



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

MARGARET AND MARSHALL BARTLETT
FAMILY FOUNDATION, INC.

A Employer identification number

22-3512759

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

P.O. BOX 489, YOUNG'S ROAD

Room/suite

B Telephone number

(973) 993-5974

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

NEW VERNON, NJ 07976-0489

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

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

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

\$ 5,503,197. (Part I, column (d) must be on cash basis)

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

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).)

(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			N/A	
	2	Check ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	8.	8.		STATEMENT 1
	4	Dividends and interest from securities	139,611.	139,611.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	64,887.			
	b	Gross sales price for all assets on line 6a	99,766.			
	7	Capital gain net income (from Part IV, line 2)		64,887.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	204,506.	204,506.		
	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	3,091.	1,030.		2,061.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	3,997.	619.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	90.	20.		40.
	24	Total operating and administrative expenses. Add lines 13 through 23	7,178.	1,669.		2,101.
	25	Contributions, gifts, grants paid	309,260.			309,260.
	26	Total expenses and disbursements. Add lines 24 and 25	316,438.	1,669.		311,361.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	-111,932.			
	b	Net investment income (if negative, enter -0-)		202,837.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

MARGARET AND MARSHALL BARTLETT
FAMILY FOUNDATION, INC.

Form 990-PF (2013)

22-3512759

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	92,561.	16,193.	16,193.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 6	2,637,078.	2,601,514.	5,487,004.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		2,729,639.	2,617,707.	5,503,197.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	497,883.	497,883.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,231,756.	2,119,824.	
	30 Total net assets or fund balances	2,729,639.	2,617,707.	
31 Total liabilities and net assets/fund balances	2,729,639.	2,617,707.		

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	2,729,639.
2 Enter amount from Part I, line 27a	2	-111,932.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,617,707.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,617,707.

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 KANSAS CITY SOUTHERN (200 SH)	D	06/08/09	05/13/13
b KANSAS CITY SOUTHERN (200 SH)	D	06/08/09	07/22/13
c NORFOLK SOUTHERN CORP (400 SH)	D	06/08/09	05/01/13
d NORFOLK SOUTHERN CORP (100 SH)	D	06/08/09	05/20/13
e NORFOLK SOUTHERN CORP (200 SH)	D	06/08/09	05/20/13

(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 21,704.		3,194.	18,510.
b 23,307.		3,195.	20,112.
c 30,705.		16,280.	14,425.
d 8,015.		4,070.	3,945.
e 16,035.		8,140.	7,895.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			18,510.
b			20,112.
c			14,425.
d			3,945.
e			7,895.

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	64,887.
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) If (loss), enter -0- in Part I, line 8 }	3	N/A

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	175,663.	4,427,068.	.039679
2011	193,797.	4,185,972.	.046297
2010	159,773.	3,459,025.	.046190
2009	148,371.	1,947,704.	.076177
2008	97,634.	1,140,756.	.085587

2 Total of line 1, column (d)	2	.293930
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	.058786
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,966,254.
5 Multiply line 4 by line 3	5	291,946.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,028.
7 Add lines 5 and 6	7	293,974.
8 Enter qualifying distributions from Part XII, line 4	8	311,361.

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.

MARGARET AND MARSHALL BARTLETT

FAMILY FOUNDATION, INC.

Form 990-PF (2013)

22-3512759

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2,028.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	2,028.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,028.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,240.	
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	3,240.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,212.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 1,212. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ 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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 7

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X		
14	The books are in care of _____ Telephone no _____ Located at _____ ZIP+4 _____			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country _____		Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here N/A		
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?		X
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? If "Yes," list the years _____	☐ Yes ☒ No	
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)	N/A	
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 _____		
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)	N/A	
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X
4b		

Form 990-PF (2013)

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)? ☐ 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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). ☐ N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 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	4,962,600.
b	Average of monthly cash balances	1b	79,282.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,041,882.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,041,882.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	75,628.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,966,254.
6	Minimum investment return. Enter 5% of line 5	6	248,313.

