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Return of Private Foundation

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

2013

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , and ending

Name of foundation
WIDENER MEMORIAL SCHOOL ENDOWMENT FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
620 LIBERTY AVENUE, 10TH FL

City or town, state or province, country, and ZIP or foreign postal code
PITTSBURGH, PA 15222-2705

A Employer identification number
23-6205425

B Telephone number
412.762.4240

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

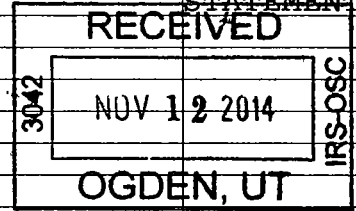
G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization:
 Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 14,940,251. (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	146.	146.		STATEMENT 2
	4 Dividends and interest from securities	555,803.	555,918.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,023,938.			STATEMENT 1
	b Gross sales price for all assets on line 6a	4,820,045.			
	7 Capital gain net income (from Part IV, line 2)		1,097,876.		
	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	29,886.	74,972.		STATEMENT 4	
12 Total. Add lines 1 through 11	1,609,773.	1,728,912.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,013.	5,412.		601.
	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 5	46,386.	561.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	304.	304.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	52,703.	6,277.		601.
	25 Contributions, gifts, grants paid	570,613.			570,613.
26 Total expenses and disbursements. Add lines 24 and 25	623,316.	6,277.		571,214.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	986,457.				
b Net investment income (if negative, enter -0-)		1,722,635.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end of year amounts only</small>		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	23,953.	839.	839.
	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 7	5,499,107.	5,348,441.	7,081,223.
	c Investments - corporate bonds STMT 8	1,705,996.	834,352.	943,338.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	4,434,738.	6,466,619.	6,914,851.
	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)	11,663,794.	12,650,251.	14,940,251.	
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	11,663,794.	12,650,251.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	11,663,794.	12,650,251.		
31 Total liabilities and net assets/fund balances	11,663,794.	12,650,251.		

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	11,663,794.
2 Enter amount from Part I, line 27a	2	986,457.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	12,650,251.
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	12,650,251.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	SEE ATTACHED STATEMENT		
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	4,822,279.	3,724,403.	1,097,876.

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			1,097,876.

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	1,097,876.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	646,383.	13,344,430.	.048438
2011	611,292.	12,700,321.	.048132
2010	616,648.	11,767,162.	.052404
2009	570,738.	12,014,015.	.047506
2008	603,416.	11,724,116.	.051468

2	Total of line 1, column (d)	2	.247948
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	.049590
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,329,703.
5	Multiply line 4 by line 3	5	710,610.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,226.
7	Add lines 5 and 6	7	727,836.
8	Enter qualifying distributions from Part XII, line 4	8	571,214.

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

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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	34,453.
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	34,453.
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	34,453.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	34,958.
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	34,958.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	505.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 505. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of PNC BANK, N.A. -TRUSTEE Telephone no. 412.762.4240 Located at 620 LIBERTY AVENUE, 10TH FL, PITTSBURGH, PA ZIP+4 15222-2705			
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		X 0.
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Organizations relying on a current notice regarding disaster assistance check here **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 10** 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 No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? **7b** Yes No 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.

(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
PNC BANK, N.A. 1600 MARKET STREET, 29TH FLOOR PHILADELPHIA, PA 19103-7240	CORPORATE TRUSTEE 1.00	6,013.	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

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

3 Five highest-paid independent contractors for professional services. 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 N/A	0.
2	
3	
4	

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	0.
2	
All other program-related investments. See instructions 3 N/A	0.
Total. Add lines 1 through 3 ▶	0.

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,547,922.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,547,922.
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	14,547,922.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	218,219.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,329,703.
6	Minimum investment return. Enter 5% of line 5	6	716,485.

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	716,485.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	34,453.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34,453.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	682,032.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	682,032.
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	682,032.

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	571,214.
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	571,214.
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	571,214.

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.

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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				682,032.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			412,481.	
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: ▶ \$ 571,214.				
a Applied to 2012, but not more than line 2a			412,481.	
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				158,733.
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				523,299.
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				

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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				(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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

WIDENER MEMORIAL SCHOOL ENDOWMENT

Form 990-PF (2013)

FOUNDATION

23-6205425 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
WIDENER MEMORIAL FOUNDATION IN AID OF HANDICAPPED CHILDREN PO BOX 178 LAFAYETTE HILL, PA 19444	N/A	501 [C][3] PRIVATE FOUNDATION	FUNDS FOR QUALIFIED CHARITIES AS PER EXPENDITURE RESPONSIBILITY AGREEMENT	570,613.
Total				▶ 3a 570,613.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. WIDENER MEMORIAL SCHOOL ENDOWMENT FOUNDATION	Employer identification number (EIN) or 23-6205425
	Number, street, and room or suite no. If a P.O. box, see instructions. 620 LIBERTY AVENUE, 10TH FL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15222-2705	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

