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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

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

Name of foundation THE HALLOWELL FOUNDATION I/M A/C		A Employer identification number 23-6234545						
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 267-321-5946						
1525 WEST WT HARRIS BLVD								
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	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 ☐
☐ 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) ▶ \$ 5,327,645.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	107,402.	106,791.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	63,274.			
	b Gross sales price for all assets on line 6a	480,011.			
	7 Capital gain net income (from Part IV, line 2)		63,274.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	5,508.	5,508.		STMT 6	
12 Total. Add lines 1 through 11	176,184.	175,573.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	28,753.	28,753.		STMT 7
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,740.	2,569.		STMT 8
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)	265.	265.		STMT 9
	24 Total operating and administrative expenses. Add lines 13 through 23	36,758.	31,587.	NONE	
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	36,758.	31,587.	NONE		
27 Subtract line 26 from line 12	139,426.				
a Excess of revenue over expenses and disbursements		143,986.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

ENVELOPE
POSTMARK DATE MAY 3 2014SCANNED
MAY 28 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	312.	-3,860.	-3,860.
	2	Savings and temporary cash investments	486,885.	290,571.	290,571.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) . STMT 10	2,365,003.	2,728,036.	3,635,718.
	c	Investments - corporate bonds (attach schedule) . STMT 23		1,352,842.	1,405,216.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 24	1,375,908.		
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,228,108.	4,367,589.	5,327,645.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	4,228,108.	4,367,589.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	4,228,108.	4,367,589.	
	31	Total liabilities and net assets/fund balances (see instructions)	4,228,108.	4,367,589.	

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	4,228,108.
2	Enter amount from Part I, line 27a	2	139,426.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 29	3	6,700.
4	Add lines 1, 2, and 3	4	4,374,234.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 30	5	6,645.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,367,589.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 480,011.		416,737.	63,274.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			63,274.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	63,274.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,868,137.	4,817,775.	0.802889
2011	659,853.	8,954,032.	0.073693
2010	398,071.	8,612,715.	0.046219
2009	418,944.	7,389,626.	0.056694
2008	479,075.	9,091,158.	0.052697
2 Total of line 1, column (d)			2 1.032192
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.206438
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,873,348.
5 Multiply line 4 by line 3			5 1,006,044.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,440.
7 Add lines 5 and 6			7 1,007,484.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 NONE

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,880.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2,880.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,880.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,776.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,776.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	896.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ▶ 896. Refunded ▶	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? STMT 31 If "Yes," attach the statement required by General Instruction T	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ SEE STATEMENT 32 Telephone no. ☐			
Located at ☐ ZIP+4 ☐				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANNE H MILLER 5285 JAMES LANDING ROAD, SALISBURY, MD 21801	TRUSTEE 5	-0-	-0-	-0-
Elaine Reed 4402 SW 85th Way, Gainesville, FL 32608	TRUSTEE 5	-0-	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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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	4,703,757.
b	Average of monthly cash balances	1b	243,804.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,947,561.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,947,561.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,213.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,873,348.
6	Minimum investment return. Enter 5% of line 5	6	243,667.

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	243,667.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,880.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,880.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	240,787.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	240,787.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	240,787.

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	
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	NONE
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	NONE

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				240,787.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	3,439,430.			
f Total of lines 3a through e	3,439,430.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u> NONE </u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	240,787.			240,787.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,198,643.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,198,643.			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	3,198,643.			
e Excess from 2013				

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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:

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				
Total			▶ 3a	
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue.					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	107,402.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	63,274.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	MUTUAL FUND INCOME			14	5,472.	
c	FOREIGN TAX REFUND			1	36.	
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				176,184.	
13	Total. Add line 12, columns (b), (d), and (e)				176,184.	

