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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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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 CIVITAS FOUNDATION			A Employer identification number 22-3594586	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 564,006		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,554	15,321		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30,098			
	b Gross sales price for all assets on line 6a 283,746				
	7 Capital gain net income (from Part IV, line 2)		30,098		
	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)					
12 Total. Add lines 1 through 11	48,652	45,419	0		
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)	1,500			1,500
	c Other professional fees (attach schedule)	6,381	3,829		2,552
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	149	132		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	15,000			15,000
	24 Total operating and administrative expenses. Add lines 13 through 23	23,030	3,961	0	19,052
	25 Contributions, gifts, grants paid	182,850			182,850
26 Total expenses and disbursements. Add lines 24 and 25	205,880	3,961	0	201,902	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-157,228				
b Net investment income (if negative, enter -0-)		41,458			
c Adjusted net income (if negative, enter -0-)			0		

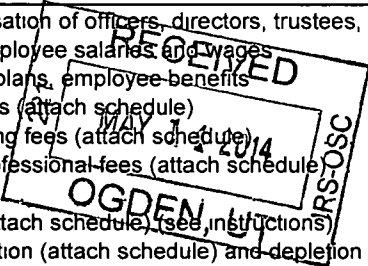
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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	79	75	75
	2 Savings and temporary cash investments	257,671	14,776	14,776
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	170,495	160,305	148,114
	b Investments—corporate stock (attach schedule)	126,186	207,932	256,856
	c Investments—corporate bonds (attach schedule)	128,039	138,714	144,185
Liabilities	11 Investments—land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	682,470	521,802	564,006
	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 (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	682,470	521,802	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	682,470	521,802	
	31 Total liabilities and net assets/fund balances (see instructions)	682,470	521,802	

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	682,470
2	Enter amount from Part I, line 27a	2	-157,228
3	Other increases not included in line 2 (itemize) ☒ PURCHASE OF ACCRUED INTEREST C/O FROM	3	615
4	Add lines 1, 2, and 3	4	525,857
5	Decreases not included in line 2 (itemize) ☒ See Attached Statement	5	4,055
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	521,802

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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	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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			0
b			0
c			0
d			0
e			0

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	30,098
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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	183,357	561,686	0.326440
2011	263,172	513,662	0.512345
2010	276,700	661,627	0.418211
2009	133,408	759,500	0.175652
2008	150,570	1,020,146	0.147597

2	Total of line 1, column (d)	2	1.580245
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	0.316049
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	635,735
5	Multiply line 4 by line 3	5	200,923
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	415
7	Add lines 5 and 6	7	201,338
8	Enter qualifying distributions from Part XII, line 4 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	8	201,902

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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-)			0
3	Add lines 1 and 2			415
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-			415
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	325	
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			325
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			90
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐			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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		X
c 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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
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>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	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 ▶ ☐	1b	N/A
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) 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

5b	N/A	
6b		X
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STANLEY L. LEVIN	PRES/TREAS 42	0		
DAVID A. HANDLER	SECRETARY 21	0		

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

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

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

0

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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 NONE	
2	
3	
4	

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

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

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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	616,306
b	Average of monthly cash balances	1b	29,110
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	645,416
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	645,416
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9,681
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	635,735
6	Minimum investment return. Enter 5% of line 5	6	31,787

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	31,787
2a	Tax on investment income for 2013 from Part VI, line 5	2a	415
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	415
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	31,372
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	31,372
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	31,372

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	201,902
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	201,902
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	415
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	201,487

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				31,372
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	99,675			
b From 2009	95,833			
c From 2010	244,635			
d From 2011	238,755			
e From 2012	155,923			
f Total of lines 3a through e	834,821			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 201,902				
a Applied to 2012, but not more than line 2a				
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				31,372
e Remaining amount distributed out of corpus	170,530			
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	1,005,351			
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				
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			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	99,675			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	905,676			
10 Analysis of line 9:				
a Excess from 2009	95,833			
b Excess from 2010	244,635			
c Excess from 2011	238,755			
d Excess from 2012	155,923			
e Excess from 2013	170,530			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

NONE

- 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

- 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:

Form 990-PF (2013)

CIVITAS FOUNDATION

22-3594586

Page **11****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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	182,850
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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					
4	Dividends and interest from securities			14	18,554	
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	30,098	
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		48,652	0
13	Total. Add line 12, columns (b), (d), and (e)				13	48,652

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

[illegible]

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? | 1 |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | 1 |
| | (1) Cash | 1 |
| | (2) Other assets | 1 |
| b | Other transactions. | 1 |
| | (1) Sales of assets to a noncharitable exempt organization | 1 |
| | (2) Purchases of assets from a noncharitable exempt organization | 1 |
| | (3) Rental of facilities, equipment, or other assets | 1 |
| | (4) Reimbursement arrangements | 1 |
| | (5) Loans or loan guarantees | 1 |
| | (6) Performance of services or membership or fundraising solicitations | 1 |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 |
| 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 | 1 |

	Yes	No
		
1a(1)		X
1a(2)		X
		
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

[illegible]

**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.

Signature of officer or trustee

4/23/14 Date Title

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

**Paid
Preparer
Use Only**

Print/type preparer's name

DONALD J ROMAN

Preparer's signature

[Handwritten signature]

Date

4/16/2014

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Check ☒ if self-employed

PTIN

P00364310

Firm's name	► PricewaterhouseCoopers, LLP
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Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