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	248,313.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,028.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,028.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	246,285.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	246,285.
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	246,285.

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	311,361.
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	
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	311,361.
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	5	2,028.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	309,333.

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.

MARGARET AND MARSHALL BARTLETT
FAMILY FOUNDATION, INC.

Form 990-PF (2013)

22-3512759 Page 9

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				246,285.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	41,426.			
b From 2009	53,677.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	95,103.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 311,361.				
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				246,285.
e Remaining amount distributed out of corpus	65,076.			
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	160,179.			
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 instr			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	41,426.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	118,753.			
10 Analysis of line 9				
a Excess from 2009	53,677.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	65,076.			

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

N/A

1 a 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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a 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))

SEE STATEMENT 9

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

N/A

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

MARGARET AND MARSHALL BARTLETT

Form 990-PF (2013)

FAMILY FOUNDATION, INC.

22-3512759 Page 11

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				
CALVARY EPISCOPAL CHURCH 31 WOODLAND AVE SUMMIT, NJ 07901	NONE	PUBLIC	GENERAL	15,000.
CENTRAL PARK CONSERVANCY 14 E. 60TH STREET NEW YORK, NY 10022	NONE	PUBLIC	GENERAL	125.
MCCARTER THEATRE CENTER 91 UNIVERSITY PLACE PRINCETON, NJ 08540-5121	NONE	PUBLIC	GENERAL	1,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320-4196	NONE	PUBLIC	GENERAL	27,500.
PAPER MILL PLAYHOUSE 22-24 BROOKSIDE DRIVE MILLBURN, NJ 07041-9964	NONE	PUBLIC	GENERAL	250.
Total	SEE CONTINUATION SHEET(S)			3a 309,260.
b Approved for future payment				
NONE				
Total				3b 0.

Form 990-PF (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	8.	
4 Dividends and interest from securities			14	139,611.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	64,887.	
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)		0.		204,506.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 204,506.	

(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)
---------------	--

N/A

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.				May the IRS discuss this return with the preparer shown below (see instr 1)? ☒ Yes ☐ No		
	Signature of officer or trustee <i>[Signature]</i>		Date <i>5/08/14</i>			Title <i>President</i>	
Paid Preparer Use Only	Print/Type preparer's name JANE E. ULAKI		Preparer's signature <i>Jane E. Ulaki</i>		Date MAY - 5 2014	Check ☐ if self-employed	PTIN P00227413
	Firm's name ▶ CLYNE EAGAN & ASSOCIATES					Firm's EIN ▶ 22-2706394	
	Firm's address ▶ 8 RIDGEDALE AVENUE CEDAR KNOLLS, NJ 07927					Phone no (973) 993-9767	

MARGARET AND MARSHALL BARTLETT
FAMILY FOUNDATION, INC.

22-3512759

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. PAUL'S SCHOOL 325 PLEASANT STREET CONCORD, NH 03301	NONE	PUBLIC	GENERAL	47,500.
INTERLOCHEN CENTER FOR ARTS P.O. BOX 199 INTERLOCHEN, MI 49643-0199	NONE	PUBLIC	GENERAL	2,500.
HARVARD LAW SCHOOL ANNUAL FUND-ALUMNI CENTER 125 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL	1,000.
JUDITH G. WHARTON MUSIC CENTER 60 LOCUST AVENUE BERKELEY HEIGHTS, NJ 07922	NONE	PUBLIC	GENERAL	1,500.
NEW VERNON VOLUNTEER FIRE DEPARTMENT P.O. BOX 143 NEW VERNON, NJ 07976	NONE	PUBLIC	GENERAL	1,500.
FOXCROFT SCHOOL P.O. BOX 5555 MIDDLEBURG, VA 20118-5555	NONE	PUBLIC	GENERAL	5,000.
WESTERN COLLEGE ALUMNAE ASSOCIATION 325 SOUTH PATTERSON AVENUE OXFORD, OH 45056-2499	NONE	PUBLIC	GENERAL	10,000.
DREW UNIVERSITY 36 MADISON AVENUE MADISON, NJ 07940	NONE	PUBLIC	GENERAL	30,000.
BOY SCOUTS OF AMERICA GREATER NYC COUNCIL 350 FIFTH AVENUE NEW YORK, NY 10118-0350	NONE	PUBLIC	GENERAL	760.
AMERICAN HELLENIC INSTITUTE 1220 SIXTEENTH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC	GENERAL	250.
Total from continuation sheets				265,385.

