Form **990-PF** — Department of the Treasury, Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052 — **2013** — Open to Public Inspection

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

Name of foundation: 39-15C037609768 KATHERINE S STIBBE CHARITABLE TRUST CITIBANK, N.A.

A Employer identification number: 22-6715670

Number and street (or P O box number if mail is not delivered to street address): ONE COURT SQUARE 19TH FLOOR — Room/suite:

B Telephone number (see instructions): 800-770-8444

City or town, state or province, country, and ZIP or foreign postal code: LONG ISLAND CITY, NY 11120

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 [X] 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: [X] 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) ▶ $ 15,740,495.

J Accounting method: [X] 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 ▶ [ ]

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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).)*

	Line	(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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	333,871.	333,091.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	250,097.			
	b Gross sales price for all assets on line 6a 1,530,530.				
	7 Capital gain net income (from Part IV, line 2)		250,100.		
	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)	398,762.	519,393.		STMT 2
	12 **Total.** Add lines 1 through 11	982,730.	1,102,584.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	183,332.	91,666.		91,666.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	299,233.	193.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	482,565.	91,859.	NONE	91,666.
	25 Contributions, gifts, grants paid	490,000.			490,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	972,565.	91,859.	NONE	581,666.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	10,165.			
	b **Net investment income** (if negative, enter -0-)		1,010,725.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	481,869.	311,575.	311,575.
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 ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 4	8,397,585.	8,577,795.	15,428,920.
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)	8,879,454.	8,889,370.	15,740,495.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	8,429,392.	8,622,871.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	450,062.	266,499.	
30	**Total net assets or fund balances** (see instructions)	8,879,454.	8,889,370.	
31	**Total liabilities and net assets/fund balances** (see instructions)	8,879,454.	8,889,370.	

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	8,879,454.
2	Enter amount from Part I, line 27a	2	10,165.
3	Other increases not included in line 2 (itemize) ▶ CARRYING VALUE ADJ	3	182.
4	Add lines 1, 2, and 3	4	8,889,801.
5	Decreases not included in line 2 (itemize) ▶ 2012 RETURN OF CAPITAL BASIS ADJ	5	431.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,889,370.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,530,530.		1,280,430.	250,100.
b				
c				
d				
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				250,100.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 250,100.

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

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	535,688.	12,734,307.	0.042067
2011	490,345.	10,984,738.	0.044639
2010	431,499.	10,564,036.	0.040846
2009	483,262.	11,376,509.	0.042479
2008	473,778.	10,925,059.	0.043366

		Line	Amount
2	**Total** of line 1, column (d)	2	0.213397
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	0.042679
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,679,614.
5	Multiply line 4 by line 3	5	626,511.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,107.
7	Add lines 5 and 6	7	636,618.
8	Enter qualifying distributions from Part XII, line 4	8	581,666.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	20,215.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	20,215.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	20,215.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 18,168.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	18,168.
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	2,047.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 5 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

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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 ▶ , , ,			
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		X
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)*	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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
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? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
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 [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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
BLAISE FRADELLA ONE COURT SQUARE, 19TH FL, LONG ISLAND CITY, NY 11120	CO-TTEE, AS REQ'	40,852.	-0-	-0-
CONSTANTINE RALLI, ESQ. ONE COURT SQUARE, 19TH FL, LONG ISLAND CITY, NY 11120	CO-TTEE, AS REQ'	40,852.	-0-	-0-
CITIBANK N.A. ONE COURT SQUARE, 19TH FL, LONG ISLAND CITY, NY 11120	TRUSTEE, AS REQ'	101,628.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,268,596.
b	Average of monthly cash balances	1b	416,084.
c	Fair market value of all other assets (see instructions)	1c	7,218,481.
d	**Total** (add lines 1a, b, and c)	1d	14,903,161.
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	NONE
3	Subtract line 2 from line 1d	3	14,903,161.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	223,547.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,679,614.
6	**Minimum investment return.** Enter 5% of line 5	6	733,981.

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	733,981.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	20,215.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	20,215.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	713,766.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	713,766.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	713,766.

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	581,666.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	581,666.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	581,666.

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				713,766.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			345,784.	
b Total for prior years 20 11 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . . . NONE				
b From 2009 . . . . . . NONE				
c From 2010 . . . . . . NONE				
d From 2011 . . . . . . NONE				
e From 2012 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 581,666.				
a Applied to 2012, but not more than line 2a			345,784.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				235,882.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				477,884.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 . . . NONE				
b Excess from 2010 . . . NONE				
c Excess from 2011 . . . NONE				
d Excess from 2012 . . . NONE				
e Excess from 2013 . . . NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NICHOLAS ROERICH MUSEUM 319 WEST 107TH STREET NEW YORK NY 10025	NONE	OPERATING	UNRESTRICTED GIFT	490,000.
Total . . . . . . ▶ **3a**				490,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	333,871.	
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	250,097.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b PARTNERSHIP INCOME			01	398,762.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				982,730.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 982,730.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	NOT APPLICABLE

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Signature of officer or trustee	Date	Title
[signature] ALAN GLYNN	05/14/2014	TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	05/14/2014		P00353001

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST 6TH FL STE A PROVIDENCE, RI 02903-2321 — Phone no 800-770-8444

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
39-15C037609768 KATHERINE S STIBBE CHARITABLE	22-6715670

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	502,594.	440,589.		62,005.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	62,005.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	1,026,733.	839,841.		186,892.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	1,203.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	188,095.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			62,005.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			188,095.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			109.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			250,100.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV **Capital Loss Limitation**

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:		
a	The loss on line 19, column (3) **or** **b** $3,000	20	( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24. If zero or less, enter -0-			26			
27	Subtract line 26 from line 21. If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33. If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949** | Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074 | 2013 | Attachment Sequence No 12A

Name(s) shown on return: 39-15C037609768 KATHERINE S STIBBE CHARITABLE

Social security number or taxpayer identification number: 22-6715670

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
130. ABBVIE INC	05/18/2012	01/24/2013	4,864.00	4,053.00			811.00
21.1111 CST BRANDS INC	05/18/2012	05/16/2013	702.00	352.00			350.00
360. CAMDEN PPTY TR SHS BE	05/18/2012	03/14/2013	25,067.00	23,106.00			1,961.00
140. CHEVRONTEXACO CORP	02/22/2012	01/17/2013	16,108.00	15,033.00			1,075.00
842. CONOCOPHILLIPS	01/17/2013	03/07/2013	48,768.00	49,852.00			-1,084.00
380. CONSTELLATION BRANDS	05/18/2012	03/21/2013	17,732.00	7,159.00			10,573.00
1855. CORNING INC	08/02/2013	10/25/2013	31,811.00	28,616.00			3,195.00
535. LILLY ELI & CO. COM	05/18/2012	02/07/2013	28,713.00	21,148.00			7,565.00
270. LOCKHEED MARTIN CORP	05/18/2012	02/01/2013	23,406.00	22,729.00			677.00
155. MOSAIC CO NEW	05/18/2012	02/01/2013	9,634.00	7,839.00			1,795.00
340. NASDAQ OMX GROUP INC	05/18/2012	01/17/2013	9,216.00	7,995.00			1,221.00
570. NISOURCE INC	05/18/2012	01/24/2013	15,109.00	13,802.00			1,307.00
2458. NV ENERGY INC	04/22/2013	05/31/2013	57,615.00	51,421.00			6,194.00
150. OMNICOM GROUP INC	05/18/2012	02/07/2013	8,121.00	7,273.00			848.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
39-15C037609768 KATHERINE S STIBBE CHARITABLE	22-6715670

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
723. PERKINELMER INC	02/07/2013	08/22/2013	26,289.00	24,953.00			1,336.00
130. RALPH LAUREN CORP	05/18/2012	01/24/2013	21,521.00	21,239.00			282.00
360. RAYTHEON COMPANY	05/18/2012	04/22/2013	20,495.00	18,011.00			2,484.00
735. REGENCY CENTERS CORP	06/22/2012	05/31/2013	38,086.00	32,881.00			5,205.00
850. SUNTRUST BKS INC	09/27/2012	02/01/2013	24,560.00	24,136.00			424.00
695. TORCHMARK CORP	12/14/2012	07/26/2013	48,763.00	35,305.00			13,458.00
355. ACCENTURE PLC	10/26/2012	02/14/2013	26,014.00	23,686.00			2,328.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			502,594.	440,589.			62,005.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
39-15C037609768 KATHERINE S STIBBE CHARITABLE	22-6715670

