CORP 500S	16,359	20,235
AGILENT TECH INC 567S	21,757	32,427
AGL RESOURCES 1000S	35,480	47,230
AGRIUM INC 400S		
AIA GROUP LTD 2861S	44,650	57,415
AIR LEASE CORP 376S	10,522	11,686
AIR PRODUCTS & CHEM 500S	40,008	55,890
ALEXION PHARM INC 204S	13,594	27,144
ALLEGION 266S	7,200	11,855
ALLERGAN INC 248S	17,714	27,548
ALLETE INC 175S	4,720	8,729
ALLSTATE CORP 625S	19,731	34,088
ALPS ALERIAN MLP 800S	12,756	14,232
ALTRIA GROUP INC 494S	13,402	18,964
AMADEUS IT HLDGS 621S	20,418	26,617
AMAZON COM INC 166S	13,639	66,199
AMAZON.COM 250S	64,380	99,698
AMERICAN EQUITY INVT 364S	6,733	9,602
AMERICAN EXPRESS CO 600S	33,416	54,438

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CO 600S	25,532	54,438
AMERICAN INTL 2000S	69,972	102,100
AMERICAN INTL GROUP 787S	31,098	40,176
AMERICAN TOWER CORP 183S	10,680	14,607
AMERISOURCE BERGEN CORP 958S	35,090	67,357
ANADARKO PETRO CORP 500S	41,677	39,660
ANALOG DEVICES INC 252S	9,264	12,834
ANHEUSER BUSCH 334S	33,772	35,558
APACHE CORP 393S	46,710	33,774
APACHE CORP 501S		
APPLE INC 233S	70,817	130,739
APPLE INC 400S	74,426	224,408
ARM HLDS 696S	10,587	38,099
ASML HOLDINGS NV NY 375S	21,943	35,138
AT&T INC 1000S	31,620	35,160
AT&T INC 1306S	37,168	45,919
AUTOMATIC DATA PROC 214S	11,089	17,293
AVAGO TECH LTD 304S		
AVIS BUDGET GRP INC 556S		
BABOCK & WILCOX CO 261S	4,048	8,924
BAIDU INC 197S	22,580	35,042
BAIDU INC 300S	25,782	53,364
BANCO BILBAO ARGENTINA 2286S	25,297	28,414
BANCORP SOUTH 363S	6,152	9,227
BANK NS HALIFAX 215S		
BANK NY MELLON CORP 1026S	32,646	35,848
BASF SE 400S	38,384	43,116
BAXTER INTL INC 500S	26,880	34,775
BAXTER INTL INC 826S	35,756	57,448
BAYER AG SPON 500S	26,205	71,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BCE INC 339S	12,763	14,675
BEAM INC 472S		
BECTON DICKISON & CO 500S	41,641	55,245
BENEFICIAL MUTUAL BANCORP 552S		
BERKSHIRE HATHAWAY 500S	35,937	59,280
BG PLC ADR FINAL INSTALL 1493S		
BIO MARIN PHARM INC 354S	23,117	24,875
BIOGEN IDSC INC 160S	24,385	44,760
BLACK HILLS CORP 1000S	26,980	52,510
BLACKROCK INC 38S	6,081	12,026
BOEING CO INC 183S	12,084	24,978
BOEING INC 500S	32,314	68,245
BORG WARNER 648S	20,444	36,230
BRISTOL MYERS SQUIBB 1025S	41,929	54,479
BRISTOL MYERS SQUIBB 500S	17,763	26,575
BROADCOM CORP 342S		
BROADRIDGE FINL SOLUTIONS 427S	7,841	16,875
BROWN FORMAN CORP 500S	30,885	36,885
BURBERRY GROUP 671S	28,188	33,919
CANADIAN IMPERIAL BANK 88S		
CANADIAN NATL RES LTD 1000S	39,541	57,020
CANADIAN NATL RW CO 128S	15,147	19,369
CANADIAN NATL RY CO 892S	27,845	50,862
CAPITAL FED FINL INC 874S		
CAPITAL FED FINL INC 874S	10,530	10,584
CAPITAL ONE FINL 400S	27,374	31,454
CARNIVAL CORP 901S	28,561	36,193
CARRIZO OIL & GAS INC 199S		
CATERPILLAR INC 800S	30,604	72,648
CBOE HLDGS INC 292S	8,000	15,172

