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Return of Private Foundation

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

2013

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Department of the Treasury
Internal Revenue Service

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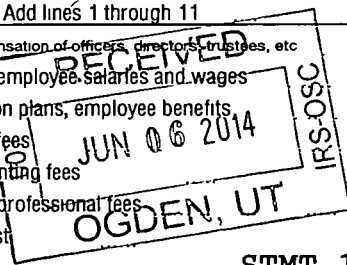
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE YAMPOLSKY FOUNDATION		A Employer identification number 23-2985647
Number and street (or P O box number if mail is not delivered to street address) 1800 JFK BLVD.	Room/suite	B Telephone number 215-545-4800
City or town, state or province, country, and ZIP or foreign postal code PHILADELPHIA, PA 19103		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 394,493.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	12,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3.	3.	3.	
4 Dividends and interest from securities	13,644.	13,644.	13,644.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,014.			
b Gross sales price for all assets on line 6a	81,478.			
7 Capital gain net income (from Part IV, line 2)		4,014.		
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)				
11 Other income				
12 Total. Add lines 1 through 11	29,661.	17,661.	13,647.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 1	133.	133.	133.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 2	966.	966.	966.	966.
24 Total operating and administrative expenses. Add lines 13 through 23	1,099.	1,099.	1,099.	966.
25 Contributions, gifts, grants paid	13,400.			13,400.
26 Total expenses and disbursements. Add lines 24 and 25	14,499.	1,099.	1,099.	14,366.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	15,162.			
b Net investment income (if negative, enter -0-)		16,562.		
c Adjusted net income (if negative, enter -0-)			12,548.	



SCANNED JUN 23 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		21,277.	8,383.	8,383.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 3		240,030.	268,086.	386,110.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		261,307.	276,469.	394,493.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		273,000.	285,000.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		<11,693.>	<8,531.>		
30	Total net assets or fund balances		261,307.	276,469.		
31	Total liabilities and net assets/fund balances		261,307.	276,469.		

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	261,307.
2	Enter amount from Part I, line 27a	2	15,162.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	276,469.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	276,469.

Part IV Capital Gains and Losses for Tax on Investment Income

SEE ATTACHED STATEMENT

(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			
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			
b			
c			
d			
e	81,478.	77,464.	4,014.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			4,014.

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	4,014.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3

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	16,354.	322,782.	.050666
2011	10,105.	295,875.	.034153
2010	9,100.	261,570.	.034790
2009	9,028.	209,989.	.042993
2008	9,458.	231,007.	.040942

2 Total of line 1, column (d)	2	.203544
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	.040709
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	361,978.
5 Multiply line 4 by line 3	5	14,736.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	166.
7 Add lines 5 and 6	7	14,902.
8 Enter qualifying distributions from Part XII, line 4	8	14,366.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1 331.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 331.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 331.
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		7 0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9 331.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>		11

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JACK YAMPOLSKY Telephone no. 215-545-4800 Located at 1800 JFK BLVD., 20TH FLOOR, PHILADELPHIA, PA ZIP+4 19103
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years
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.)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

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

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

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

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

5b		
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SUPPLEMENT ATTACHED				
	0.00	0.	0.	0.
JACK YAMPOLSKY				
	0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

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 THE FIELD	3,630.
2 DAVID WYMAN INSTITUTE	2,000.
3 INTERNATIONAL TASK FORCE FOR AMERICA AND ISRAEL	1,000.
4 ABRAMSON CENTER FOR JEWISH LIFE	1,000.

Part IX B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	349,580.
b	Average of monthly cash balances	1b	17,910.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	367,490.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	367,490.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,512.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	361,978.
6	Minimum investment return. Enter 5% of line 5	6	18,099.

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	18,099.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	331.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	331.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,768.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	17,768.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,768.

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	14,366.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,366.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,366.

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				17,768.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			11,813.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 14,366.				
a Applied to 2012, but not more than line 2a			11,813.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,553.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				15,215.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

JACK YAMPOLSKY

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CONTRIBUTIONS TO RECOGNIZED CHARITABLE ORGANIZATIONS LISTED IN THE 2013 FINANCIAL STATEMENT	NONE		GENERAL PURPOSE	13,400.
Total				13,400.
b Approved for future payment				
NONE				
Total				0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

THE YAMPOLSKY FOUNDATION**23-2985647**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

THE YAMPOLSKY FOUNDATION

23-2985647

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JACK YAMPOLSKY EE322 GREENHILL CONDO, 1001 CITY AVENUE WYNNEWOOD, PA 19096	\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE YAMPOLSKY FOUNDATION

23-2985647

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE YAMPOLSKY FOUNDATION	Employer identification number 23-2985647
---	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