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.	Yes	No

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  _____  _____

Signature of officer or trustee _____ Date _____ Title _____

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

Paid Preparer Use Only	Print/Type preparer's name CYNTHIA PETERS		Preparer's Signature 		Date 04/29/2014	Check ☐ if self-employed	PTIN P00116953	
	Firm's name ▶ WELLS FARGO BANK, N.A.					Firm's EIN ▶ 94-3080771		
	Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262					Phone no 800-691-8916		

Form **990-PF** (2013)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABB LTD SPONSORED ADR	292.	292.
AIA GROUP LTD-SP ADR	81.	81.
ABERDEEN EMERG MARKETS-INST #5840	1,821.	1,821.
ACADIA REALTY TRUST	14.	14.
ACADIAN EMG MKTS PORT-INST #1260	1,696.	1,696.
AGILENT TECHNOLOGIES INC COM	163.	163.
AIR LIQUIDE ADR FRANCE ADR	224.	224.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	175.	175.
ALEXANDRIA REAL ESTATE EQUITIES INC COM	72.	63.
ALLEGHENY TECHNOLOGIES INC COM	216.	216.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	48.	48.
ALLIANZ AG-ADR COM	321.	321.
AMERICAN ASSETS TRUST INC	41.	40.
AMERICAN CAMPUS CMNTYS INC	38.	34.
AMERICAN TOWER CORP	482.	482.
ANHEUSER-BUSCH INBEV SPN ADR	176.	176.
APACHE CORP COM RTS EXP 01/31/2006	65.	65.
APPLE COMPUTER INC COM	732.	732.
ARM HLDGS PLC SPONSORED ADR	45.	45.
ARMADA HOFFLER PROPERTIES IN	14.	2.
ASHLAND INC NEW COM	187.	187.
ATLAS COPCO AB ADR	152.	152.
AUTOMATIC DATA PROCESSING INC COM	305.	305.
AVALONBAY CMNTYS INC COM	77.	77.
AVIV REIT INC	22.	4.
BB&T CORP COM	224.	224.
BG GROUP PLC- SPON ADR ISIN US0554342032	62.	62.
BRE PPTYS INC CL A	18.	18.
BABCOCK & WILCOX CO	5.	5.
BAKER HUGHES INC COM	71.	71.
BANCO BILBAO VIZCAYA ARGENTARIA S A SPON	167.	167.
BANK AMER CORP COM	19.	19.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	310.	310.
BAYERISCHE MOTOREN WERKE (BMW) ADR	104.	104.
BIOMED RLTY TR INC	94.	94.
BOSTON PPTYS INC COM	124.	124.
CME GROUP INC	976.	976.
CSL LIMITED - ADR	89.	89.
CAMDEN PROPERTY TRUST	54.	54.
CANADIAN NATL RY CO COM	89.	89.
CARNIVAL CORP PAIRED CTF 1 COM	323.	323.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	205.	205.
COCHLEAR LTD-UNSPON ADR	128.	128.
CORNING INC COM W/RTS EXP 07/15/2006	255.	255.
CUBESMART	12.	12.
DBS GRP HLDGS SPONSORED ADR	154.	154.
DDR CORP	76.	2.
DASSAULT SYSTEMES S.A. SPA ADR	77.	77.
DODGE & COX INCOME FD COM	23,713.	23,713.
DOUGLAS EMMETT INC	25.	7.
DU PONT E I DE NEMOURS & CO COM	472.	472.
DUPONT FABROS TECHNOLOGY INC	58.	50.
EPR PROPERTIES	182.	130.
ECOLAB INC COM	188.	188.
EMPIRE STATE REALTY TRUST INC	7.	7.
EQUITY LIFESTYLE PPTYS INC	31.	31.
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	101.	101.
AMERICAN EUROPACIFIC GRTH CL F2 #616	4,284.	4,284.
EXTRA SPACE STORAGE INC	84.	65.
FANUC CORPORATION ADR	63.	63.
FEDERAL RLTY INVT TR SH BEN INT NEW W/RI	84.	84.
FIRST POTOMAC RLTY TR	33.	4.
FRESENIUS MED CARE AKTIENGESSELLSCHAFT SP	94.	94.
GAZPROM O A O SPONSORED ADR	111.	111.
GOLDMAN SACHS GRP INC COM	273.	273.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HCP INC	228.	212.
HSBC HLDGS PLC SPONSORED ADR NEW	87.	87.
HEALTH CARE REIT INC COM	179.	92.
HONG KONG EXCH & CLEARING LTD -ADR	43.	43.
HOST MARRIOTT CORP NEW COM	104.	104.
ICICI BK LTD SPON ADR SPONSORED ADR	98.	98.
IMPERIAL OIL LTD COM NEW	46.	46.
INTL BUSINESS MACHINES CORP COM	43.	43.
INTERNATIONAL PAPER CO COM	325.	325.
ITAU UNIBANCO BANCO HOLDING S.A. ADR	796.	796.
JGC CORP-UNSPONSORED ADR	71.	71.