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CBS CORP 607S	19,675	38,690
CELGENE CORP 159S	18,057	26,865
CELGENE CORP 500S	33,858	84,484
CERNER CORP 1600S	26,872	89,184
CHECKPOINT SOFTWARE TECH 516S		
CHEMTURA CORP 603S	9,753	16,836
CHEVRON CORP 600S	44,072	74,946
CHEVRON CORP 731S	72,459	91,309
CHGO BRDG & IRON 162S	3,936	13,469
CHINA MOBILE 651S	35,217	34,041
CHIPOTLE MEX GRILL INC 35S	8,037	18,647
CIRCOR INTL INC 182S	5,030	14,702
CISCO SYS INC 2227S	50,273	49,996
CITI GROUP INC 900S	33,589	46,899
CNOOC LTD 167S		
COACH INC 300S		
COCA COLA 1000S	22,410	41,310
COCA COLA 437S	14,357	18,052
COGNIZANT TECH SOLUTIONS 500S	12,425	50,490
COLGATE PALMOLIVE CO 500S	31,900	65,210
COMCAST CORP 700S	26,009	36,375
COMPASS GROUP 2526S	30,512	40,499
COMPASS MINERALS 82S		
COMVERSE INC 203S	5,848	7,876
COMVERSE TECH INC 1468S		
CONCHO RES INC 131S	14,881	14,148
CONOCO PHILLIPS 502S	23,922	35,466
CONSOLIDATED EDISON INC 500S	20,400	27,640
COSTCO CORP 250S	23,409	29,755
COSTCO WHSL CORP 220S	12,056	26,182

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CREE INC 600S	29,840	37,512
CRESCENT POINT ENERGY CORP 184S		
CROWN CASTLE INTL CORP 173S		
CST BRANDS INC 309S	9,500	11,346
CULLEN FROST BANKERS 314S	22,785	23,371
DANA HLDGS 629S	10,791	12,341
DARA BIOSCIENCE INC 10743S	499,962	5,801
DASSAULT SYS 206S	13,279	25,606
DAVITA INC 600S	24,756	38,022
DEERE & CO 376S	27,993	34,340
DEERE & CO 800S	32,468	73,064
DELTIC TIMBER CORP 134S	6,033	9,104
DENNYS CORP INC 1274S	4,378	9,160
DIAGEO PLC PSD 63S	7,528	8,342
DIAGEO PLC1200S	136,490	158,094
DIGITAL RLTY INC 240S		
DINEEQUITY INC 146S	7,444	12,198
DIRECT TV GROUP HLDGS 700S	16,135	48,342
DISCOVERY COMM INC 258S	20,505	23,328
DOVER CORP 594S	38,498	57,345
DRESSER RAND GROUP INC 130S		
DUETSCHE BANK 674S	30,441	32,514
DUNKIN BRANDS GRP INC 363S	9,837	17,497
DUPONT EI DEMOURS 500S	19,749	32,485
EBAY INC 720S	22,002	45,010
ELECTA AB ADR 1316S		
EMBRAER SA REPSTG 901S	22,684	28,994
EMC CORP 1093S	23,278	27,489
EMC CORP 3250S	74,131	81,738
EMC TECHNOLOGY 144S	7,063	7,518