THE YAMPOLSKY FOUNDATION

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 125 SHS ALLETE INC	P	VARIOUS	05/22/13
b 73.593 SHS BANCO SANTANDER	P	VARIOUS	05/22/13
c 111 SHS INTEGRYS ENERGY	P	VARIOUS	05/22/13
d 220 SHS KEYCORP	P	VARIOUS	05/22/13
e 400 SHS MIDDLESEX WATER CO	P	VARIOUS	05/22/13
f 220 SHS SPECTRA ENERGY CORP	P	VARIOUS	05/22/13
g 290 SHS TECO ENERGY INC	P	VARIOUS	05/22/13
h 200 SHS VODAFONE GROUP	P	VARIOUS	05/22/13
i 160 UNITS BUCKEYE PARTNERS LP	P	VARIOUS	06/18/13
j 120 UNITS NUSTAR ENERGY LP	P	VARIOUS	06/18/13
k 230 SHS INTEL CORP	P	VARIOUS	07/24/13
l 410 SHS PNM RESOURCES INC	P	VARIOUS	11/05/13
m 135 SHS SWISS HELVETIA FUND INC	P	VARIOUS	11/05/13
n 120 SHS UNS ENERGY CORP	P	VARIOUS	11/05/13
o CAPITAL GAINS DIVIDENDS			

(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 6,297.		4,766.	1,531.
b 523.		1,947.	<1,424.>
c 6,839.		5,386.	1,453.
d 2,405.		5,966.	<3,561.>
e 7,874.		5,200.	2,674.
f 7,012.		5,245.	1,767.
g 5,500.		5,789.	<289.>
h 5,924.		5,559.	365.
i 10,853.		10,036.	817.
j 5,439.		6,653.	<1,214.>
k 5,235.		6,133.	<898.>
l 9,710.		8,061.	1,649.
m 1,935.		2,621.	<686.>
n 5,927.		4,102.	1,825.
o 5.			5.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,531.
b			<1,424.>
c			1,453.
d			<3,561.>
e			2,674.
f			1,767.
g			<289.>
h			365.
i			817.
j			<1,214.>
k			<898.>
l			1,649.
m			<686.>
n			1,825.
o			5.

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	4,014.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	0.

FORM 990-PF		TAXES		STATEMENT 1	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2012 FEDERAL TAX	133.	133.	133.	0.	
TO FORM 990-PF, PG 1, LN 18	133.	133.	133.	0.	

FORM 990-PF		OTHER EXPENSES		STATEMENT 2	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION FEE	500.	500.	500.	500.	
BROKER'S ADVISORY FEES	459.	459.	459.	459.	
COURIER SERVICE	7.	7.	7.	7.	
TO FORM 990-PF, PG 1, LN 23	966.	966.	966.	966.	

FORM 990-PF		CORPORATE STOCK		STATEMENT 3	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK		268,086.	386,110.		
TOTAL TO FORM 990-PF, PART II, LINE 10B		268,086.	386,110.		

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 4

NAME OF CONTRIBUTOR

ADDRESS

JACK YAMPOLSKY

EE322 GREENHILL CONDO, 1001 CITY AVENUE
WYNNEWOOD, PA 19096

THE YAMPOLSKY FOUNDATION

FORM 990-PF

12/31/2013

23-2985647

SUPPLEMENT

PART VIII

OFFICERS, DIRECTORS, ETC.

Names	Offices Held	Compensation
Jack Yampolsky	President, Director	None
Judith Yampolsky	Secretary-Treasurer, Director	None
Philip Yampolsky	Director	None
Robert Yampolsky	Director	None
Michael Yampolsky	Director	None

**THE YAMPOLSKY FOUNDATION
FINANCIAL STATEMENT
DECEMBER 31, 2013**

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Jack Yampolsky, C.P.A.

1800 J.F. Kennedy Boulevard, 20th Floor
Philadelphia, Pennsylvania 19103
Phone. 215-545-4800, x4122
Fax. 215-545-4810

632 Montgomery Avenue, 3rd Floor
Narberth, Pennsylvania 19072
Phone. 610-747-0222
Fax. 610-747-0228

April 16, 2014


**Board of Directors
THE YAMPOLSKY FOUNDATION**

I have reviewed the accompanying statement of assets, liabilities, trust capital and the supporting Fifteenth Statement of Account of *The Yampolsky Foundation* as of December 31, 2013, and the related statements of income and expenses, and charitable contributions, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the Board of Directors of *The Yampolsky Foundation*.

A review consists principally of inquiries of the Foundation's Directors and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, I do not express such an opinion.

I am not independent with respect to the Foundation as I am an Officer and Director.

Based on my review, I am not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with generally accepted accounting principles.

-i- 

**THE YAMPOLSKY FOUNDATION
STATEMENT OF ASSETS, LIABILITIES AND TRUST CAPITAL
DECEMBER 31, 2013**

ASSETS	Cost	Market
WELLS FARGO SECURITIES, ACCOUNT 8804-2881 MONEY MARKET	\$ 8,383	\$ 8,383
MARKETABLE SECURITIES, PAGES 10-12	<u>268,086</u>	<u>386,110</u>
	<u>\$ 276,469</u>	<u>\$ 394,493</u>
 LIABILITIES	 NONE	
 TRUST CAPITAL		
CONTRIBUTIONS:		
1998	\$ 100,000	
1999-2012, 11 @ \$12,000	173,000	
2013	<u>12,000</u>	\$ 285,000
 CAPITAL GAINS AND (LOSSES):		
2000	6,453	
2002	2,315	
2003	(14,396)	
2004	194	
2006	2,031	
2007	3,934	
2008	1,328	
2009	1,513	
2010	(1,260)	
2011	7,498	
2012	153	
2013	<u>4,014</u>	13,777
 EXCESS INCOME or (EXPENSE):		
1998	(88)	
1999	(2,322)	
2000	(2,717)	
2001	(2,547)	
2002	(432)	
2003	(1,193)	
2004	(2,016)	
2005	(1,547)	
2006	(3,031)	
2007	(1,021)	
2008	616	
2009	(2,936)	
2010	(633)	
2011	1,072	
2012	(2,661)	
2013	<u>(852)</u>	<u>(22,308)</u>
		 <u>\$ 276,469</u>