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

X **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
415. ABBOTT LABS	05/18/2012	08/02/2013	15,284.00	10,613.00			4,671.00
285. ABBVIE INC	07/28/2011	01/24/2013	10,663.00	7,456.00			3,207.00
685. ALLIANT CORP	05/18/2012	07/12/2013	35,623.00	28,167.00			7,456.00
1830. APPLIED MATERIALS IN	05/18/2012	10/18/2013	32,911.00	22,498.00			10,413.00
565. BED BATH & BEYOND INC	05/18/2012	06/13/2013	40,031.00	33,134.00			6,897.00
.3333 CST BRANDS INC	02/22/2012	05/08/2013	10.00	7.00			3.00
66.8889 CST BRANDS INC	02/22/2012	05/16/2013	2,223.00	1,318.00			905.00
315. CHEVRONTEXACO CORP	07/28/2011	01/17/2013	36,244.00	32,461.00			3,783.00
1485. CONAGRA INC	02/16/2012	04/22/2013	53,490.00	39,352.00			14,138.00
805. CONAGRA INC	02/22/2012	05/31/2013	27,200.00	20,957.00			6,243.00
1905. CONAGRA INC	05/18/2012	06/13/2013	65,090.00	48,461.00			16,629.00
537. CONSTELLATION BRANDS	02/22/2012	03/07/2013	23,507.00	11,903.00			11,604.00
733. CONSTELLATION BRANDS	07/28/2011	03/21/2013	34,204.00	15,568.00			18,636.00
50000. DELL INC 4/01/14	06/24/2011	01/18/2013	50,326.00	51,337.00			-1,011.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b (if Box D** above is checked), **line 9 (if Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
39-15C037609768 KATHERINE S STIBBE CHARITABLE

Social security number or taxpayer identification number
22-6715670

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
295. HUMANA INC	05/18/2012	09/19/2013	27,889.00	21,533.00			6,356.00
1223. INTEL CORP	05/18/2012	08/02/2013	28,165.00	29,545.00			-1,380.00
482. INTEL CORP	06/07/2011	10/11/2013	11,156.00	10,647.00			509.00
680. ISHARES MSCI EAFE IND	03/14/2007	10/31/2013	44,825.00	49,335.00			-4,510.00
364. LILLY ELI & CO. COM	07/28/2011	02/07/2013	19,536.00	13,874.00			5,662.00
503. LILLY ELI & CO. COM	06/21/2011	02/14/2013	26,834.00	19,054.00			7,780.00
164. LOCKHEED MARTIN CORP	06/21/2011	02/01/2013	14,217.00	13,276.00			941.00
411. LOCKHEED MARTIN CORP	07/28/2011	03/07/2013	36,458.00	31,311.00			5,147.00
310. MOSAIC CO NEW	08/26/2011	02/01/2013	19,269.00	20,551.00			-1,282.00
720. NASDAQ OMX GROUP INC	09/30/2011	01/17/2013	19,516.00	17,735.00			1,781.00
1250. NISOURCE INC	07/28/2011	01/24/2013	33,133.00	24,346.00			8,787.00
320. OMNICOM GROUP INC	12/02/2011	02/07/2013	17,324.00	14,067.00			3,257.00
750. PHILIP MORRIS INTL IN	05/31/2012	11/22/2013	65,104.00	64,399.00			705.00
553. RAYTHEON COMPANY	02/22/2012	04/22/2013	31,483.00	30,792.00			691.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)

39-15C037609768 KATHERINE S STIBBE CHARITABLE

Social security number or taxpayer identification number

22-6715670

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1355. TARGET CORP	05/18/2012	12/16/2013	84,050.00	67,059.00			16,991.00
430. THERMO ELECTRON CORP	06/29/2012	07/12/2013	37,900.00	22,149.00			15,751.00
248. VANGUARD BD IDX FD TO ETF	02/27/2008	10/10/2013	19,981.00	19,116.00			865.00
796. WAL MART STORES INC	05/18/2012	11/22/2013	63,087.00	47,820.00			15,267.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,026,733.	839,841.			186,892.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

FEDERAL CAPITAL GAIN DISTRIBUTIONS

LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

KIMCO REALTY CORP COM	262.00	
REGENCY CENTERS CORP REIT	41.00	
VANGUARD BD IDX FD TOTAL BD MKT ETF	787.00	
CLASS ACTION PROCEEDS	3.00	
TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS		1,094.00
TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS		1,094.00

1963494
39

Citi Trust

Statement of Accounts

Statement Period 1 Dec 2013 - 31 Dec 2013

STATEMENT OVERVIEW

Reference Currency: USD

This duplicate statement has been prepared for

CITIBANK, N.A. AND BLAISE FREDELLA, CONSTANTINE P RALLI TRUSTEES OF THE KATHERINE S STIBBE CHARITABLE TRUST

Legal Entity

CITIBANK, N.A. - NEW YORK

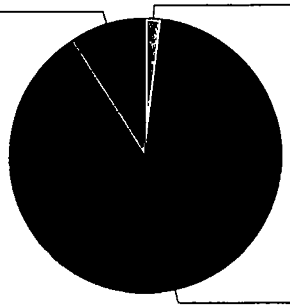
	LAST PERIOD Total Value USD	THIS PERIOD Total Value USD	Page Number
TOTAL ASSETS	**15,526,161.43**	**15,753,784.42**	
Investment Assets In This Statement	**15,526,161.43**	**15,753,784.42**	
US Balanced Portfolio - Growth 25/75 — **15C037609768**	8,067,548 39	8,295,171 38	5
Trust Account — **15C082024768**	7,458,613.04	7,458,613 04	35

Total Value = Market Value + Accrued Interest + Accrued Dividend

STATEMENT OVERVIEW- INVESTMENTS

Reference Currency: USD

ASSET ALLOCATION - ALL ACCOUNTS



Values less than 1% not graphed.

Asset Class	Total Investment Accounts USD	Percent of Total	US Balanced Portfolio - ... 15C037609768	Trust Account 15C082024768
Cash & Short Term Investments	**311,587.48**	**1.98**	311,584.44	3.04
Cash	0.00		0.00	0.00
Short Term Investments	311,587.48		311,584 44	3.04
Equities	**14,004,938.47**	**88.90**	6,546,328 47	7,458,610.00
Fixed Income	**1,437,258.47**	**9.12**	1,437,258.47	0.00
Convertible Bonds	**0.00**	**0.00**	0 00	0.00
Multi Asset Class Funds	**0.00**	**0.00**	0.00	0.00
Alternative Investments	**0.00**	**0.00**	0.00	0 00
Capital Markets	**0.00**	**0.00**	0 00	0.00
Others	**0.00**	**0.00**	0.00	0.00
Total Assets	**15,753,784.42**	**100.00**	**8,295,171.38**	**7,458,613.04**

US Balanced Portfolio - Growth 25/75 - 15C037609768

Statement Period 1 Dec 2013 - 31 Dec 2013

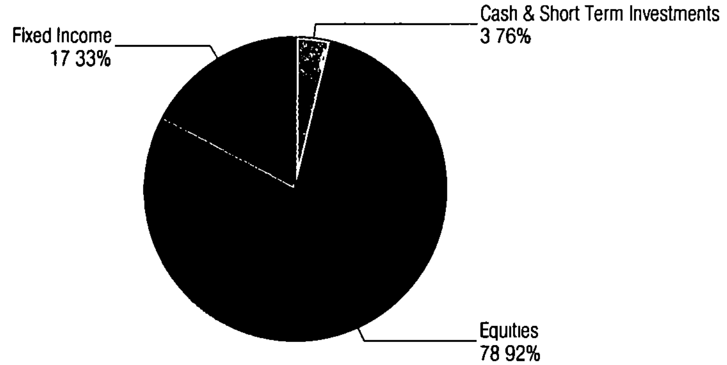
ACCOUNT SUMMARY

Reference Currency USD

ACTIVITY SUMMARY

	TOTAL ACTIVITY		PRINCIPAL ACTIVITY		INCOME ACTIVITY	
	This Period	Year to Date	This Period	Year to Date	This Period	Year to Date
Opening Market Value	**8,045,195.09**	**7,027,584.64**	**7,868,541.32**	**6,577,522.57**	**176,653.77**	**450,062.07**
Deposits to Account	4,061.96	86,768 52	0 20	40,003.59	4,061 76	46,764 93
Withdrawals from Account	(4,061.96)	(658,468 53)	—	(40,851.70)	(4,061 96)	(617,616.83)
Securities Transferred In	—	17,249 53	—	17,249 53	—	—
Securities Transferred Out	—	—	—	—	—	—
Dividends and Interest	146,278.35	733,833.23	242 41	787.05	146,035.94	733,046.18
Market Change	151,080.25	1,475,777.02	151,080.25	1,475,777.02	0.00	0.00
Other Income or Expense	(60,671 24)	(400,861.96)	(4,477.62)	(55,101 50)	(56,193.62)	(345,760.46)
Closing Market Value	**8,281,882.45**	**8,281,882.45**	**8,015,386.56**	**8,015,386.56**	**266,495.89**	**266,495.89**

ASSET ALLOCATION *TABLE SHOWN ON NEXT PAGE*



Values less than 1% not graphed.