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EMERSON ELECTRIC CO 1000S	42,158	70,180
EMERSON ELECTRIC CO 333S	17,420	23,370
ENPRO IND INC 251S	8,446	14,470
ENTERPRISE PRODUCTS PARTNERS 2740S	67,081	181,662
ESTEE LAUDER CO 310S	12,226	23,349
EXPERIAN 1285S	23,495	23,683
EXPRESS SCRIPTS HLDGS CO 661S	33,843	46,428
EXPRESS SCRIPTS INC 1400S	57,018	98,336
EXXON MOBIL CORP 1000S	38,080	101,200
FACEBOOK INC 602S	15,413	32,905
FACTSET RESH SYS INC 500S	30,255	54,290
FAIRCHILD SEMI COND 671S	9,535	8,958
FAMILY DLR STORES INC 137S		
FANUC LTD JAPAN 1535S	28,678	46,856
FEDERAL MOGUL CORP 406S	6,593	7,990
FEDEX CORP DE 500S	43,801	71,885
FIRST AMERN FINL GROUP 455S	6,335	12,831
FIRST MERIT CORP 602S	10,692	13,382
FIRST NIAGRA FINL GRP 810S		
FIRST TR ENERGY INCOME 637S	13,539	20,562
FLOWERS FOODS INC 630S	5,220	13,526
FLOWSERV CORP 48S		
FLSMIDTH & CO 3280S		
FORESTAR GROUP INC 455S	8,442	9,678
FORTUNE BRANDS HUME & SEC INC 145S	2,321	6,627
FOSTER LB CO 129S	3,002	6,100
FRAC KINDER MORGAN MGMT 10184	8	
FRANKLIN STREET PPYS CORP 15833S		
FREEPORT MCMORAN COPPER 1105S	45,187	41,703
FREEPORT MCMRAN GLD 1413S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FRESENIUS MEDICAL CARE 1248S	31,454	44,404
GALLAGHER ARTHUR CO 307S	10,998	14,408
GDR ASSA ABLOY 1511S	20,057	39,966
GENERAL ELECTRIC 3980S	82,773	111,559
GENERAL ELECTRIC CORP 3000S	66,138	84,090
GENERAL MILLS 700S	23,117	34,937
GENERIC HLDGS INC 263S	9,192	14,896
GENESEE & WYO INC 93S	5,041	8,933
GENUINE PARTS INC 151S	7,675	12,562
GILEAD SCIENCES INC 381S	13,032	28,632
GLAXOSMITHKLINE 284S	11,733	15,163
GLENSIDE FORSIKRING 3000S		
GOLDMAN SACHS GROUP INC 350S	42,934	62,041
GOOGLE INC 150S	109,700	168,107
GOOGLE INC 65S	38,465	72,846
GULFPORT ENERGY CORP 289S	8,273	18,250
HALLIBURTON CO 742S	26,476	37,657
HANESBRANDS INC 413S		
HANG LUNG LTD 1452S		
HANGER INC 205S	7,005	8,065
HANOVER INSURANCE GROUP 254S	9,493	15,166
HARSCO CORP 285S	7,465	7,989
HCP INC 431S	16,550	15,654
HEALTHCARE REIT INC 308S	16,197	16,500
HELIX ENERGY SOLUTIONS 422S	9,748	9,782
HENNESTMAURITZ 3986S	21,117	36,512
HERSHEY INC 800S	53,342	77,784
HESS CORP 638S	29,038	52,954
HILL ROM HLDGS INC 321S	7,374	13,270
HILLENBRAND INC 253S	7,228	7,443

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HJ HEINZ 418S		
HOLLY ENERGY PTNRS 1000S	20,933	32,330
HOME DEPOT INC 800S	30,000	65,872
HONEYWELL 810S		
HONEYWELL INTL 500S	11,702	45,685
HONEYWELL INTL 504S	28,415	46,050
HONG KONG EXC 1512S	16,927	25,214
HSBC HLDGS 628S	28,302	34,622
IAC INTERACTIVE CORP 500S	12,280	34,326
IBERIABANK CORP 170S	7,070	10,685
IBM 112S		
IBM CORP 1000S	107,481	187,570
ILLUMINA INC 228S	9,806	25,221
IND & COMM BK UNSPON 1665S	20,350	22,611
ING GROUP NV 3656S	38,847	51,221
INGERSOLL RAND 800S	28,073	49,280
INTEL CORP 2784S	60,800	72,273
INTESA SANPAOLO 1926S	26,813	28,794
INTL PAPER CO 2000S	55,415	98,060
INTUITT 208S		
ISHARES BARCLAYS TR/IN 3735S	315,518	315,159
ISHARES IBOX HIGH YIELD 1500S		
ISHARES MSCI 800S	47,061	53,676
ISHARES NASDAQ BIOTECH 700S	53,788	158,942
ISHARES TRUST DOW JONES 500S		
ISHARES TRUST S&P INDIA NIFTY 1500S	37,507	35,265
ITAU UNIBAND HLDGS 1599S	22,031	21,698
ITT CORP 465S	9,704	20,190
JOHN BEAN TECH CORP 290S	4,281	8,506
JOHNSON & JOHNSON 1000S	65,000	91,590