**THE YAMPOLSKY FOUNDATION
STATEMENT OF INCOME AND EXPENSES
2013**

INCOME

Interest and Dividends, Pages 19-31	\$14,499.04
LESS: Portion of Principal added to Income	(<u>852.36</u>)
	13,646.68

EXPENSES, Pages 32-34

Charitable contributions	(13,400.00)
Courier service	(6.75)
Fiduciary accounting	(500.00)
Broker's Advisory Fees	(459.29)
US Treasury, 2012 Excise Tax	(<u>133.00</u>)
 Excess Expenses	 \$(<u>852.36</u>)

**THE YAMPOLSKY FOUNDATION
CAPITAL GAINS AND DISTRIBUTIONS
2013**

Totals to 12/31/2012	\$9,762.77
Gains and losses on sales or other dispositions Pages 6 – 8	4,009.45
Capital Gains distributions, Page 6	<u>5.00</u>
TOTAL	<u>\$13,777.22</u>

**THE YAMPOLSKY FOUNDATION
SUMMARY OF ACTIVITY
1998 through 2013**

	Income	Taxes and Expenses	Grants	Excess Income or (Excess Expenses and Grants)
1998	\$ 12	\$ 0	\$ 100	\$(88)
1999	4,030	(1) 1,862	4,490	(2,322)
2000	3,965	37	6,645	(2,717)
2001	4,092	154	6,485	(2,547)
2002	4,141	113	4,460	(432)
2003	4,064	237	5,020	(1,193)
2004	5,090	140	6,966	(2,016)
2005	5,120	292	6,375	(1,547)
2006	6,613	144	9,500	(3,031)
2007	8,489	135	9,375	(1,021)
2008	10,419	254	9,548	617
2009	8,012	214	10,735	(2,937)
2010	9,153	686	9,100	(633)
2011	12,026	849	10,105	1,072
2012	14,200	1,081	15,780	(2,661)
2013	<u>13,646</u>	<u>1,099</u>	<u>13,400</u>	<u>(853)</u>
 Totals	 <u>\$113,072</u>	 <u>\$7,297</u>	 <u>\$128,084</u>	 <u>\$(22,309)</u>

RECAP

Total contributions to Corpus, 1998-2013	\$285,000
Income	113,072
Capital Gains unrealized	118,025
Capital Gains and (losses) realized	13,777
(1) Organizational Expenses	(1,862)
Operating Expenses	(5,435)
Contributions	<u>(128,084)</u>
 Fund Balance, 12/31/2013	 <u>\$394,493</u>

SIXTEENTH
STATEMENT OF ACCOUNT
OF THE TRUST KNOWN AS THE YAMPOLSKY FOUNDATION

ORGANIZED; December 24, 1998

STATED BY JACK YAMPOLSKY, TRUSTEE

Tax ID Number: 23-2985647
Accounting for the period: 01/01/13 to
12/31/13

Purpose of Account: The Trustee offers this Account to acquaint interested parties with the transactions that have occurred during the Administration.

It is important that the Account be carefully examined. Requests for additional information, questions or objections can be discussed with:

JACK YAMPOLSKY, CPA
Citrin Cooperman & Company, LLP
1800 John F. Kennedy Boulevard
Twentieth Floor
Philadelphia, Pennsylvania 19103-7496

215-545-4800

SUMMARY OF ACCOUNT

<u>PRINCIPAL</u>	<u>PAGES</u>		
Receipts	3-6	\$	273,311.59
Net Gain on Sales or Disposition	7-8		<u>4,009.45</u>
		\$	277,321.04
Less Disbursements:			
General Disbursements	9	\$	<u>852.36</u>
			-852.36
Balance before Distributions		\$	<u>276,468.68</u>
Principal Balance on Hand	10-12	\$	276,468.68
For Information:			
Investments Made	13-14		
Changes in Holdings	15-18		
<u>INCOME</u>			
Receipts	19-31	\$	14,499.04
Less Disbursements	32-34		<u>-14,499.04</u>
Balance before Distributions		\$	<u>.00</u>
Income Balance on Hand		\$.00
COMBINED BALANCE ON HAND		\$	<u>276,468.68</u> =====

PRINCIPAL RECEIPTS

The Trustee charges himself with the assets on hand as of December 31, 2012, consisting of:

Limited Partnership Interests

160 Units Buckeye Partners LP	\$ 10,035.65
167 Units Enterprise Products Partners L.P.	5,379.16
136 Units Kinder Morgan Energy Ptrs. L.P.	10,058.34
120 Units Nustar Energy LP Unit	6,653.49
235 Units Plum Creek Timber Co. LP	9,010.15