PNC BANK, N.A. - TRUSTEE

• The books are in the care of **▶ 620 LIBERTY AVENUE, 10TH FL - PITTSBURGH, PA 15222-2705**
Telephone No. **▶ 412.762.4240** Fax No. **▶**

• If the organization does not have an office or place of business in the United States, check this box **X**
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**
- 5 For calendar year **2013**, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension _____

ADDITIONAL FINANCIAL INFORMATION REQUIRED TO COMPLETE THE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	34,451.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	34,958.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶** _____ Title **▶** _____ Date **▶** _____

A

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury Internal Revenue Service

File a separate application for each return. Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box [X]
If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868
Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only []

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Table with 2 columns: Type or print, Name of exempt organization or other filer, see instructions; and Enter filer's identifying number, Employer identification number (EIN) or Social security number (SSN). Includes address: 620 LIBERTY AVENUE, 10TH FL, PITTSBURGH, PA 15222-2705.

Enter the Return code for the return that this application is for (file a separate application for each return) [04]

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Lists various forms like Form 990-EZ, Form 990-T, Form 4720, etc.

PNC BANK, N.A. - TRUSTEE

The books are in the care of 620 LIBERTY AVENUE, 10TH FL - PITTSBURGH, PA 15222-2705 Telephone No. 412.762.4240 Fax No.

- If the organization does not have an office or place of business in the United States, check this box []
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) if this is for the whole group, check this box []

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for. [X] calendar year 2013 or [] tax year beginning and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason [] Initial return [] Final return [] Change in accounting period

Table with 3 columns: Description, 3a, 3b, 3c. Shows tentative tax, refundable credits, and balance due.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

5-8-14

SUMMARY OF INVESTMENTS

AS OF 12/31/13
 WIDENER MEMORIAL SCHOOL ENDOWMENT

ACCOUNT
 12-35-040-0469343

PAGE 1

	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET
PRINCIPAL CASH	838.85	838.85	838.85		.25	.030
CASH EQUIVALENTS						
FIXED INCOME						
BONDS	834,351.60	834,351.80	943,338.26	6.314	51,487.50	5.458
MUTUAL FUNDS - FIXED	3,294,362.48	3,292,954.23	3,351,368.74	22.432	118,041.59	3.522
TOTAL FIXED INCOME	4,128,714.28	4,127,306.03	4,294,707.00	28.746	169,529.09	3.947
EQUITIES						
COMMON STOCK	5,348,440.49	5,357,358.17	7,081,222.68	47.397	254,028.42	3.587
MUTUAL FUNDS - EQUITY	2,860,677.21	2,860,677.21	3,165,681.98	21.189	108,786.58	3.436
LIMITED PARTNERSHIPS	311,580.00	311,580.00	397,800.00	2.663	16,800.00	4.223
TOTAL EQUITIES	8,520,697.70	8,529,615.38	10,644,704.66	71.249	379,615.00	3.566
TOTAL PRINCIPAL ASSETS	12,650,250.83	12,657,760.26	14,940,250.51	100.000	549,144.34	3.676
ACCOUNT TOTAL	12,650,250.83	12,657,760.26	14,940,250.51		549,144.34	3.676



STATEMENT OF INVESTMENTS

AS OF 12/31/13

PAGE 2

ACCOUNT
12-35-040-0469343

WIDENER MEMORIAL SCHOOL ENDOWMEN

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
CASH EQUIVALENTS								
838.85	BLACKROCK LIQUIDITY FUNDS TEMP FUND INSTITUTIONAL SHRS #24	838.85	838.85	838.85	0.006	0.25	0.030	1.000
	TOTAL CASH EQUIVALENTS	<u>838.85</u>	<u>838.85</u>	<u>838.85</u>	<u>0.006</u>	<u>0.25</u>	<u>0.030</u>	
CORPORATE BONDS								
344,000.000	GOLDMAN SACHS GROUP INC NTS	347,336.80	347,336.80	354,935.76	2.376	17,200.00	4.846	103.179
	05.000% DUE 10/01/2014							
250,000.000	GTE CORP DEB	241,620.00	241,620.00	291,190.00	1.949	17,100.00	5.872	116.476
	06.840% DUE 04/15/2018							
250,000.000	MERRILL LYNCH & CO INC NT	245,395.00	245,395.00	297,212.50	1.989	17,187.50	5.783	118.885
	06.875% DUE 11/15/2018							
	TOTAL CORPORATE BONDS	<u>834,351.80</u>	<u>834,351.80</u>	<u>943,338.26</u>	<u>6.314</u>	<u>51,487.50</u>	<u>5.458</u>	
COMMON STOCK								
9,473.000	AT&T INC	242,676.82	242,676.82	333,070.68	2.229	17,430.32	5.233	35.160
10,000.000	ALTRIA GROUP INC	353,827.00	353,827.00	383,900.00	2.570	19,200.00	5.001	38.390
13,500.000	CA INC	299,430.00	299,430.00	454,275.00	3.041	13,500.00	2.972	33.650
3,000.000	CHEVRON CORPORATION	103,043.89	105,575.00	374,730.00	2.508	12,000.00	3.202	124.910
10,300.000	COCA COLA CO	247,928.72	247,928.72	425,493.00	2.848	11,536.00	2.711	41.310