Phone no	412-355-6000
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NAME	CUSIP	ASSET DESCRIPTION	BEG YEAR BOOK VALUE	END YEAR BOOK VALUE	END YEAR FTMV
CIVITAS FOUNDATION	00206R102	AT&T INC	2139 56	2951 34	2953 44
CIVITAS FOUNDATION	00206RAJ1	AT&T INC	11671 66	10867 00	11256 80
CIVITAS FOUNDATION	002824100	ABBOTT LABORATORIES	1171 55	1028 02	1264 89
CIVITAS FOUNDATION	00287Y109	ABBVIE INC SHS	0 00	1071 95	1742 73
CIVITAS FOUNDATION	025816109	AMERICAN EXPRESS COMPANY	1027 62	1677 06	2721 90
CIVITAS FOUNDATION	03027X100	AMERICAN TOWER REIT INC	0 00	869 80	878 02
CIVITAS FOUNDATION	03523TBP2	ANHEUSER-BUSCH INBEV WOR	6080 66	6044 12	5549 82
CIVITAS FOUNDATION	037833AK6	APPLE INC	0 00	12715 82	11689 73
CIVITAS FOUNDATION	064149T07	BANK OF NOVA SCOTIA CAD COM NPV	1616 26	0 00	0 00
CIVITAS FOUNDATION	088606108	BHP BILLITON LIMITED	2365 02	4335 46	3819 20
CIVITAS FOUNDATION	110122108	BRISTOL MYERS SQUIBB CO COM	2286 35	3931 89	6218 55
CIVITAS FOUNDATION	136375102	CANADIAN NATL RY CO	1440 69	0 00	0 00
CIVITAS FOUNDATION	149123101	CATERPILLAR INC	2688 44	0 00	0 00
CIVITAS FOUNDATION	156700106	CENTURYTEL INC	1113 39	0 00	0 00
CIVITAS FOUNDATION	166764100	CHEVRONTXACO CORP	2727 45	5535 96	6370 41
CIVITAS FOUNDATION	166764AA8	CHEVRON CORP	13128 37	12088 90	11735 88
CIVITAS FOUNDATION	171232101	CHUBB CORPORATION COM	1618 89	2920 56	3865 20
CIVITAS FOUNDATION	17275RAE2	CISCO SYSTEMS INC	12212 97	11152 90	11248 30
CIVITAS FOUNDATION	172967424	CITIGROUP INC COM NEW	0 00	2647 08	2866 05
CIVITAS FOUNDATION	172967FT3	CITIGROUP INC	5723 58	5871 08	6358 26
CIVITAS FOUNDATION	191216100	COCA-COLA CO USD	1468 00	2803 47	3139 56
CIVITAS FOUNDATION	20030N200	COMCAST CORP NEW	1063 07	3948 98	5287 28
CIVITAS FOUNDATION	20825C104	CONOCOPHILLIPS	967 65	1968 39	2402 10
CIVITAS FOUNDATION	20854P109	CONSOL ENERGY INC	1157 70	0 00	0 00
CIVITAS FOUNDATION	22541LAR4	CREDIT SUISSE FIRST BOSTON USA	9357 00	9221 49	9403 02
CIVITAS FOUNDATION	244199105	DEERE & COMPANY	2300 88	3848 49	4109 85
CIVITAS FOUNDATION	244199BE4	DEERE & COMPANY	12056 17	13056 17	12155 91
CIVITAS FOUNDATION	25243Q205	DIAGEO PLC SPON ADR NEW	2090 29	4360 31	4164 38
CIVITAS FOUNDATION	25746U109	DOMINION RES INC VA NEW	1964 42	3486 77	4269 54
CIVITAS FOUNDATION	260543103	DOW CHEMICAL COMPANY COMMON	857 49	1291 42	1820 40
CIVITAS FOUNDATION	263534109	E I DU PONT DE NEMOURS & CO COMM	2524 13	3835 36	5522 45
CIVITAS FOUNDATION	26441C204	DUKE ENERGY CORP NEW	0 00	1661 17	1656 24
CIVITAS FOUNDATION	26884L109	EQT CORP	1216 12	0 00	0 00
CIVITAS FOUNDATION	29250N105	ENBRIDGE INC	1435 43	2990 95	3101 28
CIVITAS FOUNDATION	30231G102	EXXON MOBIL CORP	3798 44	5934 71	6881 60
CIVITAS FOUNDATION	3134A4UK8	FEDERAL HOME LN MTG CORP	16530 11	0 00	0 00
CIVITAS FOUNDATION	3135G0BA0	FEDERAL NATL MTG ASSOC	12723 70	12503 50	12499 92
CIVITAS FOUNDATION	3137EADH9	FEDERAL HOME LN MTG CORP	0 00	13037 96	12922 00
CIVITAS FOUNDATION	31398ADM1	FEDERAL NATL MTG ASSOC	14687 81	13549 44	13722 12
CIVITAS FOUNDATION	316773100	FIFTH THIRD BANCORP	1076 79	2093 63	2754 93
CIVITAS FOUNDATION	337932107	FIRSTENERGY CORP	1491 56	0 00	0 00
CIVITAS FOUNDATION	369550108	GENERAL DYNAMICS CORPORATION COM	1597 74	0 00	0 00
CIVITAS FOUNDATION	369604103	GENERAL ELECTRIC CO	2548 70	6323 71	7960 52
CIVITAS FOUNDATION	36962G4H4	GENERAL ELEC CAP CORP	11004 93	0 00	0 00
CIVITAS FOUNDATION	36962G6R0	GENERAL ELEC CAP CORP	0 00	5998 92	6015 00
CIVITAS FOUNDATION	370334104	GENERAL MILLS INC COM	923 84	1588 54	1946 49
CIVITAS FOUNDATION	38141GEE0	GOLDMAN SACHS GROUP INC	11770 89	11170 20	11903 87
CIVITAS FOUNDATION	437076102	HOMER DEPOT INC USD 0 05	1369 33	3135 18	4364 02
CIVITAS FOUNDATION	438516106	HONEYWELL INTL INC	1069 24	2078 69	2923 84
CIVITAS FOUNDATION	458140100	INTEL CORPORATION	1293 69	1771 78	2102 36
CIVITAS FOUNDATION	459200101	INTERNATIONAL BUSINESS MACHINES CORP	2284 28	4063 41	3938 97
CIVITAS FOUNDATION	460146103	INTERNATIONAL PAPER COMPANY COMMON	0 00	1883 04	1912 17
CIVITAS FOUNDATION	46625H100	J P MORGAN CHASE & CO	3332 12	6115 60	8479 60
CIVITAS FOUNDATION	46625HBV1	JPMORGAN CHASE & CO	10792 63	11068 35	11332 97
CIVITAS FOUNDATION	478160104	JOHNSON & JOHNSON COM	1891 90	2783 12	3663 80
CIVITAS FOUNDATION	478966107	JOHNSON CONTROLS INC	911 08	1152 41	1898 10
CIVITAS FOUNDATION	494368103	KIMBERLY-CLARK CORP COM	1171 25	2070 56	2611 50
CIVITAS FOUNDATION	494568101	KINDER MORGAN INC DEL	0 00	1721 04	1656 00
CIVITAS FOUNDATION	532716107	LIMITED INC	1360 97	0 00	0 00
CIVITAS FOUNDATION	544147101	LORILLARD INC	1335 39	2422 86	3142 16
CIVITAS FOUNDATION	565849106	MARATHON OIL CORP	1001 06	1574 23	1870 90