Common Stocks

125 Shs. ALLETE, Inc.	4,765.86
200 Shs. American States Water Co. Holding Co.	5,324.50
780 Shs. Aqua America, Inc.	6,930.39
450 Shs. Artesian Resources Corp. Class A	4,775.25
69.789 Shs. Banco Santander Cent. Hispano Sponsored ADR	1,918.70
250 Shs. Bristol-Myers Squibb Co.	7,810.00
400 Shs. California Water Service Group	4,862.75
540 Shs. Centerpoint Energy, Inc.	7,613.24
100 Shs. Chevron Corp.	3,943.40

FORWARD

\$ 89,080.88

PRINCIPAL RECEIPTS (cont'd)

FORWARD	\$ 89,080.88
 <u>Common Stocks (cont'd)</u>	
250 Shs. ConAgra Foods, Inc.	6,605.22
390 Shs. CSX Corp.	10,044.51
204 Shs. Duke Energy Corp.	11,031.17
200 Shs. Energen Corp.	1,586.74
100 Shs. Exxon Mobil Corp.	3,906.00
215 Shs. Ingredion, Inc.	3,292.32
111 Shs. Integrys Energy	5,385.75
230 Shs. INTEL Corp.	6,133.15
220 Shs. Keycorp New	5,965.74
200 Shs. Lilly & Co., Eli	6,955.32
400 Shs. Middlesex Water Co.	5,200.25
180 Shs. New Jersey Resources Corp.	4,670.80
250 Shs. Piedmont Natural Gas, Inc.	5,531.50
410 Shs. PNM Resources, Inc.	8,060.91
278 Shs. Seadrill Ltd. US UNE	10,075.78
200 Shs. Southern Co.	2,993.56
220 Shs. Spectra Energy Corp.	5,245.16
290 Shs. TECO Energy, Inc.	5,788.66
150 Shs. Transcanada Corp.	3,798.13
 FORWARD	 <hr/> \$ 201,351.55

PRINCIPAL RECEIPTS (cont'd)

FORWARD	\$ 201,351.55
 <u>Common Stocks (cont'd)</u>	
120 Shs. UNS Energy Corp.	4,101.91
200 Shs. Vodafone Group PLC New Sponsored ADR	5,559.40
235 Shs. Xcel Energy, Inc.	5,008.06
 <u>Mutual Funds</u>	
1,060 Shs. Aberdeen Australia Equity Fund, Inc.	11,388.01
135 Shs. Swiss Helvetia Fund, Inc.	2,620.95
 <u>Preferred Stock</u>	
400 Shs. HSBC Holdings 8% Pfd.	10,000.00
	<hr/>
	\$ 240,029.88
 Cash	 21,276.71
	<hr/>
	\$ 261,306.59

SUBSEQUENT RECEIPTS

ADDITIONS TO TRUST CORPUS

11/05/13 - Cash	12,000.00
	<hr/>
FORWARD	\$ 273,306.59

PRINCIPAL RECEIPTS (cont'd)

FORWARD \$ 273,306.59

SUBSEQUENT RECEIPTS (cont'd)

SWISS HELVETIA FUND - CAPITAL GAIN
DISTRIBUTION

07/29/13 - L. Term 135 Shs. 5.00

TOTAL PRINCIPAL RECEIPTS \$ 273,311.59
=====

PRINCIPAL GAINS OR LOSSES ON SALES OR OTHER DISPOSITIONS

		<u>GAIN</u>	<u>LOSS</u>
05/22/13	125 Shs. ALLETE, Inc. Net Proceeds 6,297.40 Acquisition Value <u>4,765.86</u>	\$ 1,531.54	
05/22/13	73.593 Shs. Banco Santander Cent. Hispano Sponsored ADR Net Proceeds 523.24 Acquisition Value <u>1,946.67</u>		\$ 1,423.43
05/22/13	111 Shs. Integrys Energy Net Proceeds 6,838.67 Acquisition Value <u>5,385.75</u>	1,452.92	
05/22/13	220 Shs. Keycorp New Net Proceeds 2,405.40 Acquisition Value <u>5,965.74</u>		3,560.34
05/22/13	400 Shs. Middlesex Water Co. Net Proceeds 7,874.37 Acquisition Value <u>5,200.25</u>	2,674.12	
05/22/13	220 Shs. Spectra Energy Corp. Net Proceeds 7,011.76 Acquisition Value <u>5,245.16</u>	1,766.60	
05/22/13	290 Shs. TECO Energy, Inc. Net Proceeds 5,499.75 Acquisition Value <u>5,788.66</u>		288.91
05/22/13	200 Shs. Vodafone Group PLC New Sponsored ADR Net Proceeds 5,924.34 Acquisition Value <u>5,559.40</u>	364.94	
06/18/13	160 Units Buckeye Partners LP Net Proceeds 10,852.93 Acquisition Value <u>10,035.65</u>	817.28	
	FORWARD	\$ 8,607.40	\$ 5,272.68

PRINCIPAL GAINS OR LOSSES ON SALES OR OTHER DISPOSITIONS (cont'd)