MARGARET AND MARSHALL BARTLETT
FAMILY FOUNDATION, INC.

22-3512759

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FAIRLEIGH DICKINSON UNIVERSITY 1000 RIVER ROAD H-DH3-12 TEANECK, NJ 07666	NONE	PUBLIC	GENERAL	25,000.
MORVEN MUSEUM & GARDEN 55 STOCKTON STREET PRINCETON, NJ 08540	NONE	PUBLIC	GENERAL	500.
UNIVERSITY OF VA COLLEGE FOUNDATION P.O. BOX 400807 CHARLOTTESVILLE, VA 22904-4807	NONE	PUBLIC	GENERAL	2,500.
THE HARLEM CHILDREN'S ZONE 35 EAST 125TH ST. NEW YORK, NY 10035	NONE	PUBLIC	GENERAL	500.
FRIENDS OF INSTITUTE FOR ADVANCED STUDY EINSTEIN DRIVE PRINCETON, NJ 08540	NONE	PUBLIC	GENERAL	1,500.
PRINCETON MONTESSORI SCHOOL 487 CHERRY VALLEY ROAD PRINCETON, NJ 08540	NONE	PUBLIC	GENERAL	2,000.
TREASURER, FRIENDS OF THE PRINCETON UNIVERSITY LIBRARY ONE WASHINGTON ROAD PRINCETON, NJ 08544	NONE	PUBLIC	GENERAL	500.
ARTS COUNCIL OF PRINCETON, PAUL ROBESON CENTER FOR THE ARTS 102 WITHERSPOON ST. PRINCETON, NJ 08542	NONE	PUBLIC	GENERAL	5,000.
NAVAL SPECIAL WARFARE FOUNDATION P.O. BOX 5965 VIRGINIA BEACH, VA 23471	NONE	PUBLIC	GENERAL	500.
PRINCETON UNIVERSITY ANNUAL GIVING PO BOX 5357 PRINCETON, NJ 08543-5357	NONE	PUBLIC	GENERAL	1,000.
Total from continuation sheets				

MARGARET AND MARSHALL BARTLETT
FAMILY FOUNDATION, INC.

22-3512759

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PRINCETON DAY SCHOOL PO BOX 75 PRINCETON, NJ 08542	NONE	PUBLIC	GENERAL	25,000.
POTOMAC VALLEY OPERA COMPANY 2218 N. KENSINGTON STREET ARLINGTON, VA 22205	NONE	PUBLIC	GENERAL	1,000.
GREAT SWAMP WATERSHED ASSOCIATION PO BOX 300 NEW VERNON, NJ 07976	NONE	PUBLIC	GENERAL	1,000.
EAGLEBROOK SCHOOL 271 PINE NOOK ROAD, PO BOX 7 DEERFIELD, MA 01342-0007	NONE	PUBLIC	GENERAL	27,500.
PRINCETON UNIVERSITY ART MUSEUM MCCORMICK HALL PRINCETON, NJ 08544	NONE	PUBLIC	GENERAL	500.
PRINCETON SYMPHONY ORCHESTRA PO BOX 250 PRINCETON, NJ 08542	NONE	PUBLIC	GENERAL	1,000.
ARTS COUNCIL OF THE MORRIS AREA 14 MAPLE AVENUE, SUITE 301 MORRISTOWN, NJ 07960-6989	NONE	PUBLIC	GENERAL	1,500.
ST. HUBERT'S ANIMAL WELFARE CENTER 575 WOODLAND AVENUE, PO BOX 159 MADISON, NJ 07940-0159	NONE	PUBLIC	GENERAL	10,000.
DREW UNIVERSITY - M & M FUND FOR HISTORY AND CULTURE 36 MADISON AVENUE MADISON, NJ 07940	NONE	PUBLIC	M & M FUND FOR HISTORY AND CULTURE	10,000.
MADISON AVENUE PRESBYTERIAN CHURCH DAY SCHOOL 921 MADISON AVENUE NEW YORK, NY 10021	NONE	PUBLIC	GENERAL	2,500.
Total from continuation sheets				