CIVITAS FOUNDATION	56585A102	MARATHON PETROLEUM CORP	651.31	1487.82	2476.71
CIVITAS FOUNDATION	580135101	MC DONALDS CORPORATION COMMON	2637.48	4427.30	4657.44
CIVITAS FOUNDATION	583334107	MEADOWS VACO CORP	1079.99	1927.68	2289.66
CIVITAS FOUNDATION	58933Y105	MERCK AND CO INC SHS	1725.49	3814.11	4404.40
CIVITAS FOUNDATION	59156R108	METLIFE INC	0.00	1154.33	1294.08
CIVITAS FOUNDATION	594918104	MICROSOFT CORP COM	1418.00	2055.63	2843.16
CIVITAS FOUNDATION	609207105	MONDELEZ INTERNATIONAL	0.00	2301.00	2576.90
CIVITAS FOUNDATION	620076307	MOTOROLA SOLUTIONS INC	0.00	1817.39	2025.00
CIVITAS FOUNDATION	651639106	NEWMONT MINING CORP	0.00	1715.08	875.14
CIVITAS FOUNDATION	65339F101	NEXTERA ENERGY INC SHS	1611.02	3154.66	3938.52
CIVITAS FOUNDATION	664397106	NORTHEAST UTILITIES COMMON	1002.31	1740.05	1907.55
CIVITAS FOUNDATION	666807102	NORTHROP GRUMMAN CORP	1177.35	1829.80	3209.08
CIVITAS FOUNDATION	674599105	OCCIDENTAL PETROLEUM CORPORATION COMMON	2004.44	2990.24	3518.70
CIVITAS FOUNDATION	704549104	PEABODY ENERGY CORP	1024.23	0.00	0.00
CIVITAS FOUNDATION	717081103	PFIZER INC COM	1549.29	3579.52	4135.05
CIVITAS FOUNDATION	718172109	PHILIP MORRIS INTL INC	2448.57	4873.89	5053.54
CIVITAS FOUNDATION	718546104	PHILLIPS 66 SHS	281.70	845.00	1311.21
CIVITAS FOUNDATION	74005P104	PRAXAIR INC	1532.64	2673.04	3120.72
CIVITAS FOUNDATION	742718109	PROCTER & GAMBLE CO COM	2218.66	3491.24	4151.91
CIVITAS FOUNDATION	744320102	PRUDENTIAL FINL INC	1503.95	3322.66	4887.66
CIVITAS FOUNDATION	744573106	PUBLIC SERVICE ENTERPRISE GROUP INC	935.50	1396.03	1441.80
CIVITAS FOUNDATION	755111507	RAYTHEON CO	2077.25	3376.60	5442.00
CIVITAS FOUNDATION	767204100	RIO TINTO PLC SPON ADR	1875.76	0.00	0.00
CIVITAS FOUNDATION	806857108	SCHLUMBERGER LIMITED COM	1549.72	1900.08	2432.97
CIVITAS FOUNDATION	816851109	SEMPRA ENERGY	882.89	1561.47	2064.48
CIVITAS FOUNDATION	822582AJ1	SHELL INTERNATIONAL FIN	11840.69	12066.62	12057.32
CIVITAS FOUNDATION	842587107	SOUTHERN COMPANY COMMON	1704.91	0.00	0.00
CIVITAS FOUNDATION	867914103	SUNTRUST BANKS INC	0.00	2612.63	3312.90
CIVITAS FOUNDATION	88579Y101	3M CO	1157.61	2215.68	3366.00
CIVITAS FOUNDATION	891160509	TORONTO-DOMINION BANK (NEW)	1318.84	2167.10	2450.24
CIVITAS FOUNDATION	89151E109	TOTAL FINA ELF S.A. ADR	2166.33	2892.49	3431.12
CIVITAS FOUNDATION	89417E109	TRAVELERS COS INC	2474.14	4716.11	6066.18
CIVITAS FOUNDATION	902973304	US BANCORP DEL	1598.72	2727.68	3555.20
CIVITAS FOUNDATION	904764709	UNILEVER NV NY SHARE F NEW	2250.71	2798.08	2936.79
CIVITAS FOUNDATION	911312106	UNITED PARCEL SVC INC CL B	0.00	2305.57	2837.16
CIVITAS FOUNDATION	912810FT0	U S TREASURY BOND	12739.84	14219.64	13351.92
CIVITAS FOUNDATION	912810QU5	U S TREASURY BOND 3 125% FEB 15 2042	22360.00	21350.06	18105.99
CIVITAS FOUNDATION	912828LK4	U S TREASURY NOTE	7190.99	0.00	0.00
CIVITAS FOUNDATION	912828ND8	U S TREASURY NOTE	12852.36	11959.63	11867.13
CIVITAS FOUNDATION	912828NT3	U S TREASURY NOTE	6135.69	6188.83	6121.86
CIVITAS FOUNDATION	912828NZ9	U S TREASURY NOTE	7129.54	0.00	0.00
CIVITAS FOUNDATION	912828PA2	U S TREASURY NOTE	7405.45	7315.21	7178.85
CIVITAS FOUNDATION	912828QF0	U S TREASURY NOTE	12316.10	6189.38	6207.18
CIVITAS FOUNDATION	912828RC6	U S TREASURY NOTE	11262.39	0.00	0.00
CIVITAS FOUNDATION	912828RM4	U S TREASURY NOTE	10054.18	10055.91	10075.80
CIVITAS FOUNDATION	912828SF8	U S TREASURY NOTE 2 000% FEB 15 2022	17118.45	37936.23	36061.24
CIVITAS FOUNDATION	913017109	UNITED TECHNOLOGIES CORP	2229.52	4266.02	5917.60
CIVITAS FOUNDATION	918204108	V F CORPORATION COM	1616.92	2735.10	4488.48
CIVITAS FOUNDATION	92343V104	VERIZON COMMUNICATIONS INC	3056.10	5524.98	6289.92
CIVITAS FOUNDATION	92343VAY0	VERIZON COMMUNICATIONS	12405.61	11319.14	11470.80
CIVITAS FOUNDATION	92857W209	VODAFONE GROUP PLC NEW	1277.53	0.00	0.00
CIVITAS FOUNDATION	931142103	WAL MART STORES INC	1380.54	2387.40	2832.84
CIVITAS FOUNDATION	949746101	WELLS FARGO & CO NEW	2914.29	5047.24	6900.80
CIVITAS FOUNDATION	94974BFG0	WELLS FARGO & COMPANY	0.00	6021.81	5961.24
CIVITAS FOUNDATION	94974BFO8	WELLS FARGO & COMPANY	0.00	6051.01	6046.00
CIVITAS FOUNDATION	962166104	WEYERHAEUSER CO COM	1072.90	2635.69	3062.29
CIVITAS FOUNDATION	98996913	BIF MONEY FUND	265091.00	14776.00	14776.00
CIVITAS FOUNDATION	999999999	EXPIRED PUT/CALL	-5163.64	75.10	75.10
CIVITAS FOUNDATION	H0023R105	AGE LIMITED	907.65	1588.94	2070.60

682,470.00

521,802.69

564,006.06

CIVITAS FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PRINCETON UNIVERSITY

Street

PO BOX 5357

City

PRINCETON

State

NJ

Zip Code

08540

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,250

Name

WASHINGTON JESUIT ACADEMY

Street

900 VARNUM STREET

City

WASHINGTON

State

DC

Zip Code

20017

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

59,000

Name

FELDENKRAIS RESEARCH FOUNDATION

Street

134 W 26TH ST FL2

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

STANFORD LAW SCHOOL (STANFORD UNIVERSITY)