		<u>GAIN</u>	<u>LOSS</u>
	FORWARD	\$ 8,607.40	\$ 5,272.68
06/18/13	120 Units Nustar Energy LP Unit		
	Net Proceeds	5,438.63	
	Acquisition Value	<u>6,653.49</u>	1,214.86
07/24/13	230 Shs. INTEL Corp.		
	Net Proceeds	5,234.90	
	Acquisition Value	<u>6,133.15</u>	898.25
11/05/13	410 Shs. PNM Resources, Inc.		
	Net Proceeds	9,710.39	
	Acquisition Value	<u>8,060.91</u>	1,649.48
11/05/13	135 Shs. Swiss Helvetia Fund, Inc.		
	Net Proceeds	1,934.52	
	Acquisition Value	<u>2,620.95</u>	686.43
11/05/13	120 Shs. UNS Energy Corp.		
	Net Proceeds	5,926.70	
	Acquisition Value	<u>4,101.91</u>	1,824.79
		<hr/>	<hr/>
	TOTAL	\$ 12,081.67	\$ 8,072.22
		=====	=====
	NET GAIN TRANSFERRED TO SUMMARY		\$ 4,009.45
			=====
		PAGE 6	5 00
			<hr/>
			<u>4,014 45</u>

DISBURSEMENTS OF PRINCIPAL

GENERAL DISBURSEMENTS

Transfer Principal to Income for
accounting purposes

12/31/13 Cash	\$	<u>852.36</u>	\$	852.36
TOTAL DISBURSEMENTS OF PRINCIPAL			<u>\$</u>	<u>852.36</u> =====

PRINCIPAL BALANCE ON HAND

	VALUE AT 12/31/13	FIDUCIARY ACQUISITION VALUE
<u>Limited Partnership Interests</u>		
167 Uts. Enterprise Products Partners L.P.	\$ 11,072.10	\$ 5,379.16
186 Uts. Kinder Morgan Energy Ptrs. L.P.	15,002.76	14,082.79
235 Uts. Plum Creek Timber Co. LP	10,929.85	9,010.15
<u>Common Stocks</u>		
400 Shs. American States Water Co. Holding Co.	11,492.00	5,324.50
975 Shs. Aqua America, Inc.	23,000.25	6,930.39
450 Shs. Artesian Resources Corp. Class A	10,327.50	4,775.25
405 Shs. AT&T, Inc.	14,239.80	14,887.30
250 Shs. Bristol-Myers Squibb Co.	13,287.50	7,810.00
630 Shs. California Water Service Group	14,534.10	9,810.03
540 Shs. Centerpoint Energy, Inc.	12,517.20	7,613.24
100 Shs. Chevron Corp.	12,491.00	3,943.40
400 Shs. ConAgra Foods, Inc.	13,480.00	11,419.49
466 Shs. CSX Corp.	13,406.82	12,038.75
204 Shs. Duke Energy Corp.	14,078.04	11,031.17
FORWARD	\$ 189,858.92	\$ 124,055.62

PRINCIPAL BALANCE ON HAND (cont'd)

FORWARD	\$	189,858.92	\$	124,055.62
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Common Stocks (cont'd)

200 Shs. Energen Corp.	14,150.00	1,586.74
155 Shs. Exxon Mobil Corp.	15,686.00	9,002.14
520 Shs. General Electric Co.	14,575.60	12,736.77
200 Shs. Health Care REIT, Inc.	10,714.00	13,218.65
215 Shs. Ingredion, Inc.	14,718.90	3,292.32
385 Shs. Johnson Controls, Inc.	19,750.50	14,602.37
200 Shs. Lilly & Co., Eli	10,200.00	6,955.32
310 Shs. New Jersey Resources Corp.	14,334.40	10,742.97
370 Shs. Piedmont Natural Gas, Inc.	12,269.20	9,593.49
200 Shs. Potash Corp. of Saskatchewan, Inc.	6,592.00	8,125.20
278 Shs. Seadrill Ltd. US UNE	11,420.24	10,075.78
315 Shs. Southern Co.	12,949.65	7,971.85
276 Shs. Transcanada Corp.	12,602.16	9,730.03
235 Shs. Xcel Energy, Inc.	6,565.90	5,008.06

Mutual Funds

1,060 Shs. Aberdeen Australia Equity Fund, Inc.	8,946.40	11,388.01
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FORWARD	\$	375,333.87	\$	258,085.32
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PRINCIPAL INVESTMENTS MADE

02/12/13	1.702 Shs. Banco Santander Cent. Hispano Sponsored ADR	\$	14.19
05/13/13	2.102 Shs. Banco Santander Cent. Hispano Sponsored ADR		13.78
05/22/13	270 Shs. AT&T, Inc.		9,998.07
05/22/13	76 Shs. CSX Corp.		1,994.24
05/22/13	410 Shs. General Electric Co.		9,844.10
05/22/13	385 Shs. Johnson Controls, Inc.		14,602.37
05/22/13	45 Shs. New Jersey Resources Corp.		2,124.78
05/22/13	43 Shs. Southern Co.		1,998.21
05/22/13	60 Shs. Transcanada Corp.		2,952.00
06/18/13	120 Shs. Health Care REIT, Inc.		8,112.25
06/18/13	200 Shs. Potash Corp. of Saskatchewan, Inc.		8,125.20
11/05/13	135 Shs. AT&T, Inc.		4,889.23
11/05/13	230 Shs. California Water Service Group		4,947.28
11/05/13	150 Shs. ConAgra Foods, Inc.		4,814.27
11/05/13	55 Shs. Exxon Mobil Corp.		5,096.14
11/05/13	110 Shs. General Electric Co.		2,892.67
11/05/13	80 Shs. Health Care REIT, Inc.		5,106.40
11/05/13	50 Units Kinder Morgan Energy Ptrs. L.P.		4,024.45
11/05/13	85 Shs. New Jersey Resources Corp.		3,947.39

PRINCIPAL INVESTMENTS MADE (cont'd)

11/05/13	120 Shs. Piedmont Natural Gas, Inc.	\$	4,061.99
11/05/13	72 Shs. Southern Co.		2,980.08
11/05/13	66 Shs. Transcanada Corp.		2,979.90

CHANGES IN PRINCIPAL HOLDINGS

Account
Value

American States Water Co.
Holding Co.