KILROY RLTY CORP COM W/RTS ATTACHED EXP	96.	53.
L'OREAL - ADR	138.	138.
LUMH MOET HENNESSY LOUIS VUITTON	78.	78.
LIBERTY PPTY TR SH BEN INT	82.	82.
LOCKHEED MARTIN CORP COM	540.	540.
LONZA GROUP AG ADR	152.	152.
MACERICH CO COM W/RIGHTS ATTACHED EXPIRI	64.	64.
MACY'S INC	301.	301.
MEAD JOHNSON NUTRITION CO	305.	305.
METLIFE INC COM	410.	410.
MICROSOFT CORP COM	310.	310.
MONSANTO CO NEW COM	174.	174.
MORGAN STANLEY INS INTN RE I #8001	4,294.	4,294.
MTN GROUP LTD ADR	112.	112.
NATIONAL RETAIL PPTYS INC	56.	45.
NESTLE S A SPONSORED ADR REPSTG REG SH	303.	303.
NIKE INC CL B COM	132.	132.
NOKIAN TYRES OYJ-UNSPON ADR	172.	172.
OMEGA HLTHCARE INVS INC COM	19.	16.
PEPSICO INC COM	298.	298.
PETROLEO BRASILEIRO SA PETROBRAS ADR	33.	33.
PIEDMONT OFFICE REALTY TRU-A	36.	23.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PIMCO COMMODITY REAL RET STRAT-I#45	399.	399.
POTASH CORP SASK INC COM W/RTS ATTACHED	198.	198.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	3.	3.
T ROWE PRICE GRP INC COM	740.	740.
PUBLIC STORAGE INC COM	216.	216.
QUALCOMM INC COM W/RTS ATTACHED	465.	465.
RLJ LODGING TRUST	54.	54.
RAMCO-GERSHENSON PPTYS TR COM	40.	35.
REGENCY CENTERS CORP REIT	84.	84.
RETAIL OPPORTUNITY INVESTMENTS CORP	54.	21.
RETAIL PROPERTIES OF AME-A	28.	12.
ROCHE HLDG LTD SPONSORED ADR	277.	277.
SPDR TR UNIT SER 1	13,404.	13,404.
SPDR S&P MIDCAP 400 ETF TRUST	970.	970.
SAP AG SPONSORED ADR	158.	158.
SASOL LTD (SOUTH AFRICA) SPONSORED ADR	107.	107.
SCHLUMBERGER LTD COM	390.	390.
SCHNEIDER ELECTRIC SA - ADR	215.	215.
SELECT INCOME	11.	11.
SIMON PPTY GRP INC NEW COM	415.	415.
SONOVA HOLDIN-UNSPON ADR	42.	42.
SVENSKA HANDELSB-A-UNSP ADR	111.	111.
SWATCH GROUP AG/THE-UNSP ADR	46.	46.
SYSMEX CORP-UNSPON ADR	38.	38.
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORE	225.	225.
TAUBMAN CTRS INC COM	24.	20.
TEMPLETON GLOBAL BOND FD-ADV #616	27,771.	27,771.
TESCO PLC SPONSORED ADR	140.	140.
3M CO COM	368.	368.
TURKIYE GARANTI BANKSASI-ADR	97.	97.
UNI CHARM CORPORATION	41.	41.
UNILEVER PLC SPONSORED ADR NEW	114.	114.
UNION PAC CORP COM	327.	327.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITED PARCEL SERVICE CL B COM	360.	360.
UNITED TECHNOLOGIES CORP COM	384.	384.
VENTAS INC-COM	203.	203.
VIACOM INC NEW	539.	539.
VISA INC-CLASS A SHRS	317.	317.
VORNADO RLTY TR COM	137.	137.
WPP PLC NEW ADR	223.	223.
WESTCORE S/C VAL DIV FD IN #9300	4,784.	4,784.
XEROX CORP COM W/RTS ATTACHED EXP 4/16/2	237.	237.
XINYI GLASS HOLDI-UNSP ADR	96.	96.
YUM! BRANDS INC	542.	542.
ACCENTURE PLC	353.	353.
BUNGE LIMITED COM	76.	76.
EATON CORP PLC	366.	230.
INGERSOLL-RAND PLC	166.	166.
FEDERATED TREAS OBL FD 68	21.	21.
WF ADV TREAS PLUS MM FD-INST #793	3.	3.
	-----	-----
TOTAL	107,402.	106,791.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MUTUAL FUND INCOME	5,472.	5,472.
FOREIGN TAX REFUND	36.	36.
	-----	-----
TOTALS	5,508.	5,508.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WELLS FARGO - MGMT FEE	21,989.	21,989.
EDGEWOOD - ADVISER FEE	3,282.	3,282.
NATIXIS - ADVISER FEE	545.	545.
HARDING LOEVNER - ADVISER FEE	1,061.	1,061.
KR CAPITAL - MGR FEE	1,876.	1,876.
	-----	-----
TOTALS	28,753.	28,753.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	838.	838.
FEDERAL TAX PAYMENT - PRIOR YE	1,395.	
FEDERAL ESTIMATES - PRINCIPAL	3,776.	
FOREIGN TAXES ON QUALIFIED FOR	1,153.	1,153.
FOREIGN TAXES ON NONQUALIFIED	578.	578.
	-----	-----
TOTALS	7,740.	2,569.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	265.	265.
TOTALS	----- 265. =====	----- 265. =====