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON AND JOHNSON 337S	23,046	30,866
JP MORGAN CHASE & CO 900S	33,413	52,632
JP MORGAN CHASE CO 1293S	48,102	75,615
JULIUS BAER GRP LTD 2370S	22,456	22,871
KAISER ALUM CORP 179S	6,296	12,573
KANSAS CITY SOUTHERN 67S		
KAYNE ANDERSON MLP INC 1140S	24,696	45,429
KELLOGG CO 400S	23,728	24,428
KIDDI CORP 1294S		
KIMBERLEY CLARK 284S	20,115	29,667
KINDER MORGAN ENERGY 500S	25,863	40,330
KINDER MORGAN ENERGY 623S		
KINDER MORGAN MANAGEMENT 717S	51,749	57,275
KINGFISHER 4849S	39,670	62,261
KOHLS CORP 378S	20,878	21,452
KOMATSU LTD 1120S	17,012	23,050
KONE OYJ 1028S	22,300	23,231
KOPPERS HLDGS INC 130S	4,234	5,948
KRAFT FOODS 450S	21,153	24,264
KUBOTA CORP 418S	31,362	34,945
LABORATORY CORP HLDGS 319S		
LAS VEGAS SANDS CORP 586S	26,422	46,218
LEAR CORP 500S	36,411	40,485
LEGACY RESERVE 500S	14,300	14,080
LEGACY RESERVES LP 400S	8,780	11,264
LI FUNG LTD 7431S		
LINKEDIN CORP 154S	11,090	33,392
LINN ENERGY LLC 500S		
LOCKHEED MARTIN CORP 165S	20,351	24,529
LULULEMON ATHLETICA INC 585S	39,440	34,533

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LUXOTTICA GROUP 377S	18,373	20,328
LVMH MOET HENNESSY 1773S	33,019	64,892
MACDONALDS CORP 322S		
MANNING NAPIER INC 278S		
MASTERCARD INC 147S	51,466	122,813
MATTEL INC 452S	11,660	21,506
MCDERMOTT INTL INC 689S		
MCDONALDS CORP 328S	26,959	31,826
MCDONALDS CORP 500S	30,415	48,515
MCKESSON CORP 600S	29,428	96,840
MEAD JOHNSON NUT 193S	14,901	16,166
MEAD JOHNSON NUTRITION 500S	22,323	41,880
MERCADOLIBRE INC 216S	15,642	23,283
MERCK & CO INC 567S	25,181	28,378
MFB NORTHERN FUND JG R/E 38894S	347,497	352,766
MFB NORTHERN NHFIX HIGH YLD 110269S	727,182	825,915
MFC FLEXSHARES 10200S	347,700	349,962
MFC ISHARES EMERG MKTS 9500S	437,896	396,815
MFC ISHARES IBOXX INV 800S	88,180	91,368
MFC ISHARES TR RUSSELL 1000 GROWTH 3		
MFC PWRSHARES DB INDEX 21700S		
MFC SPDR GOLD 1050S	154,280	121,979
MFODFA INV DIM GRP 5095S	100,755	99,144
MICHAEL KORS HLDGS LTD 399S	20,285	32,395
MICHELIN COMPAGNE GEN 1635S		
MICHELIN COMPAGNIE 1859S	28,543	39,576
MICROSOFT CORP 1522S	42,048	56,968
MITSIBISHI UFI FINL GROUP INC 6988S	38,693	46,680
MONDELEZ INTL INC 660S	18,203	23,298
MONSANTO CO 331S	25,673	38,578