	200 Shs.		\$	5,324.50
09/04/13	<u>200 Shs.</u>	2 for 1 Stock Split		<u>0.00</u>
	400 Shs.		\$	5,324.50

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Aqua America, Inc.

	780 Shs.		\$	6,930.39
09/03/13	<u>195 Shs.</u>	5 for 4 Stock Split		<u>0.00</u>
	975 Shs.		\$	6,930.39

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AT&T, Inc.

05/22/13	270 Shs.	Invested	\$	9,998.07
11/05/13	<u>135 Shs.</u>	Invested		<u>4,889.23</u>
	405 Shs.		\$	14,887.30

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Banco Santander Cent.
Hispano Sponsored ADR

	69.789 Shs.		\$	1,918.70
02/12/13	<u>1.702 Shs.</u>	Dividend reinvested		<u>14.19</u>
	71.491 Shs.		\$	1,932.89
05/13/13	<u>2.102 Shs.</u>	Dividend reinvested		<u>13.78</u>
	73.593 Shs.		\$	1,946.67
05/22/13	<u>73.593 Shs.</u>	Sold		<u>-1,946.67</u>
	0 Shs.		\$	0.00

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CHANGES IN PRINCIPAL HOLDINGS (cont'd)

Account
Value

California Water Service
Group

	400 Shs.		\$	4,862.75
11/05/13	<u>230 Shs. Invested</u>			<u>4,947.28</u>
	630 Shs.		\$	9,810.03

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ConAgra Foods, Inc.

	250 Shs.		\$	6,605.22
11/05/13	<u>150 Shs. Invested</u>			<u>4,814.27</u>
	400 Shs.		\$	11,419.49

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CSX Corp.

	390 Shs.		\$	10,044.51
05/22/13	<u>76 Shs. Invested</u>			<u>1,994.24</u>
	466 Shs.		\$	12,038.75

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Exxon Mobil Corp.

	100 Shs.		\$	3,906.00
11/05/13	<u>55 Shs. Invested</u>			<u>5,096.14</u>
	155 Shs.		\$	9,002.14

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CHANGES IN PRINCIPAL HOLDINGS (cont'd)

Account
Value

General Electric Co.

05/22/13	410 Shs. Invested	\$	9,844.10
11/05/13	<u>110 Shs.</u> Invested		<u>2,892.67</u>
	520 Shs.	\$	12,736.77

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Health Care REIT, Inc.

06/18/13	120 Shs. Invested	\$	8,112.25
11/05/13	<u>80 Shs.</u> Invested		<u>5,106.40</u>
	200 Shs.	\$	13,218.65

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Kinder Morgan Energy
Ptrs. L.P.

	136 Uts.	\$	10,058.34
11/05/13	<u>50 Uts.</u> Invested		<u>4,024.45</u>
	186 Uts.	\$	14,082.79

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New Jersey Resources
Corp.

	180 Shs.	\$	4,670.80
05/22/13	<u>45 Shs.</u> Invested		<u>2,124.78</u>
	225 Shs.	\$	6,795.58
11/05/13	<u>85 Shs.</u> Invested		<u>3,947.39</u>
	310 Shs.	\$	10,742.97

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CHANGES IN PRINCIPAL HOLDINGS (cont'd)

Account
Value

Piedmont Natural Gas,
Inc.

	250 Shs.		\$	5,531.50
11/05/13	<u>120 Shs.</u> Invested			<u>4,061.99</u>
	370 Shs.		\$	9,593.49

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Southern Co.

	200 Shs.		\$	2,993.56
05/22/13	<u>43 Shs.</u> Invested			<u>1,998.21</u>
	243 Shs.		\$	4,991.77
11/05/13	<u>72 Shs.</u> Invested			<u>2,980.08</u>
	315 Shs.		\$	7,971.85

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Transcanada Corp.

	150 Shs.		\$	3,798.13
05/22/13	<u>60 Shs.</u> Invested			<u>2,952.00</u>
	210 Shs.		\$	6,750.13
11/05/13	<u>66 Shs.</u> Invested			<u>2,979.90</u>
	276 Shs.		\$	9,730.03

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RECEIPTS OF INCOME

Aberdeen Australia Equity
Fund, Inc.

01/11/13 Dividend 1,060 Shs.	\$	265.00	
04/12/13 Dividend 1,060 Shs.		265.00	
07/12/13 Dividend 1,060 Shs.		275.60	
10/18/13 Dividend 1,060 Shs.		265.00	
12/13/13 Dividend 1,060 Shs.		<u>265.00</u>	\$ 1,335.60

ALLETE, Inc.