US Balanced Portfolio - Growth 25/75 - 15C037609768

Statement Period 1 Dec 2013 - 31 Dec 2013

ACCOUNT SUMMARY

Reference Currency· USD

ASSET ALLOCATION & UNREALIZED GAIN/(LOSS)

Asset Class	Total Value Last Period	Change	Total Value This Period	Percent of Total Account	Cost	Unrealized Gain/(Loss)	Estimated Annual Income	Accrued Interest/Dividend
Cash & Short Term Investments	247,115 61	64,468 83	**311,584.44**	**3.76**	311,572 00	0.00	155 79	12.44
Cash	0 00	0 00	0 00	0 00	0 00	0.00	0 00	0.00
Short Term Investments	247,115 61	64,468 83	311,584 44	3 76	311,572 00	0.00	155 79	12 44
Equities	6,373,999 57	172,328.90	**6,546,328.47**	**78.92**	4,620,902 86	1,918,377 94	143,135 72	7,047.67
Common Stock	6,083,845 57	168,743.60	6,252,589 17	75.38	4,411,192 85	1,834,348 65	138,718 50	7,047.67
Mutual Funds	290,154 00	3,585 30	293,739 30	3 54	209,710 01	84,029 29	4,417 22	0 00
Fixed Income	1,446,433 21	(9,174 74)	**1,437,258.47**	**17.33**	1,399,281 52	31,748 13	34,318 29	6,228 82
Corporate Bonds	1,089,262 79	(5,480.60)	1,083,782 19	13 07	1,059,932 25	17,649.60	25,833 50	6,200 34
Mutual Funds	357,170.42	(3,694 14)	353,476 28	4 26	339,349 27	14,098 53	8,484.79	28 48
Total Assets	**8,067,548.39**	**227,622.99**	**8,295,171.38**	**100.00**	**6,331,756.38**	**1,950,126.07**	**177,609.80**	**13,288.93**

Total Value = Market Value + Accrued Interest + Accrued Dividend

US Balanced Portfolio - Growth 25/75 - **15C037609768**
Statement Period 1 Dec 2013 - 31 Dec 2013

ACCOUNT SUMMARY

Reference Currency: USD

ASSET ALLOCATION - PRINCIPAL AND INCOME

	TOTAL	PRINCIPAL		INCOME	
	Total Value	Market Value	Accrued Interest/Dividend	Market Value	Accrued Interest/Dividend
Cash & Short Term Investments	311,584.44	45,076.11	2 69	266,495.89	9.75
Equities	6,546,328.47	6,539,280 80	7,047.67	—	—
Fixed Income	1,437,258.47	1,431,029.65	6,228.82	—	—
Convertible Bonds	—	—	—	—	—
Multi Asset Class Funds	—	—	—	—	—
Alternative Investments	—	—	—	—	—
Capital Markets	—	—	—	—	—
Others	—	—	—	—	—
Total	**8,295,171.38**	**8,015,386.56**	**13,279.18**	**266,495.89**	**9.75**

Total Value = Market Value + Accrued Interest + Accrued Dividend

CASH ACTIVITY - PRINCIPAL AND INCOME

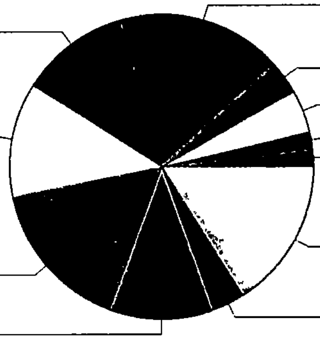
	TOTAL ACTIVITY		PRINCIPAL ACTIVITY		INCOME ACTIVITY	
	This Period	Year to Date	This Period	Year to Date	This Period	Year to Date
Opening Cash Balance	**247,103.34**	**481,868.55**	**70,449.57**	**31,806.48**	**176,653.77**	**450,062.07**
Cash Deposits	4,061.96	86,768.52	0.20	40,003.59	4,061.76	46,764.93
Cash Withdrawals	(4,061.96)	(658,468 53)	—	(40,851.70)	(4,061.96)	(617,616 83)
Assets Purchased	(105,188.85)	(1,460,892.55)	(105,188 85)	(1,460,892.55)	—	—
Assets Sold	84,050 40	1,529,324.74	84,050.40	1,529,324 74	—	—
Income Received	146,278.35	733,833.23	242 41	787.05	146,035.94	733,046.18
Taxes / Fees / Miscellaneous	(60,671.24)	(400,861.96)	(4,477.62)	(55,101.50)	(56,193.62)	(345,760.46)
Closing Cash Balance	**311,572.00**	**311,572.00**	**45,076.11**	**45,076.11**	**266,495.89**	**266,495.89**

US Balanced Portfolio - Growth 25/75 - **15C037609768**
Statement Period 1 Dec 2013 - 31 Dec 2013

EQUITY INVESTMENTS ANALYSIS

Reference Currency USD

SECTOR ALLOCATION



Values less than 1% not graphed

Sector Name	Market Value	% Total
Consumer Discretionary	1,049,093 92	16 0
Consumer Staples	227,208 29	3 5
Energy	728,159 84	11 1
Financials	1,056,806 62	16 2
Foreign Equities	0 00	0 0
Health Care	797,215 04	12 2
Industrials	766,912 14	11 7
Information Technology	1,142,156 71	17 5
Materials	237,103 20	3 6
Miscellaneous - Foreign	0 00	0 0
Other	293,739 30	4 5
Telecommunication Services	119,655 24	1 8
Utilities	121,230 50	1 9
Total	**6,539,280.80**	**100.0**

TOP TEN HOLDINGS BY VALUE

Description	Sector	Market Value	% Total	Yield
APPLE INC	Information Technology	256,947 16	3 93	2 17
MICROSOFT CORP	Information Technology	245,596 65	3 76	2 99
VANGUARD SMALL-CAP	Other	244,089 00	3 73	1 29
EXXON MOBIL CORP	Energy	241,868 00	3.70	2 49
COMCAST CORP CL A	Consumer Discretionary	207,340 35	3 17	1 50
BOEING CO	Industrials	179,620 84	2 75	2 14
JPMORGAN CHASE & CO	Financials	173,100 80	2 65	2 60
ORACLE CORP	Information Technology	160,118 10	2.45	1 25
GENERAL ELECTRIC CO	Industrials	157,388 45	2 41	3 14
CVS CAREMARK CORP	Consumer Discretionary	150,654 85	2 30	1 54
Total		**2,016,724.20**	**30.84**	

US Balanced Portfolio - Growth 25/75 - **15C037609768**
Statement Period 1 Dec 2013 - 31 Dec 2013