THE HALLOWELL FOUNDATION I/M A/C

23-6234545

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
55616P104 MACY'S INC	4,842.	16,020.
654106103 NIKE INC CL B	5,110.	16,514.
92927K102 WABCO HOLDINGS INC	9,771.	20,083.
254687106 WALT DISNEY CO	3,777.	15,280.
963320106 WHIRLPOOL CORP		
126650100 CVS/CAREMARK	8,558.	7,305.
037411105 APACHE CORP	8,854.	6,521.
057224107 BAKER HUGHES INC COM	22,033.	28,455.
13342B105 CAMERON INTL CORP	19,875.	7,442.
060505104 BANK OF AMERICA CORP	26,540.	23,576.
38141G104 GOLDMAN SACHS GROUP	11,450.	16,877.
59156R108 METLIFE INC		
949746101 WELLS FARGO & CO		
071813109 BAXTER INTL INC		
74834L100 QUEST DIAGNOSTICS		
278058102 EATON CORP		
469814107 JACOBS ENGR GROUP IN	9,199.	14,488.
539830109 LOCKHEED MARTIN CORP	8,465.	16,799.
907818108 UNION PACIFIC CORP	5,098.	17,640.
911312106 UNITED PARCEL SERVIC	10,001.	15,237.
913017109 UNITED TECHNOLOGIES	11,768.	19,915.
903293405 USG CORP COM NEW	10,689.	8,769.
88579Y101 3M CO	1,563.	20,336.
00846U101 AGILENT TECHNOLOGIES	12,776.	20,302.
053015103 AUTOMATIC DATA PROCE	7,024.	14,140.
428236103 HEWLETT PACKARD CO		
594918104 MICROSOFT CORP	10,199.	11,971.
984121103 XEROX CORP	12,555.	13,424.
009158106 AIR PRODS & CHEMS IN		