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY 429S	7,633	13,453
MOSAK INC 471S		
NAT FUEL GAS 700S	43,824	49,980
NATL AUSTRALIA BANK 850S	20,137	26,393
NATL RETAIL INC 328S		
NCR CORP 381S		
NESTLE S A SPONSORED REPSTG 698S	24,418	51,366
NESTLE SA REP RG 1500S	54,940	110,385
NETFLIX INC 60S	15,351	22,090
NEXTERA ENERGY INC 586S	31,407	50,173
NIKE INC 382S	11,727	30,040
NOBLE ENERGY INC 111S	7,509	7,560
NOKIA CORP 1432	11,611	11,614
NORFOLK SOUTHERN CORP 500S	38,155	46,415
NORTHEAST UTILITIES 500S	15,010	21,195
NORTHWEST BANKSHARES INC 777S	8,797	11,484
NORTHWESTERN CORP 222S	7,765	9,617
NOVA NORDISK AS 506S	42,119	93,489
NOVARTIS 851S	43,790	68,403
O'REILLY AUTO INC 34S	4,521	4,376
OASIS PETE INC 250S	6,912	11,743
OCCIDENTAL PETE CORP 461S	38,297	43,841
OCCIDENTAL PETROLEM 580S		
ONEOK INC 473S	16,349	29,411
ORACLE CORP 805S	25,836	30,799
ORACLE CORP1000S	26,990	38,260
PACIFIC RUBIALES ENERGY 1804S	36,534	31,137
PATTERSON COS INC 235S	4,816	9,682
PAYCHEX INC 274S	11,043	12,475
PEARSON 1537S	28,933	34,429

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PENSKE AUTO GROUP INC 385S	7,505	18,157
PENTAIR LTD 500S	20,919	38,835
PEPSICO 500S	32,445	41,470
PERRIGO CO 111S	16,895	17,034
PHH CORP 506S		
PHILIP MORRIS INTL 548S	34,039	47,747
PIEDMONT NATURAL GAS 1000S	17,390	33,160
PIMIO O-5 YEAR H/Y CORP 500S		
PLAINS ALL AMER PIPELINE LP 1078S	20,865	55,808
PNM RES INC 267S	5,625	6,440
POTASH CORP SASK INC 810S		
POWERSHARES DB GOLD FD 1000S	49,300	40,360
POWERSHARES DB MULTI SECT 700S	22,470	27,433
PPL CORP 1900S	33,003	57,171
PRAXAIR INC 134S		
PRECISION CAST PARTS 117S	13,213	31,508
PRICELINE INC 45S	23,612	52,308
PROCTOR & GAMBLE 650S	41,537	52,917
PROCTOR & GAMBLE CO 1000S	32,060	81,410
PT BANK MANDIRI 1277S	11,277	8,249
PUBLIC SERV ENTERPRISE 911S	29,663	29,188
PUBLICIS SA 3240S	43,135	74,235
QUALCOMM INC 289S	18,443	21,458
QUEST DIAGNOSTICS INC 323S		
RACKSPACE HLDGS INC 188S		
RALPH LAUREN CORP 45S	3,704	7,946
REALTY INCOME CORP 166S	5,391	6,197
RECKITT BENCKISER GRP 3116S	27,310	49,473
RED HAT INC 315S	12,882	17,562
REGAL BELOIT CORP 163S	9,953	12,016