Street

326 GALVEZ STREET

City

STANFORD

State

CA

Zip Code

94305

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

STANFORD UNIVERSITY GRADUATE SCHOOL OF BUSINESS

Street

326 GALVEZ STREET

City

STANFORD

State

CA

Zip Code

94305

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

57,750

Name

FACING HISTORY AND OURSELVES

Street**City**

HAYWARD

State

CA

Zip Code**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

CIVITAS FOUNDATION

22-3594586 Page 2 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HOSPICE CARE NETWORK

Street

99 SUNNYSIDE BLVD

City

WOODBURY

State

NY

Zip Code

11797

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

YALE PARENTS FUND

Street

157 CHURCH STREET

City

NEW HAVEN

State

CT

Zip Code

06510

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,200

Name

GEORGETOWN UNIVERSITY

Street

37TH AND O STS NW

City

WASHINGTON

State

DC

Zip Code

20007

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

COLUMBIA UNIVERSITY ATHLETICS

Street

622 WEST 113TH STREET

City

NEW YORK

State

NY

Zip Code

10025

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

PRINCETON DAY SCHOOL INC

Street

PO BOX 75PRINCETON

City

PRINCETON

State

NJ

Zip Code

08542

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

BIG BROTHERS BIG SISTERS OF LA PLATA COUNTY

Street

72 SUTTLE STREET

City

DURNGO

State

CO

Zip Code

81303

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

CIVITAS FOUNDATION

22-3594586 Page 3 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TEACHERS COLLEGE - COLUMBIA UNIVERSITY

Street

525 W 120 ST BOX 235

City

NEW YORK

State

NY

Zip Code

10027

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

GEANCO FOUNDATION

Street

350 S GRAND AVENUE 25TH FLOOR

City

LOS ANGELES

State

CA

Zip Code

90071

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

JOHN HOPKINS CENTER FOR TALENTED YOUTH - NGVF

Street

3400 NORTH CHARLES STREET 223 GARLAND HALL

City

BALTIMORE

State

MD

Zip Code

21218

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

NEW JERSEY SCHOLARS PROGRAM, INC

Street

PO BOX 6008

City

LAWRENCEVILLE

State

NJ

Zip Code

08648

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

RISING HOPE UNITED METHODIST CONGREGATION

Street**City**

ALEXANDRIA

State

VA

Zip Code**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

150

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV		Long Term CG Distributions		Short Term CG Distributions		Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss				
						CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AT&T INC	00206RAJ1				2/17/2009				1,187	1,000			0	167		
2	X	AT&T INC	00206RAJ1				3/28/2009				1,149	977			0	172		
3	X	AT&T INC	00206RAJ1				2/17/2009				1,149	1,000			0	149		
4	X	ABBOTT LABS	002824100				5/18/2008				219	121			0	98		
5	X	ABBOTT LABS	002824100				5/18/2008				36	20			0	16		
6	X	ABBOTT LABS	002824100				12/20/2011				217	158			0	59		
7	X	ABBOTT LABS	002824100				5/18/2008				301	154			0	147		
8	X	ABBOTT LABS	002824100				12/20/2011				357	229			0	128		
9	X	ABBOTT LABS	002824100				12/15/2010				527	326			0	201		
10	X	ABBOTT LABS	002824100				8/6/2013				303	186			0	117		
11	X	ABBOTT LABS	002824100				12/20/2011				152	94			0	58		
12	X	ABBOTT LABS	002824100				12/20/2011				84	47			0	37		
13	X	ABBOTT LABS	002824100				11/5/2013				216	237			0	-21		
14	X	ABBOTT LABS	002824100				11/5/2013				154	158			0	-4		
15	X	ABBOTT LABS	002824100				7/18/2012				959	1,013			0	-54		
16	X	ABBOTT LABS	002824100				5/13/2013				930	1,013			0	-83		
17	X	ABBOTT LABS	002824100				5/13/2013				951	978			0	-27		
18	X	ABBOTT LABS	002824100				5/13/2013				1,821	1,956			0	-135		
19	X	ABBOTT LABS	002824100				7/23/2008				557	498			0	59		
20	X	ABBOTT LABS	002824100				12/20/2011				549	484			0	65		
21	X	ABBOTT LABS	002824100				8/6/2008				439	404			0	35		
22	X	ABBOTT LABS	002824100				1/3/2013				937	988			0	-51		
23	X	ABBOTT LABS	002824100				7/23/2008				87	73			0	-6		
24	X	ABBOTT LABS	002824100				3/25/2009				287	184			0	83		
25	X	ABBOTT LABS	002824100				3/25/2009				385	276			0	109		
26	X	ABBOTT LABS	002824100				12/20/2011				128	141			0	-13		
27	X	ABBOTT LABS	002824100				7/8/2013				226	282			0	-66		
28	X	ABBOTT LABS	002824100				8/6/2013				569	635			0	-59		
29	X	ABBOTT LABS	002824100				1/15/2013				539	528			0	11		
30	X	ABBOTT LABS	002824100				3/25/2009				202	159			0	43		
31	X	ABBOTT LABS	002824100				7/23/2008				506	499			0	7		
32	X	ABBOTT LABS	002824100				3/25/2009				319	238			0	81		
33	X	ABBOTT LABS	002824100				12/20/2011				319	261			0	58		
34	X	ABBOTT LABS	002824100				12/20/2011				638	522			0	116		
35	X	ABBOTT LABS	002824100				1/3/2013				102	106			0	-4		
36	X	ABBOTT LABS	002824100				7/12/2013				988	1,046			0	-58		
37	X	ABBOTT LABS	002824100				7/12/2013				274	249			0	25		
38	X	ABBOTT LABS	002824100				4/7/2009				1,116	493			0	623		
39	X	ABBOTT LABS	002824100				7/8/2013				264	123			0	141		
40	X	ABBOTT LABS	002824100				8/6/2013				88	41			0	47		
41	X	ABBOTT LABS	002824100				12/20/2011				883	995			0	188		
42	X	ABBOTT LABS	002824100				8/21/2009				291	148			0	143		
43	X	ABBOTT LABS	002824100				5/2/2013				489	375			0	114		
44	X	ABBOTT LABS	002824100				8/21/2009				782	395			0	387		
45	X	ABBOTT LABS	002824100				1/3/2013				1,300	1,194			0	106		
46	X	ABBOTT LABS	002824100				12/20/2011				700	524			0	176		
47	X	ABBOTT LABS	002824100				1/3/2013				1,209	1,103			0	108		
48	X	ABBOTT LABS	002824100				10/15/2009				988	595			0	391		
49	X	ABBOTT LABS	002824100				12/23/2010				448	471			0	-23		
50	X	ABBOTT LABS	002824100				12/20/2011				1,613	1,624			0	-11		
51	X	ABBOTT LABS	002824100				1/3/2013				896	947			0	-51		
52	X	ABBOTT LABS	002824100				1/3/2013				2,443	2,745			0	-302		
53	X	ABBOTT LABS	002824100				12/20/2011				648	678			0	-30		
54	X	ABBOTT LABS	002824100				1/5/2010				548	437			0	109		
55	X	ABBOTT LABS	002824100				1/3/2013				1,296	1,513			0	-217		
56	X	ABBOTT LABS	002824100				4/14/2003				470	129			0	341		
57	X	ABBOTT LABS	002824100				8/6/2013				715	193			0	522		
58	X	ABBOTT LABS	002824100				3/25/2009				606	350			0	256		
59	X	ABBOTT LABS	002824100				12/20/2011				986	823			0	163		
60	X	ABBOTT LABS	002824100				12/20/2011				242	206			0	36		
61	X	ABBOTT LABS	002824100				12/12/2013				174	151			0	23		
62	X	ABBOTT LABS	002824100				6/12/2012				990	1,004			0	-14		
63	X	ABBOTT LABS	002824100				8/7/2013				950	1,004			0	-54		
64	X	ABBOTT LABS	002824100				4/4/2013				249	147			0	102		
65	X	ABBOTT LABS	002824100				7/23/2008				827	513			0	314		
66	X	ABBOTT LABS	002824100				7/23/2008				118	73			0	45		
67	X	ABBOTT LABS	002824100				12/20/2011				237	170			0	67		
68	X	ABBOTT LABS	002824100				12/20/2011				921	995			0	328		