THE HALLOWELL FOUNDATION I/M A/C

23-6234545

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
01741R102 ALLEGHENY TECHNOLOGI		
61166W101 MONSANTO CO NEW	21,140.	10,689.
000375204 ABB LTD - ADR	7,286.	12,471.
G1151C101 ACCENTURE PLC	9,635.	10,704.
806857108 SCHLUMBERGER LTD	6,770.	16,691.
143658300 CARNIVAL CORP	22,470.	24,149.
G47791101 INGERSOLL-RAND PLC		
086516101 BEST BUY	4,355.	8,809.
189754104 COACH INC		
20030N101 COMCAST CORP CLASS	10,965.	11,787.
25470F104 DISCOVERY COMM.		
26153C103 DREAMWORKS ANIMAT.		
548661107 LOWES COS INC		
580135101 MCDONALDS CORP		
650111107 NEW YORK TIMES CO		
654106103 NIKE INC CL B		
655664100 NORDSTROM INC		
681919106 OMNICOM GROUP		
811065101 SCRIPPS NETWORKS		
854502101 STANLEY BLACK		
863236105 STRAYER ED INC COM		
87612E106 TARGET CORP		
886547108 TIFFANY & CO		
88732J207 TIME WARNER CABLE		
917047102 URBAN OUTFITTERS		
254687106 WALT DISNEY CO		
013078100 ALBERTO-CULVER CO		
194162103 COLGATE PALMOLIVE		
22160K105 COSTCO WHOLESALE		

THE HALLOWELL FOUNDATION I/M A/C

23-6234545

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
29266R108 ENERGIZER HOLDINGS		
370334104 GENERAL MILLS INC		
50075N104 KRAFT FOODS INC		
713448108 PEPSICO INC		
718172109 PHILIP MORRIS INTER		11,197.
742718109 PROCTER & GAMBLE		
166764100 CHEVRON CORP		
26875P101 EOG RESOURCES	8,565.	
30231G102 EXXON MOBIL CORP		
406216101 HALLIBURTON CO		
565849106 MARATHON OIL CORP		
655044105 NOBLE ENERGY INC		
847560109 SPECTRA ENERGY CORP		
020002101 ALLSTATE CORP		
037389103 AON CORP		
064058100 BANK NEW YORK		
38141G104 GOLDMAN SACHS GROUP		
46625H100 JPMORGAN CHASE		
571748102 MARSH & MCLENNAN		
743315103 PROGRESSIVE CORP	20,254.	34,324.
808513105 SCHWAB CHARLES		
018490102 ALLERGAN INC		
110122108 BRISTOL MYERS SQUIB		
151020104 CELGENE CORP COM	20,727.	61,842.
156782104 CERNER CORP COM		
23918K108 DAVITA INC		
585055106 MEDTRONIC INC		
58933Y105 MERCK & CO INC		
91324P102 UNITEDHEALTH GROUP		

THE HALLOWELL FOUNDATION I/M A/C

23-6234545

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
097023105 BOEING CO		
235851102 DANAHER CORP		
291011104 EMERSON ELECTRIC CO		
31428X106 FEDEX CORP		
336433107 FIRST SOLAR INC		
343412102 FLUOR CORP NEW		
369604103 GENERAL ELECTRIC CO		
452308109 ILLINOIS TOOL WORKS		
462846106 IRON MOUNTAIN		
469814107 JACOBS ENGR GROUP		
655844108 NORFOLK SOUTHERN		
907818108 UNION PACIFIC CORP		
911312106 UNITED PARCEL		
913017109 UNITED TECHNOLOGIES		
88579Y101 3M COM		
00846U101 AGILENT TECH.		
037833100 APPLE INC	14,448.	32,539.
111320107 BROADCOM CORP		
111621306 BROCADE COMM.		
278642103 EBAY INC		
38259P508 GOOGLE INC	26,549.	53,794.
428236103 HEWLETT PACKARD CO		
459200101 INTERNATIONAL BUSINE		
48203R104 JUNIPER NETWORKS		
482480100 KATENCOR CORP		
543524300 LOOPNET INC		
57772K101 MAXIM INTEGRATED	7,949.	8,441.
595017104 MICROCHIP TECH		
594918104 MICROSOFT CORP		