STATEMENT OF INVESTMENTS

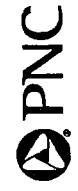
AS OF 12/31/13

ACCOUNT
12-35-040-0469343

WIDENER MEMORIAL SCHOOL ENDOWMEN

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
5,500.000	CONOCOPHILLIPS	343,959.00	343,959.00	388,575.00	2.601	15,180.00	3.907	70.650
7,000.000	DUPONT E I DE NEHOURS & CO	297,482.95	297,482.95	454,790.00	3.044	12,600.00	2.771	64.970
40,000.000	FIRST NIAGARA FINL GROUP INC NEW	303,876.00	303,876.00	424,800.00	2.843	12,800.00	3.013	10.620
14,500.000	GENERAL ELECTRIC CO	366,771.75	366,771.75	406,435.00	2.720	12,760.00	3.139	28.030
6,800.000	GLAXO SMITHKLINE ADR	353,738.04	353,738.04	363,052.00	2.430	16,381.20	4.512	53.390
15,000.000	INTEL CORP	310,415.00	310,415.00	389,325.00	2.606	13,500.00	3.468	25.955
8,600.000	LILLY ELI & CO	304,585.34	304,585.34	438,600.00	2.936	16,856.00	3.843	51.000
10,500.000	MICROSOFT CORP	319,326.00	319,326.00	392,805.00	2.629	11,760.00	2.994	37.410
5,500.000	NEXTERA ENERGY INC	171,075.43	177,462.00	470,910.00	3.152	14,520.00	3.083	85.620
5,600.000	PINNACLE WEST CAPITAL CORP	317,976.96	317,976.96	296,352.00	1.984	12,712.00	4.289	52.920
4,500.000	PROCTER & GAMBLE CO	297,258.90	297,258.90	366,345.00	2.452	10,827.00	2.955	81.410
8,900.000	ROGERS COMMUNICATIONS INC CLASS B NON-VTG TRANSFER RESTRICTED	355,880.74	355,880.74	402,725.00	2.696	14,515.90	3.604	45.250
5,500.000	VENTAS INC	359,187.95	359,187.95	315,040.00	2.109	15,950.00	5.063	57.280
	TOTAL COMMON STOCK	5,348,440.49	5,357,358.17	7,081,222.68	47.398	254,028.42	3.587	

LIMITED PARTNERSHIPS



STATEMENT OF INVESTMENTS

AS OF 12/31/13

ACCOUNT
12-35-040-0469343

WIDENER MEMORIAL SCHOOL ENDOWMEN

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
6,000.000	ENTERPRISE PRODS PARTNERS L P COM UNIT	311,580.00	311,580.00	397,800.00	2.663	16,800.00	4.223	66.300
	TOTAL LIMITED PARTNERSHIPS	<u>311,580.00</u>	<u>311,580.00</u>	<u>397,800.00</u>	<u>2.663</u>	<u>16,800.00</u>	<u>4.223</u>	
	MUTUAL FUNDS - FIXED							
82,097.420	BLACKROCK FDS HIGH YIELD BD PORTFOLIO FUND 318 INSTITUTIONAL CLASS	600,362.48	598,954.23	674,019.82	4.511	41,212.90	6.114	8.210
52,580.669	BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO FUND #446	528,000.00	528,000.00	534,219.60	3.576	13,618.39	2.549	10.160
39,034.828	DODGE & COX INCOME FUND	534,000.00	534,000.00	528,141.22	3.535	16,199.45	3.067	13.530
58,600.362	EATON VANCE FLOATING RATE FUND CLASS I FUND #924	527,000.00	527,000.00	538,537.33	3.605	20,978.93	3.896	9.190
47,957.371	PIMCO UNCONSTRAINED BOND FUND INSTITUTIONAL CLASS FD #1863	540,000.00	540,000.00	531,847.24	3.560	4,688.79	0.862	11.090
41,604.548	TEMPLETON GLOBAL BOND FUND AD FUND #616	565,000.00	565,000.00	544,603.53	3.645	21,343.13	3.919	13.090
	TOTAL MUTUAL FUNDS - FIXED	<u>3,294,362.48</u>	<u>3,292,954.23</u>	<u>3,351,368.74</u>	<u>22.432</u>	<u>116,041.59</u>	<u>3.522</u>	
	MUTUAL FUNDS - EQUITY							