FIXED INCOME INVESTMENTS ANALYSIS

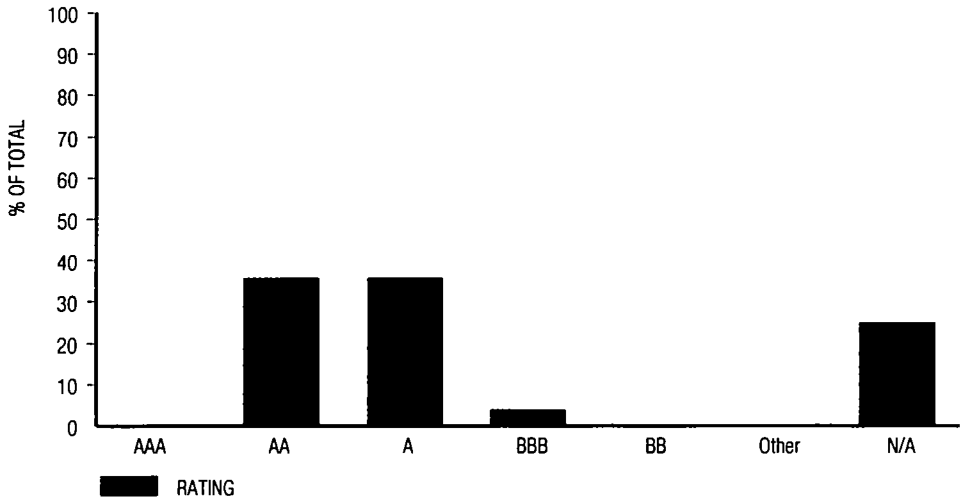
Reference Currency USD

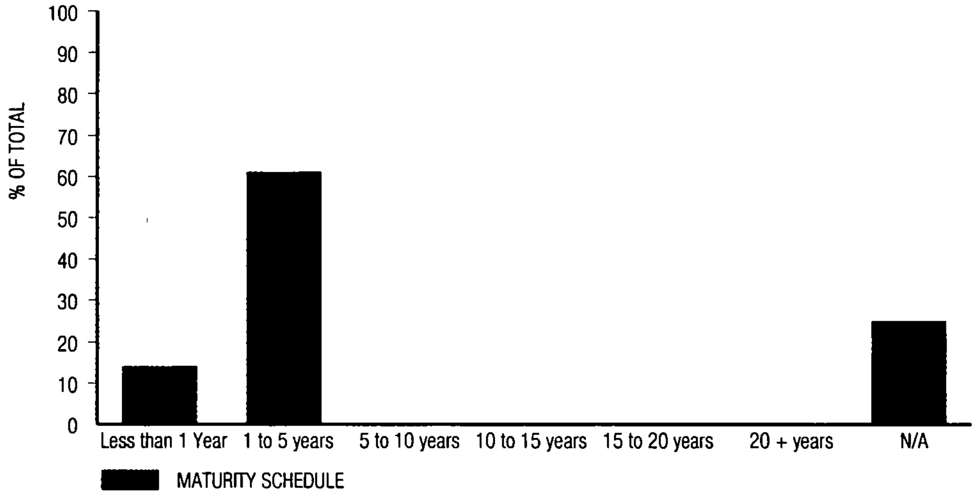
BOND QUALITY RATINGS

S&P Rating	Market Value	% Total
AAA	0 00	0
AA	514,589 60	36
A	512,809 95	36
BBB	50,182.30	4
BB	0.00	0
Other	0 00	0
N/A	353,447 80	25
Total	**1,431,029.65**	**100%**

BOND MATURITY SCHEDULE

Maturity Schedule	Market Value	% Total
Less than 1 year	200,532.35	14
1 to 5 years	877,049.50	61
5 to 10 years	0 00	0
10 to 15 years	0.00	0
15 to 20 years	0.00	0
20+ years	0.00	0
N/A	353,447 80	25
Total	**1,431,029.65**	**100%**





INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

CASH AND SHORT TERM INVESTMENTS **0.56%** *SORTED BY LIQUIDITY*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est Annual Income
Cash									
USD	0 00	0 000	0 00	0 00 —	0 00	0 00	0 00	0 00	0 00
Short Term Investments									
CITIBANK M D A (L) CUSIP 9900CST72 Yield 05%	45,076 11	100.000	45,076 11	1 00 —	45,076 11	2 69	45,078 80	0.00	22 54
Total Cash and Short Term Investments			**45,076.11**		**45,076.11**	**2.69**	**45,078.80**	**0.00**	**22.54**

EQUITIES **81.54%** *SORTED ALPHABETICALLY*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock									
AECOM TECHNOLOGY CORP Ticker/CUSIP ACM/00766T100 Sector Industrials	888	31 608	28,067 99	29 43 31 Dec 13	26,133 84	0 00	26,133 84	(1,934 15)	0 00
AETNA INC NEW Ticker/CUSIP AET/00817Y108 Yield 1 31% Sector Health Care	815	39 728	32,378 38	68 59 31 Dec 13	55,900 85	0 00	55,900 85	23,522 47	733 50
AFLAC INC Ticker/CUSIP AFL/001055102 Yield 2 22% Sector Financials	1,210	46 102	55,783 03	66 80 31 Dec 13	80,828 00	0 00	80,828 00	25,044 97	1,790 80
AGCO CORP Ticker/CUSIP AGCO/001084102 Yield 68% Sector Industrials	525	41 300	21,682 61	59 19 31 Dec 13	31,074 75	0 00	31,074 75	9,392 14	210 00
ALLSTATE CORP Ticker/CUSIP ALL/020002101 Yield 1 83% Sector Financials	880	43 917	38,646 49	54 54 31 Dec 13	47,995 20	220 00	48,215 20	9,348 71	880 00

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency. USD

EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
ALTRIA GROUP INC Ticker/CUSIP . MO/02209S103 Yield 5% Sector : Consumer Staples	2,248	35.479	79,755.65	38 39 31 Dec 13	86,300 72	1,079 04	87,379 76	6,545 07	4,316.16
AMERICAN WTR WKS CO INC NEW Ticker/CUSIP AWK/030420103 Yield 2 65% Sector · Utilities	820	41.845	34,312.90	42 26 31 Dec 13	34,653 20	0 00	34,653 20	340.30	918 40
AMGEN INC Ticker/CUSIP . AMGN/031162100 Yield 2.14% Sector · Health Care	1,185	61 673	73,082 06	114 08 31 Dec 13	135,184 80	0 00	135,184 80	62,102 74	2,891.40
APPLE INC Ticker/CUSIP . AAPL/037833100 Yield 2 17% Sector · Information Technology	458	370.996	169,916.23	561 02 31 Dec 13	256,947 16	0 00	256,947 16	87,030.93	5,587 60
AT&T INC Ticker/CUSIP T/00206R102 Yield 5 23% Sector Telecommunication Services	2,095	30 944	64,828 06	35.16 31 Dec 13	73,660 20	0 00	73,660 20	8,832 14	3,854 80
BERKSHIRE HATHAWAY INC CL B Ticker/CUSIP BRK/B/084670702 Sector · Financials	660	84 048	55,471 35	118.56 31 Dec 13	78,249.60	0.00	78,249.60	22,778 25	0 00
BOEING CO Ticker/CUSIP . BA/097023105 Yield 2 14% Sector Industrials	1,316	80 161	105,491.83	136 49 31 Dec 13	179,620 84	0.00	179,620 84	74,129 01	3,842.72
CAPITAL ONE FINL CORP Ticker/CUSIP COF/14040H105 Yield 1.57% Sector : Financials	880	56 779	49,965 61	76 61 31 Dec 13	67,416 80	0 00	67,416 80	17,451 19	1,056 00
CARDINAL HEALTH INC Ticker/CUSIP CAH/14149Y108 Yield 1 81% Sector : Health Care	855	42.559	36,388 32	66 81 31 Dec 13	57,122 55	258 64	57,381 19	20,734 23	1,034 55

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

***EQUITIES** CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
CBRE GROUP INC Ticker/CUSIP CBG/12504L109 Sector Financials	1,040	24 558	25,540 11	26 30 31 Dec 13	27,352.00	0 00	27,352 00	1,811 89	0 00
CBS CORP NEW CLASS B Ticker/CUSIP · CBS/124857202 Yield 75% Sector Consumer Discretionary	1,795	26 101	46,850 89	63 74 31 Dec 13	114,413 30	215 40	114,628 70	67,562 41	861 60
CELGENE CORP Ticker/CUSIP CELG/151020104 Sector Health Care	250	100 100	25,025 00	168 968 31 Dec 13	42,242 00	0 00	42,242 00	17,217 00	0 00
CENTERPOINT ENERGY INC Ticker/CUSIP CNP/15189T107 Yield 3 58% Sector Utilities	3,735	20 331	75,936 72	23 18 31 Dec 13	86,577 30	0 00	86,577 30	10,640 58	3,100 05
CF INDUSTRIES HOLDINGS INC Ticker/CUSIP CF/125269100 Yield 1 72% Sector Materials	143	191 112	27,329 00	233 04 31 Dec 13	33,324 72	0 00	33,324 72	5,995 72	572 00
CHEVRON CORP Ticker/CUSIP CVX/166764100 Yield 3 2% Sector Energy	1,185	95 797	113,519 18	124.91 31 Dec 13	148,018 35	0 00	148,018 35	34,499 17	4,740.00
CIGNA CORP Ticker/CUSIP CI/125509109 Yield 05% Sector Health Care	615	47 782	29,386 18	87 48 31 Dec 13	53,800 20	0 00	53,800 20	24,414 02	24 60
CISCO SYS INC Ticker/CUSIP . CSCO/17275R102 Yield 3 03% Sector · Information Technology	5,735	17 698	101,496.34	22 43 31 Dec 13	128,636 05	0 00	128,636 05	27,139 71	3,899 80
COMCAST CORP CL A Ticker/CUSIP CMCSA/20030N101 Yield 1 5% Sector Consumer Discretionary	3,990	23 435	93,505 82	51 965 31 Dec 13	207,340 35	778 05	208,118 40	113,834 53	3,112 20