Check "X" to include in Part IV		Long Term CG Distributions		Amount		Totals									
		Short Term CG Distributions		453		Capital Gains/Losses				Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Description		CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
69	X	DOMINION RES INC NEW VA	257481109		7/9/2009		4/4/2013	297	165				0	132	0
70	X	CITIGROUP INC COM NEW	172987424		3/11/2013		12/12/2013	153	143				0	10	0
71	X	CONOCOPHILLIPS	20825C104		12/20/2011		8/6/2013	335	288				0	67	0
72	X	CONOCOPHILLIPS	20825C104		4/14/2003		8/6/2013	87	20				0	47	0
73	X	CONOCOPHILLIPS	20825C104		12/20/2011		12/12/2013	70	54				0	16	0
74	X	CONSOL ENERGY INC COM	20854P109		7/23/2008		7/8/2013	247	721				0	-474	0
75	X	CONSOL ENERGY INC COM	20854P109		8/6/2008		9/24/2013	171	377				0	-206	0
76	X	CONSOL ENERGY INC COM	20854P109		12/20/2011		9/25/2013	203	219				0	-18	0
77	X	CONSOL ENERGY INC COM	20854P109		1/3/2013		9/25/2013	203	192				0	17	0
78	X	CONSOL ENERGY INC COM	20854P109		8/6/2008		9/25/2013	34	75				0	-41	0
79	X	CONSOL ENERGY INC COM	20854P109		1/3/2013		9/26/2013	507	481				0	28	0
80	X	CONSOL ENERGY INC COM	20854P109		1/3/2013		9/27/2013	101	96				0	5	0
81	X	CREDIT SUISSE FB USA INC	22541LAR4		3/25/2011		6/6/2013	1065	1035				0	30	0
82	X	CREDIT SUISSE FB USA INC	22541LAR4		3/25/2011		8/6/2013	1058	1031				0	27	0
83	X	DEERE CO	244199105		7/23/2008		4/4/2013	343	289				0	54	0
84	X	DEERE CO	244199105		7/23/2008		6/6/2013	516	434				0	82	0
85	X	DEERE CO	244199105		7/23/2008		7/8/2013	244	217				0	27	0
86	X	DEERE CO	244199105		12/20/2011		8/6/2013	571	530				0	41	0
87	X	CHEVRON CORP	166704AA8		12/3/2012		8/6/2013	990	1009				0	-19	0
88	X	CHEVRON CORP	166704AA8		12/3/2012		8/6/2013	1,964	2,017				0	-53	0
89	X	CHUBB CORP	171232101		7/23/2008		12/12/2013	187	98				0	89	0
90	X	CISCO SYSTEMS INC	17275RAE2		6/7/2011		8/6/2013	1,159	1,070				0	89	0
91	X	CISCO SYSTEMS INC	17275RAE2		6/7/2011		8/6/2013	2,288	2,137				0	149	0
92	X	CITIGROUP INC COM NEW	172987424		3/11/2013		6/6/2013	301	286				0	15	0
93	X	CITIGROUP INC COM NEW	172987424		3/11/2013		7/8/2013	247	239				0	8	0
94	X	CITIGROUP INC	172987FT3		11/17/2011		8/6/2013	1,056	957				0	99	0
95	X	COCA COLA COM	191216100		3/25/2009		6/6/2013	648	359				0	289	0
96	X	COCA COLA COM	191216100		19/12/16100		7/8/2013	192	90				0	72	0
97	X	COCA COLA COM	191216100		19/12/16100		7/8/2013	40	34				0	6	0
98	X	COCA COLA COM	191216100		19/12/16100		8/6/2013	525	443				0	82	0
99	X	COMCAST GRP NEW CL A SP	20030N200		2/16/2011		6/6/2013	577	360				0	217	0
100	X	COMCAST GRP NEW CL A SP	20030N200		2/16/2011		7/8/2013	244	144				0	100	0
101	X	COMCAST GRP NEW CL A SP	20030N200		3/2/2011		7/8/2013	192	98				0	64	0
102	X	COMCAST GRP NEW CL A SP	20030N200		12/20/2011		8/6/2013	388	211				0	177	0
103	X	COMCAST GRP NEW CL A SP	20030N200		3/2/2011		8/6/2013	215	122				0	93	0
104	X	COMCAST GRP NEW CL A SP	20030N200		12/20/2011		12/12/2013	237	117				0	120	0
105	X	CONOCOPHILLIPS	20825C104		4/14/2003		6/6/2013	430	339				0	291	0
106	X	CONOCOPHILLIPS	20825C104		4/14/2003		7/8/2013	188	188				0	129	0
107	X	CITIGROUP INC COM NEW	172987424		3/11/2013		8/6/2013	361	334				0	27	0
108	X	DOMINION RES INC NEW VA	257481109		7/9/2009		8/6/2013	494	297				0	197	0
109	X	DOMINION RES INC NEW VA	257481109		7/9/2009		7/9/2013	284	165				0	119	0
110	X	DOMINION RES INC NEW VA	257481109		12/20/2011		7/8/2013	57	52				0	5	0
111	X	DOMINION RES INC NEW VA	257481109		12/20/2011		8/6/2013	592	516				0	76	0
112	X	DOMINION RES INC NEW VA	257481109		12/20/2011		12/12/2013	191	155				0	36	0
113	X	DOW CHEMICAL CO	280543103		6/6/2011		8/6/2013	271	282				0	-11	0
114	X	DOW CHEMICAL CO	280543103		6/20/2011		8/6/2013	144	135				0	9	0
115	X	DOW CHEMICAL CO	280543103		8/6/2011		8/6/2013	180	178				0	4	0
116	X	DU PONT E I DE NEMOURS	263534109		1/23/2008		4/4/2013	341	309				0	32	0
117	X	DU PONT E I DE NEMOURS	263534109		1/23/2008		6/6/2013	652	530				0	122	0
118	X	DU PONT E I DE NEMOURS	263534109		12/3/2008		7/8/2013	286	221				0	48	0
119	X	DU PONT E I DE NEMOURS	263534109		12/20/2011		7/8/2013	181	133				0	28	0
120	X	DU PONT E I DE NEMOURS	263534109		12/20/2011		8/6/2013	709	534				0	175	0
121	X	DU PONT E I DE NEMOURS	263534109		12/20/2011		12/12/2013	180	133				0	47	0
122	X	DUKE ENERGY CORP NEW	28441C204		2/11/2013		6/6/2013	277	268				0	-9	0
123	X	EXXON MOBIL CORP COM	30231G102		4/3/2008		6/6/2013	804	804				0	0	0
124	X	EXXON MOBIL CORP COM	30231G102		3/25/2009		6/6/2013	89	71				0	18	0
125	X	EXXON MOBIL CORP COM	30231G102		3/25/2009		7/8/2013	369	284				0	85	0
126	X	EXXON MOBIL CORP COM	30231G102		12/20/2011		7/8/2013	184	163				0	21	0
127	X	EXXON MOBIL CORP COM	30231G102		12/20/2011		8/6/2013	1,005	895				0	110	0
128	X	EXXON MOBIL CORP COM	30231G102		12/20/2011		12/12/2013	191	163				0	28	0
129	X	FEDERAL HOME LN MTG COR	31344AUK8		3/26/2009		6/6/2013	2,041	2,020				0	21	0
130	X	FEDERAL HOME LN MTG COR	31344AUK8		12/30/2010		8/6/2013	1,013	1,010				0	3	0
131	X	FEDERAL HOME LN MTG COR	31344AUK8		3/26/2009		8/6/2013	1,013	1,013				0	7	0
132	X	FEDERAL HOME LN MTG COR	31344AUK8		2/11/2011		11/15/2013	4,000	4,000				0	0	0
133	X	FIFTH THIRD BANCORP	316773100		12/21/2012		12/12/2013	142	107				0	35	0
134	X	FIRSTENERGY CORP	337932107		12/20/2011		2/6/2013	397	432				0	-35	0
135	X	FIRSTENERGY CORP	337932107		7/23/2008		2/6/2013	476	889				0	-413	0
136	X	FIRSTENERGY CORP	337932107		1/3/2013		2/6/2013	317	338				0	-21	0