STATEMENT OF INVESTMENTS

AS OF 12/31/13

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WIDENER MEMORIAL SCHOOL ENDOWMEN

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
30,761.203	DWS RREEF GLOBAL REAL ESTATE SECURITIES FUND CLASS FUND #2365	155,000.00	155,000.00	247,320.07	1.655	9,505.21	3.843	8.040
54,743.291	EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND CLASS I #88	543,000.00	543,000.00	515,681.80	3.452	21,240.40	4.119	9.420
55,903.037	FEDERATED STRATEGIC VALUE DIVIDEND FD CLASS A FUND #661	206,799.67	206,799.67	325,355.68	2.178	10,342.06	3.179	5.820
5,962.000	ISHARES SELECT DIVIDEND ETF	318,408.36	318,408.36	425,388.70	2.847	13,032.93	3.064	71.350
6,183.000	ISHARES US REAL ESTATE ETF	399,546.47	399,546.47	390,023.64	2.611	14,740.27	3.779	63.080
9,250.000	ISHARES GLOBAL INFRASTRUCTURE ETF	353,271.38	353,271.38	360,195.00	2.411	12,441.25	3.454	38.940
9,250.000	UBS E-TRACS ALERIAN MLP INFRASTRUCTURE ETN ETF	356,651.33	356,651.33	364,727.50	2.441	16,714.75	4.583	39.430
	TOTAL MUTUAL FUNDS - EQUITY	2,332,677.21	2,332,677.21	2,628,692.39	17.595	98,016.87	3.729	
	MUTUAL FUNDS - BALANCED							
49,859.758	DRIEHAUS ACTIVE INCOME FUND FUND # 640	528,000.00	528,000.00	536,989.59	3.594	10,769.71	2.006	10.770



STATEMENT OF INVESTMENTS

AS OF 12/31/13

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WIDENER MEMORIAL SCHOOL ENDOWMEN

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
	TOTAL MUTUAL FUNDS - BALANCED	<u>528,000.00</u>	<u>528,000.00</u>	<u>536,989.59</u>	<u>3.594</u>	<u>10,769.71</u>	<u>2.006</u>	
	TOTAL INVESTMENTS	<u>12,650,250.83</u>	<u>12,657,760.26</u>	<u>14,940,250.51</u>	<u>100.000</u>	<u>549,144.34</u>	<u>3.676</u>	
	CASH	0.00	0.00	0.00				
	TOTAL ASSETS	12,650,250.83	12,657,760.26	14,940,250.51				
	INCOME CASH			0.00				



A C C O U N T S U M M A R Y

12/31/13 THROUGH 12/31/13

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WIDENER MEMORIAL SCHOOL ENDOWMEN

	INCOME CASH	INCOME CARRYING VALUE	PRINCIPAL CASH	PRINCIPAL CARRYING VALUE
	0.00	0.00	0.00	12,650,250.83

YOUR TRUST ACCOUNT BALANCES ON 12/31/13 WERE

DURING THE PERIOD INCOME WAS RECEIVED FROM
 NO DIVIDENDS THIS PERIOD
 NO NON-TAXABLE INTEREST INCOME THIS PERIOD
 NO TAXABLE INTEREST INCOME THIS PERIOD
 NO RENTAL INCOME THIS PERIOD

THUS TOTAL INCOME RECEIVED EQUALED

NO CONTRIBUTIONS WERE RECEIVED THIS PERIOD

NO SALES THIS PERIOD

NO INCOME OR PRINCIPAL TRANSFERS THIS PERIOD

NO PURCHASES THIS PERIOD

EXPENSES INCURRED DURING THIS PERIOD WERE

NO FEES CHARGED THIS PERIOD
 NO OTHER EXPENSES THIS PERIOD

FOR TOTAL EXPENSES OF

NO PAYMENTS WERE MADE TO OR FOR YOU THIS PERIOD

YOUR CURRENT BALANCES AS OF 12/31/13 ARE

INCOME CASH	0.00	INCOME CARRYING VALUE	0.00	PRINCIPAL CASH	0.00	PRINCIPAL CARRYING VALUE	12,650,250.83
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REPORT: TMS-TX-23
 BANK 12 PNC BANK (12)
 REGION 35 PHILADELPHIA
 OFFICE 040 HAWTHORN

GAIN/LOSS FEDERAL REPORT INTERNAL USE ONLY
 ACCOUNT 0469343 WIDENER MEMORIAL SCHOOL ENDOWMEN
 FROM: 01/01/13 TO: 12/31/13