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Reference Currency: USD

***EQUITIES** CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
CONOCOPHILLIPS Ticker/CUSIP . COP/20825C104 Yield 3.91% Sector · Energy	1,293	52 814	68,288 69	70 65 31 Dec 13	91,350 45	0 00	91,350 45	23,061 76	3,568 68
CVS CAREMARK CORP Ticker/CUSIP : CVS/126650100 Yield 1.54% Sector · Consumer Discretionary	2,105	44 209	93,060 89	71 57 31 Dec 13	150,654 85	0 00	150,654 85	57,593 96	2,315 50
DISCOVER FINANCIAL SVCS Ticker/CUSIP · DFS/254709108 Yield 1 43% Sector . Financials	1,454	32 779	47,660.85	55.95 31 Dec 13	81,351.30	0 00	81,351 30	33,690 45	1,163 20
DOVER CORP Ticker/CUSIP · DOV/260003108 Yield 1 55% Sector Industrials	380	61 274	23,284 22	96 54 31 Dec 13	36,685.20	0 00	36,685 20	13,400 98	570 00
ELI LILLY & CO Ticker/CUSIP LLY/532457108 Yield 3 84% Sector Health Care	1,393	36 753	51,197 15	51 00 31 Dec 13	71,043.00	0 00	71,043 00	19,845.85	2,730 28
ENERGIZER HLDGS INC Ticker/CUSIP ENR/29266R108 Yield 1 85% Sector Industrials	273	95 175	25,982 86	108 24 31 Dec 13	29,549 52	0 00	29,549 52	3,566 66	546 00
ENSCO PLC Ticker/CUSIP ESV/G3157S106 Yield 3 93% Sector Energy	646	61 012	39,413 76	57 18 31 Dec 13	36,938.28	0 00	36,938 28	(2,475.48)	1,453 50
EVEREST REINSURANCE GP LTD Ticker/CUSIP . RE/G3223R108 Yield 1 92% Sector . Financials	320	129.193	41,341 70	155.87 31 Dec 13	49,878 40	0 00	49,878 40	8,536.70	960 00
EXXON MOBIL CORP Ticker/CUSIP . XOM/30231G102 Yield 2.49% Sector Energy	2,390	78 750	188,211 98	101 20 31 Dec 13	241,868 00	0 00	241,868 00	53,656.02	6,022 80

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INVESTMENT POSITIONS - PRINCIPAL

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EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
FREEPORT MCMORAN COPPER & GOLD Ticker/CUSIP FCX/35671D857 Yield 3 31% Sector Materials	1,355	44 057	59,697 47	37 74 31 Dec 13	51,137 70	0 00	51,137 70	(8,559 77)	1,693 75
GAP INC DELAWARE Ticker/CUSIP · GPS/364760108 Yield 2 05% Sector Consumer Discretionary	999	41 567	41,525 32	39 08 31 Dec 13	39,040 92	0 00	39,040 92	(2,484 40)	799 20
GENERAL ELECTRIC CO Ticker/CUSIP GE/369604103 Yield 3 14% Sector Industrials	5,615	19 123	107,374 97	28 03 31 Dec 13	157,388 45	1,235 30	158,623 75	50,013 48	4,941 20
GOOGLE INC Ticker/CUSIP GOOG/38259P508 Sector Information Technology	92	754 037	69,371 38	1,120 71 31 Dec 13	103,105 32	0 00	103,105 32	33,733 94	0 00
HELMERICH & PAYNE INC Ticker/CUSIP HP/423452101 Yield 2 97% Sector Energy	550	56 579	31,118 44	84 08 31 Dec 13	46,244.00	0 00	46,244.00	15,125 56	1,375 00
HOME DEPOT INC Ticker/CUSIP HD/437076102 Yield 1 89% Sector Consumer Discretionary	1,444	61 557	88,888 63	82 34 31 Dec 13	118,898 96	0 00	118,898 96	30,010 33	2,252 64
INTEL CORP Ticker/CUSIP INTC/458140100 Yield 3.47% Sector Information Technology	1,865	20 773	38,741 91	25 955 31 Dec 13	48,406 08	0 00	48,406 08	9,664 17	1,678 50
INTL BUSINESS MACHINES CORP Ticker/CUSIP IBM/459200101 Yield 2 03% Sector Information Technology	680	156 676	106,539 68	187 57 31 Dec 13	127,547 60	0 00	127,547 60	21,007 92	2,584.00
ITT CORP Ticker/CUSIP ITT/450911201 Yield 92% Sector Industrials	1,065	22 205	23,648 01	43 42 31 Dec 13	46,242 30	0 00	46,242 30	22,594 29	426 00

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
JPMORGAN CHASE & CO Ticker/CUSIP · JPM/46625H100 Yield 2 6% Sector : Financials	2,960	38 883	115,092 56	58.48 31 Dec 13	173,100 80	0 00	173,100 80	58,008 24	4,499 20
KIMBERLY CLARK CORP Ticker/CUSIP KMB/494368103 Yield 3.1% Sector . Consumer Staples	561	109 012	61,155.90	104 46 31 Dec 13	58,602 06	0 00	58,602 06	(2,553 84)	1,817 64
KIMCO REALTY CORPORATION Ticker/CUSIP KIM/49446R109 Yield 4 56% Sector . Financials	2,445	18 297	44,736.90	19 75 31 Dec 13	48,288 75	550 13	48,838 88	3,551 85	2,200 50
MACYS INC Ticker/CUSIP . M/55616P104 Yield 1 87% Sector . Consumer Discretionary	935	37 583	35,139 65	53.40 31 Dec 13	49,929 00	233.75	50,162.75	14,789 35	935 00
MARATHON PETROLEUM CORP Ticker/CUSIP . MPC/56585A102 Yield 1 83% Sector Energy	800	34 972	27,977 54	91.73 31 Dec 13	73,384 00	0 00	73,384 00	45,406 46	1,344 00
MEDTRONIC INC Ticker/CUSIP MDT/585055106 Yield 1.95% Sector Health Care	1,306	56 367	73,615.71	57.39 31 Dec 13	74,951 34	0.00	74,951 34	1,335 63	1,462 72
MERCK & CO INC NEW Ticker/CUSIP MRK/58933Y105 Yield 3 52% Sector Health Care	1,450	38 750	56,187.73	50 05 31 Dec 13	72,572 50	638 00	73,210 50	16,384.77	2,552 00
MICROSOFT CORP Ticker/CUSIP MSFT/594918104 Yield 2.99% Sector · Information Technology	6,565	27 382	179,762 74	37.41 31 Dec 13	245,596 65	0 00	245,596 65	65,833 91	7,352 80
MONSANTO CO NEW Ticker/CUSIP : MON/61166W101 Yield 1 48% Sector · Materials	662	92 527	61,252 67	116 55 31 Dec 13	77,156.10	0.00	77,156 10	15,903.43	1,138 64

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
NIKE INC CL B Ticker/CUSIP NKE/654106103 Yield 1 22% Sector Consumer Discretionary	437	61 562	26,902 38	78 64 31 Dec 13	34,365 68	104 88	34,470 56	7,463 30	419 52
NORTHROP GRUMMAN CORP Ticker/CUSIP NOC/666807102 Yield 2.13% Sector Industrials	944	65 859	62,170 67	114 61 31 Dec 13	108,191 84	0 00	108,191 84	46,021 17	2,303 36
ORACLE CORP Ticker/CUSIP ORCL/68389X105 Yield 1 25% Sector Information Technology	4,185	27 276	114,150 44	38 26 31 Dec 13	160,118 10	0 00	160,118 10	45,967 66	2,008 80
PETSMART INC Ticker/CUSIP PETM/716768106 Yield 1 07% Sector Consumer Discretionary	405	56 771	22,992 15	72 75 31 Dec 13	29,463 75	0 00	29,463 75	6,471 60	315 90
PFIZER INC Ticker/CUSIP PFE/717081103 Yield 3 4% Sector Health Care	4,260	21 396	91,145 54	30 63 31 Dec 13	130,483 80	0.00	130,483 80	39,338 26	4,430 40
PHILLIPS 66 Ticker/CUSIP PSX/718546104 Yield 2 02% Sector Energy	652	33 178	21,631 93	77 13 31 Dec 13	50,288 76	0 00	50,288 76	28,656 83	1,017 12
PPG INDUSTRIES INC Ticker/CUSIP PPG/693506107 Yield 1 29% Sector Materials	398	127 895	50,902 29	189 66 31 Dec 13	75,484 68	0 00	75,484 68	24,582 39	971 12
PROCTER & GAMBLE CO Ticker/CUSIP PG/742718109 Yield 2 96% Sector Consumer Staples	1,011	76 994	77,841 34	81 41 31 Dec 13	82,305 51	0 00	82,305 51	4,464 17	2,432 47
PRUDENTIAL FINANCIAL INC Ticker/CUSIP PRU/744320102 Yield 2 3% Sector Financials	855	57 607	49,254 32	92 22 31 Dec 13	78,848 10	0.00	78,848 10	29,593.78	1,812 60