THE HALLOWELL FOUNDATION I/M A/C

23-6234545

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
636518102 NATIONAL INSTRS		
68389X105 ORACLE CORP		
704326107 PAYCHEX INC		
73172K104 POLYCOM INC COM		
747525103 QUALCOMM INC	10,521.	18,711.
92826C839 VISA INC-CLASS A SHR.	15,903.	48,990.
009158106 AIR PRODS		
01741R102 ALLEGHANY TECH.		
278865100 ECOLAB INC		
61166W101 MONSANTO CO NEW		
670346105 NUCOR CORP	13,865.	23,669.
888339207 TITANIUM METALS		
929160109 VULCAN MATLS CO		
029912201 AMERICAN TOWER SYS		
00206R102 AT & T INC		
92343V104 VERIZON COMM		
030420103 AMERICAN WATER WORK		
281020107 EDISON INTL COM		
69331C108 PG & E CORP COM		
067901108 BARRICK GOLD CORP		
13321L108 CAMECO CORP COM		
136385101 CANADIAN NAT RES		
138006309 CANON INC ADR		
15135U109 CENOVUS ENERGY		
G3922B107 GENPACT LTD		
465036200 ISRAEL CHEMICALS		
636274300 NATIONAL GRID PLC		
641069406 NESTLE S.A. REGISTER		
654445303 NINTENDO CO LTD	5,518.	10,303.

THE HALLOWELL FOUNDATION I/M A/C
FORM 990PF, PART II - CORPORATE STOCK
=====

23-6234545

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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670100205 NOVO NORDISK A/S - A		
73755L107 POTASH CORP SASK	3,149.	3,510.
767204100 RIO TINTO PLC	9,631.	10,382.
780259206 ROYAL DUTCH SHELL		
803054204 SAP AG - ADR	7,355.	12,374.
806857108 SHCLUMBERGER		
82481R106 SHIRE PLC		
H8912P106 TYCO ELECTRONICS		
H27013103 WEATHERFORD INTN		
17275R102 CISCO SYSTEMS		
023135106 AMAZON COM INC COM	12,076.	37,885.
741503403 PRICELINE COM INC		
25490A101 THE DIRECTV GROUP		
988498101 YUM BRANDS INC		
845467109 SOUTHWESTERN ENERGY		
025816109 AMERICAN EXPRESS		
12572Q105 CME GROUP INC	38,958.	42,525.
74144T108 T ROWE PRICE GROUP I	26,223.	40,712.
018490102 ALLERGAN INC		
151020104 CELGENE CORP		
46120E602 INTUITIVE SURGICAL I	39,537.	39,560.
302130109 EXPEDITORS INTL		
336433107 FIRST SOLAR INC		
74762E102 QUANTA SVCS INC COM		
037833100 APPLE INC		
192446102 COGNIZANT TECH SOLUT	18,235.	44,027.
68389X105 ORACLE CORPORATION		
747525103 QUALCOMM INC		
92826C839 VISA INC- CLASS		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
74005P104 PRAXAIR INC COM		
029912201 AMERICAN TOWER		
760975102 RESEARCH IN MOTION		
85590A401 STARWOOD HOTELS & RE		
70509V100 PEBBLEBROOK HOTEL	889.	1,310.
76131N101 RETAIL OPPORTUNITY I		
112900105 BROOKFIELD OFFICE PR		
015271109 ALEXANDRIA REAL ESTA	2,144.	1,909.
024835100 AMERICAN CAMPUS CMNT	1,802.	1,611.
053484101 AVALONBAY CMNTYS INC	3,560.	5,320.
09063H107 BIOMED RLTY TR INC	1,481.	1,993.
101121101 BOSTON PROPERTIES IN	6,055.	5,721.
133131102 CAMDEN PPTY TR SH BE	1,073.	1,991.
13466Y105 CAMPUS CREST COMM.		
21870Q105 CORESITE REALTY		
22002T108 CORPORATE OFFICE		
233153105 DCT INDUSTRIAL TRUS		
251591103 DEVELOPERS DIVERS.		
253868103 DIGITAL RLTY TR		
29380T105 ENTERTAINMENT		
29472R108 EQUITY LIFESTYLE PPT	1,265.	1,703.
29476L107 EQUITY RESIDENTIAL P	5,781.	7,469.
297178105 ESSEX PPTY TR COM		
30225T102 EXTRA SPACE STORAGE	533.	2,359.
313747206 FEDERAL RLTY INVT TR	2,058.	2,839.
33610F109 FIRST POTOMAC RLTY T	444.	477.
40414L109 HCP INC	2,764.	4,104.
42217K106 HEALTH CARE REIT INC	4,340.	3,911.
44107P104 HOST HOTELS & RESORT	2,850.	4,879.