03/01/13 Dividend 125 Shs.	\$	59.38	
06/01/13 Dividend 125 Shs.		<u>59.38</u>	118.76

American States Water Co.
Holding Co.

03/01/13 Dividend 200 Shs.	\$	71.00	
06/01/13 Dividend 200 Shs.		71.00	
09/03/13 Dividend 200 Shs.		81.00	
12/02/13 Dividend 400 Shs.		<u>81.00</u>	304.00

Aqua America, Inc.

03/01/13 Dividend 780 Shs.	\$	136.50	
06/01/13 Dividend 780 Shs.		136.50	
08/30/13 Dividend 780 Shs.		148.20	

FORWARD

\$	<u>421.20</u>	\$	<u>1,758.36</u>
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RECEIPTS OF INCOME (cont'd)

FORWARD	\$	175.00	\$	2,969.05
 <u>Bristol-Myers Squibb Co.</u> <u>(cont'd)</u>				
08/01/13 Dividend 250 Shs.		87.50		
11/01/13 Dividend 250 Shs.		<u>87.50</u>		350.00
 <u>Buckeye Partners LP</u>				
02/28/13 Income 160 Units	\$	166.00		
05/31/13 Income 160 Units		<u>168.00</u>		334.00
 <u>California Water Service</u> <u>Group</u>				
02/22/13 Dividend 400 Shs.	\$	64.00		
05/17/13 Dividend 400 Shs.		64.00		
08/23/13 Dividend 400 Shs.		64.00		
11/25/13 Dividend 400 Shs.		<u>100.80</u>		292.80
 <u>Cash Equivalent</u> <u>Investments - Bank Deposit Sweep</u>				
01/31/13 Interest	\$	0.54		
02/28/13 Interest		0.28		
03/28/13 Interest		0.18		
04/30/13 Interest		0.18		
05/31/13 Interest		0.16		
FORWARD	\$	<u>1.34</u>	\$	<u>3,945.85</u>

RECEIPTS OF INCOME (cont'd)

FORWARD \$ 4,786.37

ConAgra Foods, Inc.

03/05/05 Dividend 250 Shs.	\$	62.50	
05/31/13 Dividend 250 Shs.		62.50	
08/30/13 Dividend 250 Shs.		62.50	
12/03/13 Dividend 400 Shs.		<u>62.50</u>	250.00

CSX Corp.

03/15/13 Dividend 390 Shs.	\$	54.60	
06/14/13 Dividend 466 Shs.		69.90	
09/13/13 Dividend 466 Shs.		69.90	
12/13/13 Dividend 466 Shs.		<u>69.90</u>	264.30

Duke Energy Corp.

03/18/13 Dividend 204 Shs.	\$	156.06	
06/17/13 Dividend 204 Shs.		156.06	
09/16/13 Dividend 204 Shs.		159.12	
12/16/13 Dividend 204 Shs.		<u>159.12</u>	630.36

Energen Corp.

03/01/13 Dividend 200 Shs.	\$	29.00	
06/03/13 Dividend 200 Shs.		29.00	

FORWARD \$ 58.00 \$ 5,931.03

RECEIPTS OF INCOME (cont'd)

	FORWARD	\$	6,934.38
<u>Health Care REIT, Inc.</u>			
08/20/13 Dividend 120 Shs.	\$	91.80	
11/20/13 Dividend 120 Shs.		<u>153.00</u>	244.80
<u>HSBC Holdings 8% Pfd.</u>			
03/15/13 Dividend 400 Shs.	\$	200.00	
06/17/13 Dividend 400 Shs.		200.00	
09/15/13 Dividend 400 Shs.		200.00	
12/15/13 Dividend 400 Shs.		<u>200.00</u>	800.00
<u>Ingredion, Inc.</u>			
01/25/13 Dividend 215 Shs.	\$	55.90	
04/25/13 Dividend 215 Shs.		81.70	
07/25/13 Dividend 215 Shs.		81.70	
10/25/13 Dividend 215 Shs.		<u>81.70</u>	301.00
<u>Integrus Energy</u>			
03/20/13 Dividend 111 Shs.			75.48
<u>INTEL Corp.</u>			
03/01/13 Dividend 230 Shs.	\$	51.75	
06/01/13 Dividend 230 Shs.		<u>51.75</u>	103.50
	FORWARD	\$	<u>8,459.16</u>

RECEIPTS OF INCOME (cont'd)

FORWARD	\$	8,459.16
<u>Johnson Controls, Inc.</u>		
07/02/13 Dividend 385 Shs.	\$ 73.15	
10/02/13 Dividend 385 Shs.	<u>73.15</u>	146.30
<u>Keycorp New</u>		
03/15/13 Dividend 220 Shs.		11.00
<u>Kinder Morgan Energy Ptrs. L.P.</u>		
02/14/13 Income 136 Units	\$ 175.44	
05/15/13 Income 136 Units	176.80	
08/14/13 Income 136 Units	179.52	
11/14/13 Income 136 Units	<u>183.60</u>	715.36
<u>Lilly & Co., Eli</u>		
03/08/13 Dividend 200 Shs.	\$ 98.00	
06/10/13 Dividend 200 Shs.	98.00	
09/10/13 Dividend 200 Shs.	98.00	
12/10/13 Dividend 200 Shs.	<u>98.00</u>	392.00
<u>Middlesex Water Co.</u>		
03/01/13 Dividend 400 Shs.	\$ 75.00	
FORWARD	<u>\$ 75.00</u>	<u>\$ 9,723.82</u>