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INVESTMENT POSITIONS - PRINCIPAL

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EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
QUALCOMM INC Ticker/CUSIP . QCOM/747525103 Yield 1 89% Sector Information Technology	967	63 123	61,039 63	74.25 31 Dec 13	71,799 75	0 00	71,799 75	10,760.12	1,353 80
RAYTHEON COMPANY NEW Ticker/CUSIP RTN/755111507 Yield 2 43% Sector . Industrials	832	48 590	40,426 57	90.70 31 Dec 13	75,462 40	457 60	75,920 00	35,035 83	1,830.40
REGIONS FINANCIAL CORP Ticker/CUSIP RF/7591EP100 Yield 1 21% Sector . Financials	2,835	10 238	29,023.60	9 89 31 Dec 13	28,038 15	85 05	28,123 20	(985 45)	340 20
TIME WARNER CABLE INC Ticker/CUSIP · TWC/88732J207 Yield 1.92% Sector · Consumer Discretionary	510	67 849	34,603.01	135 50 31 Dec 13	69,105 00	0 00	69,105 00	34,501.99	1,326.00
UNION PACIFIC CORP Ticker/CUSIP . UNP/907818108 Yield 1 88% Sector · Industrials	283	152 985	43,294 84	168.00 31 Dec 13	47,544.00	0 00	47,544 00	4,249 16	894 28
UNITED TECHNOLOGIES CORP Ticker/CUSIP . UTX/913017109 Yield 2 07% Sector . Industrials	255	74 934	19,108.05	113 80 31 Dec 13	29,019 00	0 00	29,019 00	9,910 95	601 80
UNITEDHEALTH GROUP INC Ticker/CUSIP · UNH/91324P102 Yield 1.49% Sector Health Care	1,380	43.904	60,587 03	75 30 31 Dec 13	103,914 00	0 00	103,914 00	43,326 97	1,545 60
UNUM GROUP Ticker/CUSIP . UNM/91529Y106 Yield 1 65% Sector Financials	917	31 578	28,957 39	35.08 31 Dec 13	32,168.36	0.00	32,168.36	3,210 97	531 86
US BANCORP DEL NEW Ticker/CUSIP USB/902973304 Yield 2.28% Sector Financials	1,710	29 953	51,219 27	40 40 31 Dec 13	69,084 00	393 30	69,477 30	17,864 73	1,573 20

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Common Stock *CONTINUED*									
VALERO ENERGY CORP-NEW Ticker/CUSIP VLO/91913Y100 Yield 1 79% Sector Energy	795	22 254	17,691 61	50 40 31 Dec 13	40,068 00	0 00	40,068 00	22,376 39	715 50
VERIZON COMMUNICATIONS Ticker/CUSIP VZ/92343V104 Yield 4 31% Sector Telecommunication Services	936	48 533	45,426 70	49 14 31 Dec 13	45,995 04	0 00	45,995 04	568 34	1,984 32
VIACOM INC NEW CLASS B Ticker/CUSIP VIAB/92553P201 Yield 1 37% Sector Consumer Discretionary	1,170	44 155	51,661 80	87 34 31 Dec 13	102,187 80	0 00	102,187 80	50,526 00	1,404 00
VISA INC COM CL A Ticker/CUSIP V/92826C839 Yield 72% Sector Financials	287	208 231	59,762 15	222 68 31 Dec 13	63,909 16	0 00	63,909 16	4,147 01	459 20
WAL-MART STORES INC Ticker/CUSIP WMT/931142103 Yield 2 39% Sector Consumer Discretionary	1,699	52 517	89,227 01	78 69 31 Dec 13	133,694 31	798 53	134,492.84	44,467 30	3,194 12
WELLS FARGO & CO NEW Ticker/CUSIP WFC/949746101 Yield 2 64% Sector Financials	2,870	27 019	77,544 07	45 40 31 Dec 13	130,298 00	0 00	130,298 00	52,753 93	3,444 00
Mutual Funds									
ISHARES MSCI EAFE ETF Ticker/CUSIP EFA/464287465 Yield 2 54% Sector Other	740	72 552	53,688 41	67 095 31 Dec 13	49,650 30	0 00	49,650 30	(4,038 11)	1,260 38
VANGUARD SMALL-CAP Ticker/CUSIP VB/922908751 Yield 1 29% Sector Other	2,220	70 280	156,021 60	109 95 31 Dec 13	244,089 00	0 00	244,089 00	88,067 40	3,156 84
Total Equities			**4,620,902.86**		**6,539,280.80**	**7,047.67**	**6,546,328.47**	**1,918,377.94**	**143,135.72**

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

FIXED INCOME 17.90% *SORTED BY CALL DATE/MATURITY DATE*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est. Annual Income
Corporate Bonds									
TOTAL CAPITAL CANADA LTD MAT 28JAN14 Rate 1 625% Pay Frqncy Semi Annual S&P AA- Moodys Aa1 CUSIP 89153UAB7 Yield 1.62%	50,000	101 790	50,895 00	100 0865 31 Dec 13	50,043 25	343 06	50,386 31	(851.75)	812 50
CISCO SYSTEMS INC MAT 14MAR14 Rate 1 625% Pay Frqncy Semi Annual S&P AA- Moodys A1 CUSIP 17275RAJ1 Yield 1.62%	50,000	101 568	50,784 00	100 2542 31 Dec 13	50,127 10	239 24	50,366 34	(656 90)	812.50
BB&T CORP MAT 28APR14 Rate 2.05% Pay Frqncy Semi Annual Call 28MAR14 @ 100 S&P A- Moodys A2 CUSIP 05531FAH6 Yield 2 04%	50,000	101 448	50,724 00	100 3594 31 Dec 13	50,179 70	0 00	50,179 70	(544 30)	1,025 00
HEWLETT-PACKARD CO MAT 30MAY14 Rate 1 55% Pay Frqncy Semi Annual S&P BBB+ Moodys Baa1 CUSIP 428236BK8 Yield 1 54%	50,000	101 191	50,595 50	100.3646 31 Dec 13	50,182 30	64.58	50,246.88	(413 20)	775 00
US BANCORP MAT 27JUL15 Rate 2 45% Pay Frqncy Semi Annual S&P A+ Moodys A1 CUSIP 91159HGX2 Yield 2.38%	50,000	101.026	50,513.00	102 8107 31 Dec 13	51,405 35	513 82	51,919 17	892.35	1,225 00
GOLDMAN SACHS GROUP INC MAT 01AUG15 Rate 3 7% Pay Frqncy Semi Annual S&P A- Moodys Baa1 CUSIP 38141EA74 Yield 3.55%	50,000	101.802	50,901 00	104 1291 31 Dec 13	52,064 55	765.69	52,830.24	1,163 55	1,850 00