THE HALLOWELL FOUNDATION I/M A/C
 FORM 990PF, PART II - CORPORATE STOCK
 =====

23-6234545

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
49427F108 KILROY REALTY CORP C	1,829.	3,764.
49803T102 KITE REALTY GROUP		
531172104 LIBERTY PPTY TR SH B	1,602.	2,235.
554382101 MACERICH CO COM	636.	2,709.
637417106 NATIONAL RETAIL PPTY	529.	1,031.
638620104 NATIONWIDE HEALTH		
681936100 OMEGA HEALTHCARE INV	740.	776.
720190206 PIEDMONT OFFICE REAL	3,190.	6,171.
74460D109 PUBLIC STORAGE INC C	576.	897.
751452202 RAMCO-GERSHENSON PPT	2,194.	2,176.
758849103 REGENCY CENTERS CORP		
92942109 VORNADO REALTY	6,570.	13,390.
828806109 SIMON PROPERTY GROUP	5,909.	8,908.
009126202 AIR LIQUIDE - ADR		
H01301102 ALCON INC	7,217.	9,845.
018805101 ALLIANZ SE ADR		
02364W105 AMERICA MOVIL S.A.B.	1,592.	7,389.
042068106 ARM HOLDINGS PLC - A	2,924.	4,621.
049255706 ATLAS COPCO AB ADR	3,253.	4,902.
055434203 BG GROUP PLC - ADR	5,774.	6,158.
G16962105 BUNGE LIMITED		
138006309 CANON INC		
143658300 CARNIVAL CORP		
16940R109 CHINA RESOURCES	3,414.	2,741.
191459205 COCHLEAR LTD-UNSPON	2,223.	4,892.
12637N105 CSL LIMITED - ADR	4,037.	9,198.
237545108 DASSAULT SYSTEMES S.	3,358.	4,342.
23304Y100 DBS GROUP HOLDINGS L		
292505104 ENCANA CORP		

THE HALLOWELL FOUNDATION I/M A/C

23-6234545

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
296036304 ERSTE GROUP		
307305102 FANUC CORPORATION AD	4,638.	9,305.
358029106 FRESENIUS MEDICAL CA	4,013.	5,693.
443251103 HOYA CORP		
404280406 HSBC - ADR		
45104G104 ICICI BANK LTD. - AD	5,505.	5,055.
453038408 IMPERIAL OIL LTD COM	3,367.	3,981.
48206M102 JUPITER		
502117203 L'OREAL - ADR	5,169.	8,155.
501897102 LI & FUNG LTD ADR		
H50430232 LOGITECH		
54338V101 LONZA GROUP AG ADR		
502441306 LVMH MOET HENNESSY U	1,207.	3,440.
62474M108 MTN GROUP LTD ADR	1,953.	2,583.
641069406 NESTLE S.A.		
670100205 NOVO NORDISK A/S		
71654V101 PETROLEO BRASILEIRO		
N72482107 QIAGEN N.V.		
771195104 ROCHE HOLDINGS LTD -	5,877.	9,196.
803054204 SAP AG-ADR		
803866300 SASOL LIMITED - ADR	1,611.	2,423.
806857108 SCHLUMBERGER LTD		
80687P106 SCHNEIDER ELECTRIC S	4,764.	7,722.
870123106 SWATCH GROUP AG/THE-	2,384.	4,316.
87439100 TAIWAN SEMICONDUCTOR		
881575302 TESCO PLC - ADR	4,593.	3,200.
881624209 TEVA PHARMACEUTICAL		
900148701 TURKIYE GARANTI BANK	6,817.	3,926.
90460M105 UNICHARM CORP		