MARGARET AND MARSHALL BARTLETT
FAMILY FOUNDATION, INC.

22-3512759

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WASHINGTON ASSOCIATION OF NJ PO BOX 1473 MORRISTOEN, NJ 07962	NONE	PUBLIC	GENERAL	5,500.
DREW UNIVERSITY 36 MADISON AVENUE MADISON, NJ 07940	NONE	PUBLIC	FRIENDS OF DREW CRCC	5,000.
BRADY CENTER TO PREVENT GUN VIOLENCE 1225 EYE STREET NW, SUITE 1100 WASHINGTON, DC 20005	NONE	PUBLIC	GENERAL	9,375.
STUDENT CONSERVATION ASSOCIATION, ATTN: CINDY CHAVES PO BOX 550 CHARLESTOWN, NH 03603	NONE	PUBLIC	GENERAL	500.
US FOUNDATION FOR INTERNATIONAL SCOUTING 1325 WEST WALNUT HILL LANE, PO BOX 152079 IRVING, TX 75015-2079	NONE	PUBLIC	GENERAL	5,000.
FRIENDS OF FLORHAM, C/O KATHY ATENCIO PO BOX 100 NEW VERNON, NJ 07916	NONE	PUBLIC	GENERAL	500.
DREW UNIVERSITY - MM RESEARCH FELLOWSHIP FUND 36 MADISON AVENUE MADISON, NJ 07940	NONE	PUBLIC	MM RESEARCH FELLOWSHIP FUND	20,000.
NEW JERSEY AUDUBON 9 HARDCRABBLE ROAD BERNARDSVILLE, NJ 07924-9906	NONE	PUBLIC	GENERAL	500.
Total from continuation sheets				

FORM 990-PF , INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB	8.	8.	
TOTAL TO PART I, LINE 3	8.	8.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB SECURITIES ACCOUNT	139,611.	0.	139,611.	139,611.	
TO PART I, LINE 4	139,611.	0.	139,611.	139,611.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,091.	1,030.		2,061.
TO FORM 990-PF, PG 1, LN 16B	3,091.	1,030.		2,061.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	619.	619.		0.
EXCISE TAX	3,378.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,997.	619.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NJ CHARITIES REGISTRATION FEE	30.	0.		0.
BANK FEES	60.	20.		40.
TO FORM 990-PF, PG 1, LN 23	90.	20.		40.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	2,601,514.	5,487,004.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,601,514.	5,487,004.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	7
-------------	---	-----------	---

NAME OF CONTRIBUTOR	ADDRESS
MARSHALL BARTLETT	PO BOX 489, YOUNG'S RD NEW VERNON, NJ 07976-0489
MARGARET BARTLETT	PO BOX 489, YOUNG'S RD NEW VERNON, NJ 07976-0489
ESTATE OF EDMUND BARTLETT, MARSHALL BARTLETT, EXECUTOR	PO BOX 489, YOUNG'S RD NEW VERNON, NJ 07976-0489