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***FIXED INCOME** CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est. Annual Income
Corporate Bonds *CONTINUED*									
BP CAPITAL MARKETS PLC MAT 01OCT15 Rate 3 125% Pay Frqncy Semi Annual S&P A Moodys A2 CUSIP 05565QBN7 Yield 2.99%	50,000	102 779	51,389 50	104 4749 31 Dec 13	52,237 45	386 28	52,623 73	847 95	1,562 50
WESTPAC BANKING CORP MAT 09DEC15 Rate 3% Pay Frqncy Semi Annual S&P AA- Moodys Aa2 CUSIP 961214BP7 Yield 2 88%	50,000	101 669	50,834 50	104 2877 31 Dec 13	52,143 85	87 50	52,231 35	1,309 35	1,500 00
JPMORGAN CHASE & CO MAT 01MAR16 Rate 3 45% Pay Frqncy Semi Annual S&P A Moodys A3 CUSIP 46625HHX1 Yield 3 29%	50,000	102 204	51,101 75	104 8845 31 Dec 13	52,442 25	570 21	53,012 46	1,340 50	1,725 00
GENERAL ELECTRIC CAPITAL CORP MAT 09MAY16 Rate 2 95% Pay Frqncy Semi Annual S&P AA+ Moodys A1 CUSIP 36962G5C4 Yield 2 82%	50,000	100 320	50,160 00	104 6972 31 Dec 13	52,348 60	196 67	52,545 27	2,188 60	1,475 00
JOHN DEERE CAPITAL CORP MAT 07JUN16 Rate 2 25% Pay Frqncy Semi Annual S&P A Moodys A2 CUSIP 24422ERC5 Yield 2 18%	50,000	101 024	50,512 00	103 2235 31 Dec 13	51,611.75	71.88	51,683 63	1,099 75	1,125 00
RABOBANK NEDERLAND UTREC MAT 19JAN17 Rate 3 375% Pay Frqncy Semi Annual S&P AA- Moodys Aa2 CUSIP 21686CAD2 Yield 3 21%	100,000	101 877	101,877 00	105 289 31 Dec 13	105,289 00	1,509 38	106,798 38	3,412 00	3,375 00

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

FIXED INCOME *CONTINUED*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est. Annual Income
Corporate Bonds *CONTINUED*									
SVENSKA HANDELSBANKEN AB MAT 04APR17 Rate 2 875% Pay Frqncy Semi Annual S&P AA- Moodys Aa3 CUSIP 86960BAB8 Yield 2 76%	100,000	101.311	101,311 00	104 1661 31 Dec 13	104,166 10	686 81	104,852 91	2,855 10	2,875 00
BP CAPITAL MARKETS PLC MAT 05MAY17 Rate 1 846% Pay Frqncy Semi Annual S&P A Moodys A2 CUSIP 05565QBY3 Yield 1 83%	100,000	99 647	99,647 00	101.004 31 Dec 13	101,004 00	282 03	101,286 03	1,357 00	1,846 00
WELLS FARGO & CO MAT 08MAY17 Rate 2 1% Pay Frqncy Semi Annual S&P A+ Moodys A2 CUSIP 94974BFD7 Yield 2.06%	100,000	98 900	98,900 00	101 8649 31 Dec 13	101,864 90	303 33	102,168 23	2,964 90	2,100 00
TOYOTA MOTOR CREDIT CORP MAT 22MAY17 Rate 1 75% Pay Frqncy Semi Annual S&P AA- Moodys Aa3 CUSIP 89233P6D3 Yield 1 74%	100,000	99 787	99,787 00	100.4717 31 Dec 13	100,471 70	179 86	100,651.56	684.70	1,750 00
Mutual Funds									
ETF ISHARES 1-3 YEAR CCREDIT Rate 1.231% CUSIP 464288646 Yield 1.17%	335	104 400	34,974.00	105.46 31 Dec 13	35,329.10	28.48	35,357 58	355.10	412 52
VANGUARD BD INDEX FD INC Rate 2 031% CUSIP 921937835 Yield 2 54%	3,974	76 592	304,375.27	80 05 31 Dec 13	318,118.70	0.00	318,118 70	13,743 43	8,072 27
Total Fixed Income			**1,399,281.52**		**1,431,029.65**	**6,228.82**	**1,437,258.47**	**31,748.13**	**34,318.29**

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INVESTMENT POSITIONS - PRINCIPAL

Reference Currency: USD

	Total Cost	Market Value	Accrued Interest or Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
TOTAL INVESTMENT POSITIONS - PRINCIPAL	**6,065,260.49**	**8,015,386.56**	**13,279.18**	**8,028,665.74**	**1,950,126.07**	**177,476.55**

INVESTMENT POSITIONS - INCOME

Reference Currency: USD

CASH AND SHORT TERM INVESTMENTS **100.00%** *SORTED BY LIQUIDITY*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est. Annual Income
Cash									
USD	0.00	0 000	0 00	0 00	0.00	0 00	0 00	0 00	0 00
Short Term Investments									
CITIBANK M D A (L) CUSIP 9900CST72 Yield .05%	266,495 89	100 000	266,495.89	1 00	266,495 89	9 75	266,505 64	0 00	133 25
Total Cash and Short Term Investments			**266,495.89**		**266,495.89**	**9.75**	**266,505.64**	**0.00**	**133.25**
TOTAL INVESTMENT POSITIONS - INCOME			**266,495.89**		**266,495.89**	**9.75**	**266,505.64**	**0.00**	**133.25**
TOTAL INVESTMENT POSITIONS - PRINCIPAL AND INCOME			**6,331,756.38**		**8,281,882.45**	**13,288.93**	**8,295,171.38**	**1,950,126.07**	**177,609.80**

US Balanced Portfolio - Growth 25/75 - **15C037609768**
Statement Period 1 Dec 2013 - 31 Dec 2013

ACTIVITY DETAILS

Reference Currency USD

Trade Date	Settlement Date	Transaction Type	Description	Principal	Income	End of Day Balance
US Dollar						
01 DEC 13			**Opening Balance - Cash and Short Term Investments**	**70,449.57**	**176,653.77**	**247,103.34**
02 DEC 13	02 DEC 13	Cash Deposit	CASH RECEIPT RECD FROM INCOME CITIBANK M D A (L) PAID FROM ACCOUNT # 15C037609768 For Reinvestment		0 48	
02 DEC 13	02 DEC 13	Cash Withdrawal	CASH DISBURSEMENT PAID TO INVESTED INCOME CITIBANK M D A (L) For Reinvestment		(0.48)	
02 DEC 13	02 DEC 13	Interest	CASH RECEIPT OF INTEREST EARNED ON CITIBANK M.D.A. (L) 0 00/ DOLLARS ON 180001 02 DOLLARS DUE 11/30/2013 Interest From 11/29/2013 To 11/30/2013		0 48	
02 DEC 13	02 DEC 13	Cash Deposit	CASH RECEIPT RECD FROM INCOME CITIBANK M D A (L) PAID FROM ACCOUNT # 15C037609768 For Reinvestment	0 20		
02 DEC 13	02 DEC 13	Cash Withdrawal	CASH DISBURSEMENT PAID TO PRINCIPAL CITIBANK M.D.A (L) For Reinvestment		(0 20)	

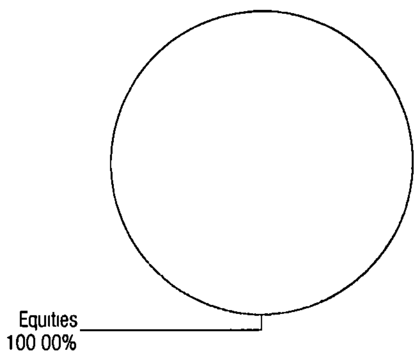
ACCOUNT SUMMARY

Reference Currency: USD

ACTIVITY SUMMARY

	TOTAL ACTIVITY		PRINCIPAL ACTIVITY		INCOME ACTIVITY	
	This Period	Year to Date	This Period	Year to Date	This Period	Year to Date
Opening Market Value	**7,458,613.04**	**6,809,103.04**	**7,458,610.00**	**6,809,100.00**	**3.04**	**3.04**
Deposits to Account	—	—	—	—	—	—
Withdrawals from Account	—	—	—	—	—	—
Securities Transferred In	—	—	—	—	—	—
Securities Transferred Out	—	—	—	—	—	—
Dividends and Interest	—	—	—	—	—	—
Market Change	0.00	649,510.00	0.00	649,510.00	0 00	0 00
Other Income or Expense	—	—	—	—	—	—
Closing Market Value	**7,458,613.04**	**7,458,613.04**	**7,458,610.00**	**7,458,610.00**	**3.04**	**3.04**

ASSET ALLOCATION *TABLE SHOWN ON NEXT PAGE*



Values less than 1% not graphed.