Name of Stock	End of Year Book Value	End of Year Fair Market Value
REGIS CORP MINN 414S		
RITCHIE BROS AUCT INC 332S	7,519	7,613
ROCHE HDLGS LTD 500S	24,615	35,100
ROCHE HLDGS LTD 681S	41,663	47,806
ROYAL BANK SCOTLAND 1979S		
RPM INTL INC 381S		
RYLAND GROUP INC 163S		
RYMAN HOSP PPTYS 300S	12,979	12,534
SABMILLER PLC 720S	24,693	36,922
SABRA HEALTH CARE REIT INC 387S	8,455	10,116
SALESFORCE INC 561S	8,743	30,962
SALLY BEAUTY HLDGS INC 363S	3,130	10,973
SANCHEZ ENERGY CORP 323S	6,610	7,917
SANDISK CORP 347S	17,219	24,478
SANDISK CORP INC 400S	19,807	28,216
SAP AG 317S	11,705	27,623
SAP AG STIS 500S		
SBERBANK RUSSIA 1704S		
SCHLUMBERGER 500S	33,189	45,055
SCHLUMBERGER LTD 715S	45,762	64,429
SHIRE PLC 223S		
SIEMENS AG 297S		
SIEMENS AG 500S	51,331	69,255
SIMON PPTY GRP INC 621S	32,621	94,491
SINA CORP 186S	11,065	15,671
SMITH AO CORP 231S	4,281	12,460
SOLUTIA INC 315S		
SOUTHERN CO 391S		
SOUTHERN COPPER CORP 565S	18,640	16,221
SPDR BARCLAY CAPITAL H/Y 2000S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR BARCLAYS TIPS ETF 1000S	60,177	54,410
SPDR GOLD TRUST 500S	38,099	58,060
SPDR INDEX 1000S	35,973	42,200
SPDR SP BIOTECH 800S	71,502	104,160
SPDR SP CHINA 1000		
SPDR SP HOMEBUILDERS 1000S	23,248	33,300
SPECTRA ENERGY CORP 636S	21,414	22,654
SPIRIT RLTY CAP INC 937S	9,649	9,211
SPLUNK INC 254S	8,687	17,442
SPROUTS FMRS MKT INC 101S	4,729	3,881
STANLEY BLACK AND DECKER INC 500S	29,870	40,345
STARBUCKS CORP 273S	15,559	21,400
STARBUCKS CORP 500S	17,685	39,195
STRATEGIC OIL & GAS 287500S	250,000	209,875
STRYKER CORP 500S	26,115	37,570
SUMITOMO MITSUI HLDS 7391S	38,160	39,098
SUNCOKE ENERGY INC 502S		
SWATCH GRP 976S	18,947	32,403
SYNGENTA 435S	31,152	34,774
TABLEAU SOFTWARE INC 48S	3,082	3,309
TAIWAN SEMICONDUCTOR MFG 1944S	35,423	33,903
TARGET CORP 500S	21,521	31,635
TATA MTRS LTD 748S	18,281	23,038
TELSA MTRS INC 91S	14,045	13,685
TELUS CORP 500S	28,454	34,440
TENCENT HLDGS LTD 573S	11,378	36,913
TERA DATA CORP DEL 116S		
TEVA PHARM IND 962S		
TIME WARNER CABLE INC 333S	22,834	45,122
TIME WARNER INC 416S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TJX COS INC 491S	20,945	31,291
TOYOTA MOTOR CORP 468S	38,153	57,059
TOYOTA MOTORS CORP 400S	28,009	48,768
TRANSDIGM GRP INC 47S		
TRIANGLE PETRO CORP 712S	7,353	5,924
TRINITY IND INC 282S		
TRIPADVISOR INC 138S	10,617	11,431
TULLOW OIL 2122S		
TUPPERWARE BRANDS 99S	7,761	9,358
TURKIYE GARANTI BANKASI 4274S		
TWENTY FIRST CENT FOX 283S	9,904	9,956
TWITTER INC 149S	6,453	9,484
TYCO INTL LTD 500S	9,773	20,520
UBS E TRACS ALERIAN MLP 1000S	26,280	39,430
UGI CORP 1500S	30,075	62,190
UMB FINL CORP 129S	6,898	8,292
UNDER ARMOUR INC 192S	15,352	16,762
UNION PAC CORP 102S	6,385	17,136
UNION PACIFIC 600S	38,462	100,800
UNITED HEALTH GROUP INC 172S		
UNITED PARCEL SERVICES INC 500S	29,605	52,540
UNITED TECH CORP 603S	46,941	68,621
UNITED TECHS CORP 500S	20,200	56,900
UNTD TECHNOLOGIES CORP 948S		
US BANKCORP 1359S	41,977	54,904
VAIL RESORTS INC 179S	7,977	13,466
VANGUARD INFO TECH 500S	30,675	44,770
VANGUARD MSCI EMERGING 1400S	57,374	57,596
VANGUARD REIT ETF 1000S	51,887	64,560
VECTREN CORP 364S	10,002	12,922