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										453		Capital Gains/Losses		283,746		253,848		30,098	
										Other sales		0		0		0		0	
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
137	X	FIRSTENERGY CORP	337932107		1/3/2013		2/6/2013	717	761				0	-44					
138	X	FIRSTENERGY CORP	337932107		8/6/2008		2/6/2013	159	288				0	-129					
139	X	GENL DYNAMICS CORP COM	369550108		12/20/2011		2/11/2013	133	129				0	4					
140	X	FEDERAL HOME LN MTG COR	313444UR8		12/20/2011		11/15/2013	8,000	8,000				0	0					
141	X	FEDERAL HOME LN MTG COR	313444UR8		14/2/2013		11/15/2013	3,000	3,000				0	0					
142	X	FEDERAL NATL MTG ASSOC	3135GGBA0		8/2/2012		8/6/2013	1,051	1,052				0	-1					
143	X	FEDERAL NATL MTG ASSOC	3135GGBA0		8/2/2012		7/9/2013	1,045	1,051				0	-6					
144	X	FEDERAL NATL MTG ASSOC	3139BADM1		2/17/2009		8/6/2013	1,174	1,075				0	99					
145	X	FEDERAL NATL MTG ASSOC	3139BADM1		3/26/2009		8/6/2013	2,319	2,124				0	195					
146	X	FIFTH THIRD BANCORP	316773100		12/20/2012		8/6/2013	303	259				0	44					
147	X	FIFTH THIRD BANCORP	316773100		12/20/2012		8/6/2013	58	46				0	12					
148	X	FIFTH THIRD BANCORP	316773100		12/21/2012		8/6/2013	502	396				0	106					
149	X	ENBRIDGE INC COM	29250N105		7/23/2008		5/6/2013	680	342				0	338					
150	X	DUKE ENERGY CORP NEW	26441C2D4		2/11/2013		8/6/2013	427	415				0	12					
151	X	DUKE ENERGY CORP NEW	26441C2D4		2/11/2013		12/1/2013	68	69				0	-1					
152	X	EQT CORP	26884L109		1/3/2013		2/6/2013	1,458	1,423				0	33					
153	X	EQT CORP	26884L109		12/20/2011		2/6/2013	728	659				0	69					
154	X	ENBRIDGE INC COM	29250N105		7/23/2008		7/8/2013	127	64				0	63					
155	X	EQT CORP	26884L109		7/23/2008		2/6/2013	607	559				0	48					
156	X	ENBRIDGE INC COM	29250N105		12/20/2011		7/8/2013	85	71				0	14					
157	X	ENBRIDGE INC COM	29250N105		12/20/2011		8/6/2013	481	392				0	89					
158	X	ENBRIDGE INC COM	29250N105		12/20/2011		12/1/2013	123	107				0	16					
159	X	EXXON MOBIL CORP COM	30231G102		4/3/2008		4/4/2013	448	448				0	2					
160	X	GENL DYNAMICS CORP COM	369550108		8/6/2008		2/11/2013	200	282				0	-82					
161	X	GENL DYNAMICS CORP COM	369550108		7/23/2008		2/11/2013	667	890				0	-223					
162	X	GENL DYNAMICS CORP COM	369550108		12/20/2011		2/12/2013	400	387				0	13					
163	X	GENL DYNAMICS CORP COM	369550108		1/3/2013		2/12/2013	1,401	1,504				0	-103					
164	X	GENERAL ELECTRIC	369604103		10/23/2006		4/4/2013	253	392				0	-139					
165	X	GENERAL ELECTRIC	369604103		11/6/2008		8/6/2013	535	833				0	-298					
166	X	GENERAL ELECTRIC	369604103		10/23/2006		8/6/2013	302	484				0	-182					
167	X	GENERAL ELECTRIC	369604103		12/14/2010		7/9/2013	280	214				0	66					
168	X	GENERAL ELECTRIC	369604103		11/6/2008		7/8/2013	164	254				0	-90					
169	X	FEDERAL NATL MTG ASSOC	3135GGBA0		8/2/2012		8/7/2013	1,047	1,049				0	-2					
170	X	FEDERAL NATL MTG ASSOC	3139BADM1		3/26/2009		8/6/2013	1,174	1,084				0	110					
171	X	GENERAL ELECTRIC	369604103		12/20/2011		8/6/2013	582	417				0	165					
172	X	GENERAL ELECTRIC	369604103		12/23/2010		8/6/2013	243	182				0	61					
173	X	GENERAL ELECTRIC	369604103		12/14/2010		8/6/2013	73	54				0	19					
174	X	GENERAL ELECTRIC	369604103		12/20/2011		12/1/2013	160	104				0	56					
175	X	GENERAL ELEC CAP CORP	36962G4H4		12/20/2011		1/8/2013	4,000	4,000				0	0					
176	X	GENERAL ELEC CAP CORP	36962G4H4		8/20/2011		1/8/2013	1,000	1,001				0	-1					
177	X	GENERAL ELEC CAP CORP	36962G4H4		6/7/2011		1/9/2013	6,000	6,000				0	0					
178	X	GENERAL ELEC CAP CORP	36962G6R0		1/9/2013		8/6/2013	1,001	1,000				0	1					
179	X	GENERAL ELEC CAP CORP	36962G6R0		1/9/2013		8/6/2013	998	1,000				0	-2					
180	X	GENERAL MILLS	370334104		3/31/2009		6/6/2013	426	227				0	189					
181	X	GENERAL MILLS	370334104		12/20/2011		8/6/2013	315	234				0	81					
182	X	GENERAL MILLS	370334104		3/31/2009		8/6/2013	158	76				0	82					
183	X	GOLDMAN SACHS GROUP INC	3814IGED0		2/26/2009		8/6/2013	1,098	892				0	206					
184	X	GOLDMAN SACHS GROUP INC	3814IGED0		3/26/2009		7/9/2013	1,088	900				0	188					
185	X	GOLDMAN SACHS GROUP INC	3814IGED0		3/26/2009		8/6/2013	1,088	900				0	188					
186	X	HOMER DEPOT INC	437076102		4/9/2010		4/4/2013	282	133				0	149					
187	X	HOMER DEPOT INC	437076102		4/9/2010		8/6/2013	891	298				0	392					
188	X	HOMER DEPOT INC	437076102		12/20/2011		7/8/2013	79	42				0	37					
189	X	HOMER DEPOT INC	437076102		4/9/2010		7/9/2013	159	66				0	93					
190	X	NEXTERA ENERGY INC SHS	65339F101		12/20/2011		12/1/2013	166	117				0	49					
191	X	NORTH EAST UTILITIES COM	664397108		7/23/2008		8/6/2013	455	274				0	181					
192	X	NORTH EAST UTILITIES COM	664397108		12/20/2011		8/6/2013	262	210				0	52					
193	X	NORTH EAST UTILITIES COM	664397108		7/23/2008		8/6/2013	175	100				0	75					
194	X	NORTH EAST UTILITIES COM	664397108		12/20/2011		12/1/2013	83	70				0	13					
195	X	NORTHROP GRUMMAN CORP	666807102		7/23/2008		8/6/2013	491	368				0	123					
196	X	NORTHROP GRUMMAN CORP	666807102		8/6/2008		8/6/2013	285	182				0	103					
197	X	NORTHROP GRUMMAN CORP	666807102		7/23/2008		8/6/2013	285	184				0	101					
198	X	NORTHROP GRUMMAN CORP	666807102		8/6/2008		12/1/2013	108	61				0	47					
199	X	OCCIDENTAL PETE CORP CA	674599105		3/25/2009		8/6/2013	185	119				0	66					
200	X	OCCIDENTAL PETE CORP CA	674599105		7/23/2008		8/6/2013	555	438				0	117					
201	X	OCCIDENTAL PETE CORP CA	674599105		3/25/2009		7/8/2013	272	178				0	94					
202	X	OCCIDENTAL PETE CORP CA	674599105		12/20/2011		8/6/2013	528	545				0	-17					
203	X	OCCIDENTAL PETE CORP CA	674599105		12/20/2011		12/1/2013	91	91				0	0					
204	X	PEABODY ENERGY CORP CC	704549104		1/3/2013		4/4/2013	317	427				0	-110					