PAGE: 1
 RUN DATE: 02/01/14

TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	ACQUIRED	TRADE	DATES	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET G29183103 EATON CORP PLC												
SEDOL B8KQ82												
ISIN IE00B8KQ827												
830	000	42031-00001	00000	12/03/12	08/06/13			6,400.000	419,295.10	330,592.00	88,703.10	.00
TOTAL-SHORT								6,400.000	419,295.10	330,592.00	88,703.10	.00
ASSET G7945E105 SEADRILL LTD												
SEDOL B09RMQ1												
ISIN BMG7945E1057												
830	000	41891-00002	00000	02/03/11	03/19/13			8,700.000	325,633.69	303,705.69	21,928.00	.00
TOTAL-LONG								8,700.000	325,633.69	303,705.69	21,928.00	.00
ASSET 002824100 ABBOTT LABORATORIES INC												
830	000	41947-00003	00000	05/10/04	05/14/13			2,000.000	73,741.75	39,080.52	34,661.23	.00
830	000	41947-00003	00000	09/02/04	05/14/13			2,000.000	73,741.74	40,901.17	32,840.57	.00
TOTAL-LONG								4,000.000	147,483.49	79,981.69	67,501.80	.00
ASSET 00287Y109 ABBVIE INC-WHEN ISSUED												
830	000	41947-00004	00000	05/10/04	05/14/13			2,000.000	90,444.77	42,379.48	48,065.29	.00
830	000	41947-00004	00000	09/02/04	05/14/13			2,000.000	90,444.77	44,353.83	46,090.94	.00
TOTAL-LONG								4,000.000	180,889.54	86,733.31	94,156.23	.00
ASSET 156700106 CENTURYLINK INC												
830	000	41891-00004	00000	08/28/09	03/19/13			5,158.000	176,760.70	117,787.77	58,972.93	.00
830	000	41891-00004	00000	06/15/10	03/19/13			5,900.000	202,188.46	203,745.29	1,556.83-L	.00
TOTAL-LONG								11,058.000	378,949.16	321,533.06	57,416.10	.00
ASSET 191216100 COCA COLA CO												
830	000	42070-00001	00000	01/23/07	09/12/13			300.000	11,561.79	7,221.23	4,340.56	.00
TOTAL-LONG								300.000	11,561.79	7,221.23	4,340.56	.00
ASSET 209115104 CONSOLIDATED EDISON INC												
830	000	42107-00001	00000	11/01/02	10/21/13			800.000	45,224.81	34,120.00	11,104.81	.00
830	000	42107-00001	00000	03/10/03	10/21/13			1,800.000	101,755.83	69,478.02	32,277.81	.00
830	000	42107-00001	00000	05/16/03	10/21/13			1,000.000	56,531.01	40,050.00	16,481.01	.00
830	000	42107-00001	00000	11/09/12	10/21/13			2,000.000	113,062.03	111,660.00	1,402.03	.00

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TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	ACQUIRED	TRADE	DATES	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
							TOTAL-SHORT	5,600.000	316,573.68 ✓	255,308.02	1,402.03	.00
							TOTAL-LONG				59,863.63	.00
ASSET 36158FAB6 GE GLOBAL INSURANCE HLDG												
							06.450% DUE 03/01/2019					
830	000	41999	00001	00000	07/21/99	07/08/13		300,000.000	354,408.00	285,522.00	68,886.00 L	.00
							TOTAL-LONG	300,000.000	354,408.00 ✓	285,522.00	68,886.00	.00
ASSET 42217K106 HEALTH CARE REIT INC												
							REIT					
830	000	42031	00004	00000	03/31/09	08/06/13		4,000.000	254,001.58	120,213.20	133,788.38 L	.00
830	000	42031	00004	00000	11/09/12	08/06/13		1,500.000	95,250.59	87,795.00	7,455.59 S	.00
							TOTAL-SHORT	5,500.000	349,252.17 ✓	208,008.20	7,455.59	.00
							TOTAL-LONG				133,788.38	.00
ASSET 464287242 ISHARES IBOX \$ INVESTMENT												
							GRADE CORPORATE BOND					
							ETF					
830	000	41951	00001	00000	04/13/09	05/16/13		900.000	108,569.88	85,212.00	23,357.88 L	.00
830	000	41951	00001	00000	09/02/09	05/16/13		3,834.000	462,507.67	401,546.32	60,961.35 L	.00
							TOTAL-SHORT	4,734.000	571,077.55 ✓	486,758.32	84,319.23	.00
							TOTAL-LONG					
ASSET 494368ATO KIMBERLY CLARK CORP												
							DEB					
							06.250% DUE 07/15/2018					
830	000	41951	00002	00000	07/22/98	05/16/13		425,000.000	533,077.50 ✓	425,000.00	108,077.50 L	.00
							TOTAL-LONG	425,000.000	533,077.50	425,000.00	108,077.50	.00
ASSET 524660107 LEGGETT & PLATT INC												
830	000	42031	00006	00000	03/27/12	08/06/13		13,500.000	419,877.78	310,613.40	109,264.38 L	.00
							TOTAL-LONG	13,500.000	419,877.78 ✓	310,613.40	109,264.38	.00
ASSET 536020100 LINN ENERGY LLC UNITS												
830	000	41999	00003	00000	06/15/10	07/02/13		7,800.000	213,089.95	202,469.28	10,620.67 L	.00