ACCOUNT SUMMARY

Reference Currency USD

ASSET ALLOCATION & UNREALIZED GAIN/(LOSS)

Asset Class	Total Value Last Period	Change	**Total Value This Period**	**Percent of Total Account**	Cost	Unrealized Gain/(Loss)	Estimated Annual Income	Accrued Interest/Dividend
Cash & Short Term Investments	3 04	0.00	**3.04**	**0.00**	3 04	0 00	0.00	0.00
Cash	0 00	0.00	0.00	0 00	0 00	0.00	0 00	0 00
Short Term Investments	3 04	0.00	3.04	0 00	3 04	0 00	0 00	0.00
Equities	7,458,610.00	0 00	**7,458,610.00**	**100.00**	2,557,611 00	4,900,999.00	421,224 00	0 00
Other - Equities	7,458,610.00	0 00	7,458,610.00	100.00	2,557,611 00	4,900,999 00	421,224.00	0.00
Total Assets	**7,458,613.04**	**0.00**	**7,458,613.04**	**100.00**	**2,557,614.04**	**4,900,999.00**	**421,224.00**	**0.00**

Total Value = Market Value + Accrued Interest + Accrued Dividend

Citi Trust

ACCOUNT SUMMARY

Reference Currency: USD

ASSET ALLOCATION - PRINCIPAL AND INCOME

	TOTAL	PRINCIPAL		INCOME	
	Total Value	Market Value	Accrued Interest/Dividend	Market Value	Accrued Interest/Dividend
Cash & Short Term Investments	3.04	0.00	0.00	3.04	0.00
Equities	7,458,610.00	7,458,610.00	0.00	—	—
Fixed Income	—	—	—	—	—
Convertible Bonds	—	—	—	—	—
Multi Asset Class Funds	—	—	—	—	—
Alternative Investments	—	—	—	—	—
Capital Markets	—	—	—	—	—
Others	—	—	—	—	—
Total	**7,458,613.04**	**7,458,610.00**	**0.00**	**3.04**	**0.00**

Total Value = Market Value + Accrued Interest + Accrued Dividend

CASH ACTIVITY - PRINCIPAL AND INCOME

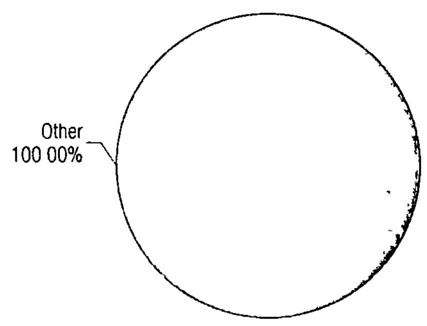
	TOTAL ACTIVITY		PRINCIPAL ACTIVITY		INCOME ACTIVITY	
	This Period	Year to Date	This Period	Year to Date	This Period	Year to Date
Opening Cash Balance	**3.04**	**3.04**	**0.00**	**0.00**	**3.04**	**3.04**
Cash Deposits	—	—	—	—	—	—
Cash Withdrawals	—	—	—	—	—	—
Assets Purchased	—	—	—	—	—	—
Assets Sold	—	—	—	—	—	—
Income Received	—	—	—	—	—	—
Taxes / Fees / Miscellaneous	—	—	—	—	—	—
Closing Cash Balance	**3.04**	**3.04**	**0.00**	**0.00**	**3.04**	**3.04**

Trust Account - **15C082024768**
Statement Period 1 Dec 2013 - 31 Dec 2013

EQUITY INVESTMENTS ANALYSIS

Reference Currency USD

SECTOR ALLOCATION



Values less than 1% not graphed

Sector Name	Market Value	% Total
Consumer Discretionary	0.00	0 0
Consumer Staples	0 00	0 0
Energy	0 00	0 0
Financials	0 00	0 0
Foreign Equities	0 00	0 0
Health Care	0 00	0 0
Industrials	0 00	0 0
Information Technology	0 00	0 0
Materials	0 00	0 0
Miscellaneous - Foreign	0 00	0 0
Other	7,458,610 00	100 0
Telecommunication Services	0 00	0 0
Utilities	0 00	0 0
Total	**7,458,610.00**	**100.0**

TOP TEN HOLDINGS BY VALUE

Description	Sector	Market Value	% Total	Yield
POST BENSON CORP VOTIN	Other	3,859,275 00	51 74	4 22
POST BENSON CORP NON-V	Other	1,234,975 00	16 56	4 40
CONN CENTRAL CORP	Other	1,144,500 00	15 34	8 74
YORKCON PROPERTIES INC	Other	1,050,000 00	14 08	8 50
FAIRFIELD PROPERTIES I	Other	169,860 00	2 28	8 75
Total		**7,458,610.00**	**100.00**	

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency· USD

CASH AND SHORT TERM INVESTMENTS **0.00%** *SORTED BY LIQUIDITY*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est. Annual Income
Cash									
USD	0 00	0.000	0.00	0 00	0.00	0 00	0 00	0 00	0.00
Total Cash and Short Term Investments			**0.00**		**0.00**	**0.00**	**0.00**	**0.00**	**0.00**

EQUITIES **100.00%** *SORTED ALPHABETICALLY*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
Other - Equities									
CONN CENTRAL CORP CUSIP : 99J4C0264 Yield 8 74% Sector · Other	1,500	1,097 030	1,645,545.00	763 00 31 Mar 13	1,144,500 00	0.00	1,144,500 00	(501,045 00)	99,990 00
FAIRFIELD PROPERTIES INC CUSIP · 99J4C0280 Yield 8 75% Sector Other	20	4,725 000	94,500 00	8,493 00 31 Dec 12	169,860 00	0 00	169,860 00	75,360.00	14,859 00
POST BENSON CORPORATION NON-VOTING CUSIP 99Q3C0235 Yield 4 4% Sector : Other	25	7,041.660	176,041 50	49,399 00 31 Dec 12	1,234,975 00	0 00	1,234,975 00	1,058,933 50	54,292 50
POST BENSON CORPORATION VOTING CUSIP 99J4C0298 Yield 4 22% Sector Other	75	7,041.660	528,124 50	51,457 00 31 Dec 12	3,859,275 00	0.00	3,859,275 00	3,331,150 50	162,877 50
YORKCON PROPERTIES INC CUSIP · 99J5C0212 Yield 8 5% Sector . Other	20	5,670 000	113,400 00	52,500 00 31 Dec 12	1,050,000.00	0.00	1,050,000 00	936,600 00	89,205 00
Total Equities			**2,557,611.00**		**7,458,610.00**	**0.00**	**7,458,610.00**	**4,900,999.00**	**421,224.00**

Trust Account - **15C082024768**
Statement Period 1 Dec 2013 - 31 Dec 2013

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

	Total Cost	Market Value	Accrued Interest or Dividend	Total Value	Unrealized Gain/Loss	Est. Annual Income
TOTAL INVESTMENT POSITIONS - PRINCIPAL	**2,557,611.00**	**7,458,610.00**	**0.00**	**7,458,610.00**	**4,900,999.00**	**421,224.00**

INVESTMENT POSITIONS - INCOME

Reference Currency: USD

CASH AND SHORT TERM INVESTMENTS **100.00%** *SORTED BY LIQUIDITY*

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est. Annual Income
Cash									
USD	0.00	0 000	0 00	0 00	0 00	0.00	0 00	0 00	0 00
Short Term Investments									
CITIBANK M D A. (L) CUSIP 9900CST72 Yield .05%	3 04	100 000	3.04	1 00	3 04	0 00	3 04	0 00	0 00
Total Cash and Short Term Investments			**3.04**		**3.04**	**0.00**	**3.04**	**0.00**	**0.00**
TOTAL INVESTMENT POSITIONS - INCOME			**3.04**		**3.04**	**0.00**	**3.04**	**0.00**	**0.00**
TOTAL INVESTMENT POSITIONS - PRINCIPAL AND INCOME			**2,557,614.04**		**7,458,613.04**	**0.00**	**7,458,613.04**	**4,900,999.00**	**421,224.00**

Trust Account - **15C082024768**
Statement Period 1 Dec 2013 - 31 Dec 2013

ACTIVITY DETAILS

Reference Currency USD

Trade Date	Settlement Date	Transaction Type	Description	Principal	Income	End of Day Balance
US Dollar						
01 DEC 13			Opening Balance - Cash and Short Term Investments	0.00	3.04	3.04
31 DEC 13			Closing Balance - Cash and Short Term Investments	0.00	3.04	3.04

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		333,871.	333,091.
	TOTAL	333,871.	333,091.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		398,762.	519,393.
	TOTALS	398,762.	519,393.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		193.
PRIOR YEAR BALANCE DUE 990-T	73,600.	
PRIOR YEAR BALANCE DUE 990PF	797.	
CURRENT ESTIMATE 990-T	206,668.	
CURRENT ESTIMATE 990PF	18,168.	
TOTALS	299,233.	193.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	8,397,585.	8,577,795.	15,428,920.
TOTALS		8,397,585.	8,577,795.	15,428,920.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: CITIBANK, N.A.

ADDRESS: ONE COURT SQUARE, 19TH FL
LONG ISLAND CITY, NY 11120

TELEPHONE NUMBER: (800)770-8444