Long Term CG Distributions										Amount		Totals				Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																														
Short Term CG Distributions										453		Capital Gains/Losses				283,748		253,848		30,098																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																														
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals		Net Gain or Loss
													Capital Gains/Losses		Net Gain or Loss
													Gross Sales	Cost, Other Basis and Expenses	
	Long Term CG Distributions	Amount	453										283,746	253,848	30,098
	Short Term CG Distributions												0	0	0
273	X MARATHON OIL CORP	565849106			3/25/2009		8/8/2013	37	16						21
274	X INTEL CORP	458140100			9/18/2009		8/8/2013	227	198						29
275	X INTEL CORP	458140100			12/20/2011		12/12/2013	98	95						3
276	X INTEL BUSINESS MACHINES	459200101			7/23/2008		8/8/2013	1,010	848						362
277	X INTEL BUSINESS MACHINES	459200101			7/23/2008		8/8/2013	195	130						65
278	X INTEL BUSINESS MACHINES	459200101			12/20/2011		8/8/2013	571	558						13
279	X INTEL BUSINESS MACHINES	459200101			12/20/2011		12/12/2013	174	186						-12
280	X INTEL PAPER CO	460146103			7/18/2013		8/8/2013	241	242						0
281	X JPMORGAN CHASE & CO	46625H100			10/10/2008		8/8/2013	283	224						59
282	X JPMORGAN CHASE & CO	46625H100			10/24/2008		4/4/2013	330	250						80
283	X JPMORGAN CHASE & CO	46625H100			5/5/2009		8/8/2013	105	70						35
284	X MCDONALDS CORP	580135101			12/20/2011		12/12/2013	94	99						-5
285	X MEADWESTVACO CORP	583334107			7/23/2008		8/8/2013	489	308						181
286	X MEADWESTVACO CORP	583334107			12/20/2011		8/8/2013	260	181						79
287	X MEADWESTVACO CORP	583334107			7/23/2008		8/8/2013	260	154						106
288	X MEADWESTVACO CORP	583334107			12/20/2011		12/12/2013	70	52						18
289	X MERCK AND CO INC SHS	58933Y105			1/5/2010		8/8/2013	577	448						129
290	X MERCK AND CO INC SHS	58933Y105			7/23/2008		8/8/2013	96	84						12
291	X MERCK AND CO INC SHS	58933Y105			12/20/2011		7/8/2013	47	37						10
292	X KIMBERLY CLARK	494368103			12/20/2011		8/8/2013	95	72						23
293	X MERCK AND CO INC SHS	58933Y105			1/5/2010		7/8/2013	332	281						51
294	X MERCK AND CO INC SHS	58933Y105			12/20/2011		8/8/2013	625	478						147
295	X MERCK AND CO INC SHS	58933Y105			12/20/2011		12/12/2013	97	74						23
296	X METLIFE INC	59156R108			7/8/2013		12/12/2013	257	241						16
297	X MICROSOFT CORP	594918104			12/7/2011		8/8/2013	312	231						81
298	X MICROSOFT CORP	594918104			7/15/2010		8/8/2013	312	231						81
299	X MICROSOFT CORP	594918104			12/20/2011		8/8/2013	345	285						59
300	X MICROSOFT CORP	594918104			12/7/2011		8/8/2013	188	154						34
301	X MICROSOFT CORP	594918104			12/20/2011		12/12/2013	112	78						34
302	X MONDELEZ INTERNATIONAL	609207105			4/22/2013		8/8/2013	321	347						-26
303	X MONDELEZ INTERNATIONAL	609207105			4/22/2013		8/8/2013	572	588						16
304	X MONDELEZ INTERNATIONAL	609207105			12/12/2013		8/8/2013	68	63						5
305	X PEABODY ENERGY CORP	704549104			8/6/2008		4/4/2013	119	345						-228
306	X PEABODY ENERGY CORP	704549104			10/19/2009		4/4/2013	198	634						-436
307	X PFIZER INC	717081103			7/23/2008		4/4/2013	292	176						116
308	X PFIZER INC	717081103			12/20/2011		8/8/2013	56	43						13
309	X PFIZER INC	717081103			10/19/2009		8/8/2013	555	352						203
310	X PFIZER INC	717081103			12/20/2011		7/8/2013	254	193						61
311	X PFIZER INC	717081103			12/20/2011		8/8/2013	673	492						181
312	X PFIZER INC	717081103			12/20/2011		12/12/2013	92	84						8
313	X PHILIP MORRIS INTL INC	718172109			10/29/2008		4/4/2013	474	216						258
314	X PHILIP MORRIS INTL INC	718172109			3/25/2009		8/8/2013	539	236						303
315	X PHILIP MORRIS INTL INC	718172109			10/29/2008		8/8/2013	180	87						93
316	X PHILIP MORRIS INTL INC	718172109			12/20/2011		7/8/2013	89	79						10
317	X PHILIP MORRIS INTL INC	718172109			3/25/2009		8/8/2013	798	687						111
318	X PHILIP MORRIS INTL INC	718172109			12/20/2011		12/12/2013	171	153						18
319	X PHILIP MORRIS INTL INC	718172109			12/20/2011		8/8/2013	321	59						262
320	X PHILLIPS 66 SHS	718546104			4/14/2003		8/8/2013	321	128						196
321	X PHILLIPS 66 SHS	718546104			12/20/2011		8/8/2013	222	136						86
322	X PRAXAIR INC	74005P104			3/25/2009		4/4/2013	114	105						9
323	X PRAXAIR INC	74005P104			12/20/2011		8/8/2013	229	136						93
324	X PRAXAIR INC	74005P104			3/25/2009		8/8/2013	231	210						21
325	X PRAXAIR INC	74005P104			12/20/2011		8/8/2013	481	420						61
326	X PRAXAIR INC	74005P104			12/20/2011		12/12/2013	125	105						20
327	X PROCTER & GAMBLE CO	742718109			7/23/2008		4/4/2013	532	453						79
328	X PROCTER & GAMBLE CO	742718109			12/20/2011		8/8/2013	77	68						9
329	X PROCTER & GAMBLE CO	742718109			7/23/2008		7/8/2013	236	194						42
330	X PROCTER & GAMBLE CO	742718109			12/20/2011		8/8/2013	653	526						127
331	X PROCTER & GAMBLE CO	742718109			12/20/2011		12/12/2013	82	86						16
332	X PRUDENTIAL FINANCIAL INC	744320102			9/10/2010		8/8/2013	610	515						95
333	X PRUDENTIAL FINANCIAL INC	744320102			12/20/2011		7/8/2013	231	145						86
334	X PRUDENTIAL FINANCIAL INC	744320102			8/10/2010		8/8/2013	77	57						20
335	X PRUDENTIAL FINANCIAL INC	744320102			12/20/2011		8/8/2013	81	55						26
336	X PRUDENTIAL FINANCIAL INC	744320102			8/29/2012		8/8/2013	405	242						163
337	X PRUDENTIAL FINANCIAL INC	744320102			12/20/2011		12/12/2013	287	164						103
338	X PRUDENTIAL FINANCIAL INC	744320102			8/29/2012		8/8/2013	324	292						32
339	X PUB SVC ENTERPRISE GRP	744573106			3/6/2009		6/6/2013								72