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	ASSET 536020100					7,800.000	213,089.95	202,469.28	10,620.67	.00
	TOTAL-LONG									
	ASSET 589331AE7	MERCK CO INC								
	DEB									
	05.950% DUE	12/01/2028								
830	000	41947-00006	00000	12/01/99	05/14/13	190,000.000	242,861.80	161,121.90	81,739.90	.00
	TOTAL-LONG									
	ASSET 718172109	PHILIP MORRIS INTERNAT-W/I								
830	000	42031-00007	00000	11/09/12	08/06/13	3,500.000	310,899.93	297,080.00	13,819.93	.00
	TOTAL-SHORT									
	ASSET 939322103	WASHINGTON MUTUAL INC								
830	000	42045-00002	00000	01/01/01	08/23/13	1.000	689.45	25.00	664.45	.00
	TOTAL-LONG									
	ASSET 97381W104	WINDSTREAM CORP W/I								
	EXCH 09/03/13	SEE 97382A101								
830	000	41947-00008	00000	01/31/03	05/14/13	2,067.148	17,322.52	17,253.57	68.95	.00
830	000	41947-00008	00000	03/17/03	05/14/13	1,033.926	8,664.20	8,206.93	457.27	.00
830	000	41947-00008	00000	02/23/04	05/14/13	413.570	3,465.68	3,737.23	271.55	.00
830	000	41947-00008	00000	09/02/04	05/14/13	620.356	5,198.53	6,023.42	824.89	.00
	TOTAL-LONG									
	LISTED SALES-TOTAL SHORT									
	LONG									
	CAPITAL GAIN DISTRIBUTIONS									
	GRAND TOTAL-SHORT									
	-LONG									
	CARRYOVER(CURRENT)									
	TOTAL									
	GRAND TOTAL									
	CARRYOVER									

3,594,424.97
 / 257
 3,594,299.97 ✓

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FEDERAL G/L STATE G/L

TAX CODE OR-OFF SERIAL SEQ LOT# DATES -----
ACQUIRED TRADE

TAX COST

PROCEEDS

UNITS

.00 L

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DATE	-TRANSACTION- DESCRIPTION	-CODES- TRAN TAX INDV	HISTORY	INCOME	C A S H - PRINCIPAL	INVEST/UNITS
03-22-13	BNY CONVERGEX 03/19 SALE 8,700 SHS @ 37.46 MISC 7.31 COMM 261.00 SEADRILL LTD SEDOL B09RMQ1 ISIN BMG7945E1057	085 830	0100 41891-00002 03-22-13	325,633.69	303,705.69- 8,700.000-	
03-22-13	INSTINET 03/19 SALE 11,058 SHS @ 34.30 MISC 8.50 COMM 331.74 CENTURYLINK INC	085 830	6826 41891-00004 03-22-13	378,949.16	321,530.56- 11,058.000-	
05-17-13	ISI GROUP INC 05/14 SALE 4,000 SHS @ 36.9017 MISC 3.31 COMM 120.00 ABBOTT LABORATORIES INC	085 830	9197 41947-00003 05-17-13	147,483.49	79,617.56- 4,000.000-	
05-17-13	ISI GROUP INC 05/14 SALE 4,000 SHS @ 45.2534 MISC 4.06 COMM 120.00 ABBVIE INC-WHEN ISSUED	085 830	9197 41947-00004 05-17-13	180,889.54	86,338.44- 4,000.000-	
05-17-13	WELLS FARGO SECS LLC 05/14 SALE 190,000 PAR @ 127.822 MERCCK CO INC DEB 05.950% DUE 12/01/2028	085 830	9252 41947-00006 05-17-13	242,861.80	161,121.90- 190,000.000-	
05-17-13	ISI GROUP INC 05/14 SALE 4,135 SHS @ 8.4101 MISC .78 COMM 124.05 WINDSTREAM CORP W/I	085 830	9197 41947-00008 05-17-13	34,650.93	35,221.01- 4,135.000-	
05-21-13	INSTINET 05/16 SALE 4,734 SHS @ 120.6659 MISC 12.80 COMM 142.02 ISHARES IBOX \$ INVESTOP INVESTMENT GRADE CORP BD FD ETF	085 830	6826 41951-00001 05-21-13	571,077.55	486,758.32- 4,734.000-	
05-21-13	US BANCORP INVESTMENTS INC. 05/16 SALE 425,000 PAR @ 125.43 KIMBERLY CLARK CORP DEB 06.250% DUE 07/15/2018	085 830	9871 41951-00002 05-21-13	533,077.50	425,000.00- 425,000.000-	