RECEIPTS OF INCOME (cont'd)

	FORWARD	\$	75.00	\$	9,723.82
 <u>Middlesex Water Co.</u> <u>(cont'd)</u>					
06/06/13 Dividend 400 Shs.			75.00		150.00
 <u>New Jersey Resources Corp.</u>					
04/01/13 Dividend 180 Shs.		\$	72.00		
07/01/13 Dividend 225 Shs.			90.00		
10/01/13 Dividend 225 Shs.			94.50		256.50
 <u>Nustar Energy LP Unit</u>					
02/14/13 Income 120 Units		\$	131.40		
05/10/13 Income 120 Units			131.40		262.80
 <u>Piedmont Natural Gas, Inc.</u>					
04/15/13 Dividend 250 Shs.		\$	77.50		
07/15/13 Dividend 250 Shs.			77.50		
10/15/13 Dividend 250 Shs.			77.50		232.50
 <u>Plum Creek Timber Co. LP</u>					
03/01/13 Income 235 Units		\$	98.70		
05/31/13 Income 235 Units			103.40		
FORWARD		\$	202.10	\$	10,625.62

RECEIPTS OF INCOME (cont'd)

	FORWARD	\$	12,163.64
<u>Southern Co.</u>			
03/06/13 Dividend 200 Shs.	\$	98.00	
06/06/13 Dividend 200 Shs.		101.50	
09/06/13 Dividend 243 Shs.		123.32	
12/06/13 Dividend 243 Shs.		<u>123.32</u>	446.14
<u>Spectra Energy Corp.</u>			
03/11/13 Dividend 220 Shs.	\$	67.10	
06/10/13 Dividend 220 Shs.		<u>67.10</u>	134.20
<u>Swiss Helvetia Fund, Inc.</u>			
07/29/13 Dividend 135 Shs.			4.86
<u>TECO Energy, Inc.</u>			
02/28/13 Dividend 290 Shs.	\$	63.80	
05/28/13 Dividend 290 Shs.		<u>63.80</u>	127.60
<u>Transcanada Corp.</u>			
01/31/13 Dividend 150 Shs.	\$	65.86	
01/31/13 Less 15% Canadian Tax on above		-9.88	
04/30/13 Dividend 150 Shs.		68.38	
04/30/13 Less 15% Canadian Tax on above		-10.26	
FORWARD	\$	<u>114.10</u>	<u>\$ 12,876.44</u>

RECEIPTS OF INCOME (cont'd)

FORWARD

\$ 13,646.68

Transfer Principal to
Income for Accounting purposes

12/31/13 Cash

852.36

TOTAL RECEIPTS OF INCOME

\$ 14,499.04
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DISBURSEMENTS OF INCOME

Grants

01/25/13	The Field	\$ 330.00
01/28/13	International Task Force for America and Israel	500.00
02/04/13	Volunteer Medical Service Corp.	45.00
02/07/13	Abramson Center for Jewish Life	1,000.00
03/01/13	The Field	330.00
05/01/13	The Field	330.00
05/01/13	The Field	2,640.00
05/17/13	National Multiple Sclerosis	100.00
05/22/13	Penn Wynne Civic Association	25.00
05/23/13	International Task Force for America and Israel	500.00
06/03/13	Simon Weisenthal Center	100.00
06/03/13	Autism Inclusion Resources	1,000.00
06/03/13	David Wyman Institute	1,000.00
06/19/13	St. Judes Childrens Hospital	500.00

FORWARD

\$ 8,400.00

DISBURSEMENTS OF INCOME (cont'd)

FORWARD \$ 8,400.00

Grants
(cont'd)

06/20/13	Jefferson Hospital Bladder Cancer Research Fund	500.00	
06/20/13	Rothman Orthopaedic Institute	500.00	
06/21/13	Hospital of University of Pennsylvania Dept. of Dermatology	500.00	
06/27/13	Jewish Relief Agency	500.00	
06/27/13	PA Association for Sustainable Agriculture	500.00	
07/17/13	American Cancer Society	500.00	
10/02/13	Thomas Jefferson University Hospital	1,000.00	
10/30/13	David Wyman Institute	500.00	
11/04/13	International Task Force for America and Israel	<u>500.00</u>	\$ 13,400.00

Heaven Sent

02/07/13	Courier service		6.75
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FORWARD

\$ 13,406.75

DISBURSEMENTS OF INCOME (cont'd)

FORWARD

\$ 13,406.75

Rocco A. Petrucelli - Fiduciary
Accounting Services

03/04/13 Annual accounting
2012

500.00

United States Treasury - Federal
Fiduciary Income Tax

04/11/13 2012 - Balance

133.00

Wells Fargo Advisors Account No.
8804-2881 - Expenses

05/20/13 Advisory fee

\$ 93.74

07/12/13 Advisory fee

180.35

10/11/13 Advisory fee

185.20

459.29

TOTAL INCOME DISBURSEMENTS

\$ 14,499.04
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