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Capital Gains/Losses										283,748		253,648		30,098	
Other sales										0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
477	X	U S TREASURY NOTE			12/20/2011		8/27/2013	1,038	1,038					2	
478	X	U S TREASURY NOTE			5/27/2011		8/27/2013	5,189	5,044					145	
479	X	U S TREASURY NOTE			12/20/2011		8/27/2013	1,040	1,035		5			5	
480	X	U S TREASURY NOTE			1/4/2013		5/13/2013	2,084	2,068					16	
481	X	U S TREASURY NOTE			10/28/2012		5/13/2013	5,211	5,221					-10	
482	X	U S TREASURY NOTE			12/20/2011		5/13/2013	3,127	3,058					69	
483	X	U S TREASURY NOTE			8/25/2011		5/13/2013	3,127	2,970					157	
484	X	U S TREASURY NOTE			11/17/2011		8/6/2013	1,014	1,004		10			10	
485	X	U S TREASURY NOTE			2/27/2012		8/6/2013	3,877	4,026					5	
486	X	U S TREASURY NOTE			5/5/2009		8/6/2013	279	155					-149	
487	X	UNITED TECHS CORP COM			5/5/2009		4/4/2013	645	382					263	
488	X	UNITED TECHS CORP COM			5/5/2009		8/6/2013	485	258					227	
489	X	UNITED TECHS CORP COM			12/20/2011		8/6/2013	630	444					186	

Part I, Line 16b (990-PF) - Accounting Fees

		1,500	0	0	1,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,500			1,500

Part I, Line 16c (990-PF) - Other Professional Fees

		6,381	3,829	0	2,552
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER PROFESSIONAL FEES	6,381	3,829		2,552

Part I, Line 18 (990-PF) - Taxes

		149	132	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	132	132		
2	ESTIMATED EXCISE PAYMENTS	17			

Part I, Line 23 (990-PF) - Other Expenses

		15,000	0	0	15,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADMINISTRATIVE FEES	15,000			15,000

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PURCHASE OF ACCRUED INTEREST C/O FROM PY	1	615
2	Total	2	615

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORTIZATION	1	3,233
2	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	2	728
3	COST BASIS ADJUSTMENT	3	94
4	Total	4	4,055

84	DEERE CO	244199105	7/23/2008	516	0	434	0	82	82
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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	STANLEY L LEVIN							PRES/TREAS	0.42	0		
2	DAVID A. HANDLER							SECRETARY	0.21	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	308
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	17
7 Total	7	325