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VENTAS INC REIT 115S	9,322	6,587
VERINT SYS INC 277S	8,215	11,894
VERIZON COMMUNICATIONS 1000S	35,414	49,140
VERMILLION ENERGY INC 160S		
VERTEX PHARM INC 231S	6,816	17,163
VIEW POINT FINL INC 479S	6,159	13,149
VMWARE INC 237S	12,547	21,261
VODAFONE GROUP 744S		
WABTEC CORP 256S	4,228	19,013
WADDEL & REED FINL INC 220S	7,172	14,326
WAL MART DE MEXICO 778S		
WALMART STORES INC 655S	36,773	51,542
WALMART STORES INC 750S	45,089	59,018
WALT DISNEY 500S	13,218	31,706
WALT DISNEY CO 500S	14,010	38,200
WALTER INV'T MGMT CORP 270S	9,537	9,547
WATSON PHARM INC 845S		
WATSON PHARMACEUTICALS 500S		
WELLS FARGO CO 1629S	47,435	73,956
WESTFIELD FINL INC 389S		
WEX INC 172S	4,212	17,033
WHOLE FOODS MKTS 220S	7,715	25,445
WILLIAMS CO INC 679S	20,034	26,189
WILLIAMS PTRS LP UNIT LTD 500S	15,105	25,430
WINTRUST FINL CORP 226S	7,247	10,423
WISCONSIN ENERGY 404S	17,082	16,701
WISDOM TREE TRUST JAPAN 700S	36,794	35,588
WORKDAY INC 149S	8,321	12,391
WYNDHAM WW CORP 142S		
YANDEX NV 956S	23,889	41,251

Name of Stock	End of Year Book Value	End of Year Fair Market Value
YOUKU TUDOW INC 70S		
YUM BRANDS INC 500S		
YUM BRANDS INC 588S	39,626	44,459

TY 2013 Other Assets Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GALLERIA NORTH CORP	88,888	88,888	88,888
FSP ENERGY TOWER I CORP	83,741	79,932	79,932
ESP PARK TEN DEV CORP	100,000	78,203	78,203
HORSECREEK LAND AND MINE	22,800	22,800	22,800
BOONE COAL AND TIMBER	7,290	7,290	7,290
NB CROSSROADS FUND XVII	338,336	304,343	304,343
FSP PHOENIX TOWER CORP			
FRANKLIN STREET PROPERTIES			
HUFF ENERGY FUND	1,846,280	1,803,303	1,803,303
CARDIO VASCULAR INC	479,700	479,700	479,700
SURGI VISION	290,411	290,411	290,411
CORMATRIX I LLC	6,800	6,510	6,510
CORMATRIX II LLC	13,500	12,824	12,824
MLP INVESTMENTS		120,940	120,940

TY 2013 Other Expenses Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS FEES / EXPENSES	14,545	14,545		
PASS THRU ENTITY EXPENSES	4,768	4,768		

TY 2013 Other Income Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NB CROSSROADS	164		
CORMATRIX LLC	-966		
MLP INVESTMENTS	-2,267		

TY 2013 Other Increases Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Description	Amount
NON TAXABLE DIVIDEND	6,815
FUND BALANCE COST ADJ	5,295
NON TAXABLE DIVIDEND	4,869

TY 2013 Other Professional Fees Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO MANAGEMENT FEES	228,155	228,155		

TY 2013 Taxes Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	10,760	10,760		
MISCELLANEOUS TAXES	98	98		
EXCISE TAXES	754			