FORM 990-PF . PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARSHALL P. BARTLETT YOUNG'S ROAD, P.O. BOX 489 NEW VERNON, NJ 07976	TRUSTEE, PRES., & TREASURER 0.00	0.	0.	0.
MARGARET W. BARTLETT YOUNG'S ROAD, P.O. BOX 489 NEW VERNON, NJ 07976	TRUSTEE & VICE-PRESIDENT 0.00	0.	0.	0.
JOHN P. BARTLETT 19 CLEVELAND LANE PRINCETON, NJ 085403049	TRUSTEE & VICE- PRESIDENT 0.00	0.	0.	0.
STEPHEN W. BARTLETT 103 EAST 75TH, APT 6FW NEW YORK, NY 10021	TRUSTEE & VICE- PRESIDENT 0.00	0.	0.	0.
MARSHALL P. BARTLETT YOUNG'S ROAD, P.O. BOX 489 NEW VERNON, NJ 07976	TRUSTEE & SECRETARY 0.00	0.	0.	0.
DAVID L. SCULL 8401 CONNECTICUT AVENUE # 1202 CHEVY CHASE, MD 208155804	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 9
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

MARSHALL P. BARTLETT
MARGARET W. BARTLETT

MARGARET AND MARSHALL BARTLETT FAMILY FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2013
FID # 22-3512759

ATTACHMENT TO 2013 FORM 990-PF PG 2, PART II, LINE 10(b), STATEMENT 6

<u>CORPORATE STOCK</u>	<u>12/31/2013 BOOK VALUE</u>	<u>12/31/2013 FAIR MARKET VALUE</u>
AETNA	50,800.00	137,180.00
AMEREN CORPORATION	38,747.34	36,160.00
ANADARKO PETE CORP	40,561.00	66,390.84
AT&T INC NEW	144,989.84	175,800.00
C M S ENERGY CORP	46,178.95	80,310.00
CANADIAN PAC RAILWAY	10,548.00	37,830.00
CENOVUS ENERGY INC	35,782.33	38,677.50
CLECO CORPORATION NEW	120,798.70	293,053.32
CONSOLIDATED EDISON INC	19,929.95	27,640.00
CORNING INC.	5,188.00	5,934.06
DOMINION RES INC VA NEW	66,438.95	207,008.00
DUPONT E.I. DE NEMOUR & CO	100,791.00	242,533.01
DUKE ENERGY CORP	23,526.87	38,300.55
ENCANA CORP	37,995.67	24,367.50
EXCELON CORPORATION	91,133.92	76,418.10
EXXON MOBIL CORP	220,078.00	305,219.20
FEDEX CORPORATION	41,133.85	71,885.00
FIRST ENERGY CORP	85,809.83	87,825.74
GENERAL ELECTRIC	62,928.60	112,120.00
HONEYWELL INTERNATIONAL	101,432.30	182,740.00
INTERNATIONAL BUS MACHINES	57,159.00	99,974.81
JOHNSON & JOHNSON	59,637.95	91,590.00
KANSAS CITY SOUTHERN	79,706.06	618,035.53
NEWMONT MINING CORP	52,283.00	26,852.98
NORFOLK SOUTHERN CORP	542,653.00	1,237,702.39
NORTHEAST UTILITIES	102,357.20	166,847.04
ONEOK INC NEW	94,070.00	621,800.00
PENN VIRGINIA CORP	5,429.00	2,508.38
SCANA CORPORATION NEW	128,426.66	181,243.66
SEALED AIR CORP	59,477.00	102,592.65
THE SOUTHERN COMPANY	63,906.95	82,220.00
WINDSTREAM CORPORATION	11,614.66	8,243.34
TOTAL	2,601,513.58	5,487,003.60
difference due to rounding	0.42	0.40
To pg 2, part II, Line 10(b), stmt 6	2,601,514	5,487,004