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DATE	-TRANSACTION- DESCRIPTION	-CODES- TRAN TAX INDV	HISTORY	- C A S H - INCOME	PRINCIPAL	INVEST/UNITS
07-08-13	PROCEEDS RECEIVED FROM TENDER OF 300,000.000 PAR AT 118.1360 GE GLOBAL INSURANCE HLDG NTS 06.450% DUE 03/01/2019	085 830	9999 41999-00001 07-08-13	354,408.00	285,522.00- 300,000.000-	
07-08-13	BNY CONVERGEX 07/02 SALE 7,800 SHS @ 27.3497 MISC 3.72 COMM 234.00 LINN ENERGY LLC UNITS	085 830	0100 41999-00003 07-08-13	213,089.95	202,469.28- 7,800.000-	
08-09-13	INSTINET 08/06 SALE 6,400 SHS @ 65.546 MISC 7.30 COMM 192.00 EATON CORP PLC SEDDL B8KQNB2 ISIN IE00B8KQNB27	085 830	6826 42031-00001 08-09-13	419,295.10	330,592.00- 6,400.000-	
08-09-13	INSTINET 08/06 SALE 5,500 SHS @ 63.5315 MISC 6.08 COMM 165.00 HEALTH CARE REIT INC REIT	085 830	6826 42031-00004 08-09-13	349,252.17	208,008.20- 5,500.000-	
08-09-13	INSTINET 08/06 SALE 13,500 SHS @ 31.1326 MISC 7.32 COMM 405.00 LEGGETT & PLATT INC	085 830	6826 42031-00006 08-09-13	419,877.78	310,613.40- 13,500.000-	
08-09-13	BNY CONVERGEX 08/06 SALE 3,500 SHS @ 88.8601 MISC 5.42 COMM 105.00 PHILIP MORRIS INTERNAT-W/I	085 830	0100 42031-00007 08-09-13	310,899.93	297,080.00- 3,500.000-	
09-17-13	SIDCO / CONVERGEX 09/12 SALE 300 SHS @ 38.57 MISC .21 COMM 9.00 COCA COLA CO	085 830	8207 42070-00001 09-17-13	11,561.79	7,221.23- 300.000-	
10-24-13	ISI GROUP INC 10/21 SALE 5,600 SHS @ 56.562 MISC 5.52 COMM 168.00 CONSOLIDATED EDISON INC	085 830	9197 42107-00001 10-24-13	316,573.68	255,308.02- 5,600.000-	
12-06-13	PURC 291.155 SHS THRU REINVTMNT OF GAP GAIN PAYABLE 12/05/13 @ 5.7100 FEDERATED STRATEGIC VALUE DIVIDEND FD CLASS A FUND #661	083 081	42150-00001 12-06-13		1,662.50 291.155	

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DATE	-TRANSACTION- DESCRIPTION	-CODES- TRAN TAX INDV	HISTORY	INCOME	PRINCIPAL	INVEST/UNITS
12-17-13	LONG TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/11/13 AT .0088 PER SHARE PIMCO UNCONSTRAINED BOND FUND INSTITUTIONAL CLASS FD #1863	081 081 00-0000	42161-00001 12-17-13		425.38	
12-17-13	SHORT TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/11/13 AT .0338 PER SHARE PIMCO UNCONSTRAINED BOND FUND INSTITUTIONAL CLASS FD #1863	081 082 00-0000	42161-00002 12-17-13		1,624.32	
12-18-13	LONG TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/18/13 AT .0031 PER SHARE TEMPLETON GLOBAL BOND FUND AD FUND #616	081 081 00-0000	42162-00001 12-18-13		128.97	
12-24-13	PURC 1,005.578 SHS THRU REINVTMNT OF CAP GAIN PAYABLE 12/23/13 @ 8.2000 BLACKROCK FDS HIGH YIELD BD PORTFOLIO FUND 318 INSTITUTIONAL CLASS	083 081	42168-00001 12-24-13			8,245.74 1,005.578
12-24-13	PURC 85.245 SHS THRU REINV OF SHORT TERM CAP GAIN DUE 12/23/13 @ \$ 8.2000 BLACKROCK FDS HIGH YIELD BD PORTFOLIO FUND 318 INSTITUTIONAL CLASS	083 082	42168-00002 12-24-13			699.01 85.245

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-TRANSACTION- DATE DESCRIPTION		-CODES- TRAN TAX INDV	HISTORY	- C A S H - INCOME	PRINCIPAL	INVEST/UNITS
TOTALS FOR TAX CODE 081		LONG TERM CAPITAL GAIN DISTRIBUTION		554.35		9,908.24 P
TOTALS FOR TAX CODE 082		SHORT TERM CAPITAL GAIN DISTRIBUTION		1,624.32		699.01 P
TOTALS FOR TAX CODE 830		SALES		4,809,582.06	3,796,107.61-P	
				<213,089.95	<202,464.28	
				4,596,492.11	3,593,638.33	

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 SALE OF PUBLICLY TRADED SECURITIES			
b LINN ENERGY-SALE OF PTP			
c CLASS ACTION PROCEEDS			
d LINN ENERGY -SECTION 1231 GAIN			
e SECTION 1231 GAIN ENTERPRISE PRODUCTS	P		
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 4,596,492.		3,594,400.	1,002,092.
b 213,090.		129,978.	83,112.
c 989.		25.	964.
d 1,151.			1,151.
e 94.			94.
f 10,463.			10,463.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			1,002,092.
b			83,112.
c			964.
d			1,151.
e			94.
f			10,463.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	1,097,876.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
SALE OF PUBLICLY TRADED SECURITIES						
	4,596,492.	3,593,638.	0.		0.	1,002,854.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
LINN ENERGY-SALE OF PTP						
	213,090.	202,469.	0.		0.	10,621.

CAPITAL GAINS DIVIDENDS FROM PART IV						10,463.
TOTAL TO FORM 990-PF, PART I, LINE 6A						1,023,938.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET AND TEMPORARY INVESTMENTS	146.	146.	
TOTAL TO PART I, LINE 3	146.	146.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
TRUST INVESTMENT INCOME	566,266.	10,463.	555,803.	555,803.		
TO PART I, LINE 4	566,266.	10,463.	555,803.	555,803.		

FORM 990-PF	OTHER INCOME			STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME		
LINN & ENTERPRISE PARTNERSHIP DISTRIBUTION	27,510.	0.			
LINN ENERGY - INC. FROM K-1	0.	73,943.			
CLASS ACTION PROCEEDS	964.	0.			
FEDERAL EXCISE TAX REFUND	383.	0.			
FOREIGN TAX REFUND	1,029.	1,029.			
TOTAL TO FORM 990-PF, PART I, LINE 11	29,886.	74,972.			

FORM 990-PF	TAXES				STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FEDERAL EXCISE TAX-BALANCE DUE	11,084.	0.			0.	
FEDERAL EXCISE TAX - ESTIMATES	34,741.	0.			0.	
FOREIGN TAXES	561.	561.			0.	
TO FORM 990-PF, PG 1, LN 18	46,386.	561.			0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN PROCESSING FEES	304.	304.			0.
TO FORM 990-PF, PG 1, LN 23	304.	304.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS			5,348,441.	7,081,223.
TOTAL TO FORM 990-PF, PART II, LINE 10B			5,348,441.	7,081,223.

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS			834,352.	943,338.
TOTAL TO FORM 990-PF, PART II, LINE 10C			834,352.	943,338.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS-FIXED	COST	3,294,362.	3,351,369.	
MUTUAL FUNDS-EQUITY	COST	2,860,677.	3,165,682.	
LIMITED PARTNERSHIPS	COST	311,580.	397,800.	
TOTAL TO FORM 990-PF, PART II, LINE 13		6,466,619.	6,914,851.	

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 10

GRANTEE'S NAME

GRANTEE'S ADDRESS

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

PURPOSE OF GRANT

UNDS FOR QUALIFIED CHARITIES AS PER EXPENDITURE RESPONSIBILITY AGREEMENT

GRANTEE'S NAME

GRANTEE'S ADDRESS

4060 BUTLER PIKE, SUITE 225
PLYMOUTH MEETING, PA 19462

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
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PURPOSE OF GRANT

FUNDS FOR QUALIFIED CHARITIES AS PER EXPENDITURE RESPONSIBILITY AGREEMENT

GRANTEE'S NAME

GRANTEE'S ADDRESS

4060 BUTLER PIKE, SUITE 225
PLYMOUTH MEETING, PA 19462

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
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PURPOSE OF GRANT

FUNDS FOR QUALIFIED CHARITIES AS PER EXPENDITURE RESPONSIBILITY AGREEMENT

GRANTEE'S NAME

GRANTEE'S ADDRESS

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

PURPOSE OF GRANT

FUNDS FOR QUALIFIED CHARITIES AS PER EXPENDITURE RESPONSIBILITY AGREEMENT