THE HALLOWELL FOUNDATION I/M A/C

23-6234545

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
904767704 UNILEVER PLC - ADR		
93114W107 WALMART DE MEXICO	2,486.	3,378.
92933H101 WPP GRP PLC AMER DEP		
368287207 OA0 GAZPROM LEVEL 1	4,264.	2,656.
05615F102 BABCOCK & WILCOX CO		
30162A108 EXRLID INC		
450911201 ITT CORP		
98419M100 XYLEM INC/NY		
044209104 ASHLAND INC NEW		
437076102 HOME DEPOT INC	8,491.	14,556.
745867101 PULTE GROUP		
054303102 SVON PRODS INC		
194162103 COLGATE PALMOLIVE		
262037104 DRIL-QUIP INC		
001055102 AFLAC INC		
054937107 B B & T CORP COM		
302182100 EXPRESS SCRIPTS INC	10,144.	12,129.
717081103 PFIZER INC		
71715N106 PHARMASSETT INC		
812578102 SEATTLE GENETICS		
149123101 CATERPILLAR INC		
760759100 REPUBLIC SERVICES IN		
426281101 HENRY JACK & ASSOC		
189754104 COACH INC		
637071101 NATIONAL OILWELL		
452327109 ILLUMINA INC	19,491.	39,591.
38259P508 GOOGLE INC		
345550107 FOREST CITY ENTERPRI	1,293.	1,795.
70509V100 PEBBLEBROOK HOTEL		

THE HALLOWELL FOUNDATION I/M A/C
 FORM 990PF, PART II - CORPORATE STOCK
 =====

23-6234545

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
76131N101 RETAIL OPPORTUNITY I		
001317205 AIA GROUP LTD-SP ADR	5,772.	8,201.
00758M162 ACADIAN EMG MKTS POR	62,500.	117,444.
024013104 AMERICAN ASSETS TRUS	969.	1,509.
03027X100 AMERICAN TOWER CORP	27,978.	40,389.
03524A108 ANHEUSER-BUSCH INBEV	4,320.	6,175.
075896100 BED BATH & BEYOND IN	11,131.	16,060.
136375102 CANADIAN NATL RR CO	3,534.	5,816.
15649P208 CENTURY SMALL CAP SE	100,038.	143,106.
169656105 CHIPOTLE MEXICAN GRI	13,330.	27,172.
219350105 CORNING INC	8,881.	11,672.
229663109 CUBESMART	663.	893.
231021106 CUMMINS INC.		
23317H102 DDR CORP	1,374.	1,906.
263534109 DU PONT E I DE NEMOU	13,020.	17,217.
26613Q106 DUPONT FABROS TECHNO	948.	1,903.
26884U109 EPR PROPERTIES	1,525.	2,261.
29875E100 AMERICAN EUROPACIFIC	238,836.	314,467.
30219G108 EXPRESS SCRIPTS HOLD	10,226.	13,346.
375558103 GILEAD SCIENCES INC	36,668.	62,333.
451734107 IHS INC	29,856.	34,713.
460146103 INTERNATIONAL PAPER	8,074.	12,748.
465562106 ITAU UNIBANCO BANCO	8,680.	7,179.
466140100 JGC CORP-UNSPONSORED	6,061.	8,201.
500458401 KOMATSU LIMITED - AD		
582839106 MEAD JOHNSON NUTRITI		
61744J317 MORGAN STANLEY INS I	121,244.	67,833.
65528V107 NOKIAN TYRES OYJ-UNS	3,825.	4,364.
71654V408 PETROLEO BRASILEIRO	3,129.	1,874.

THE HALLOWELL FOUNDATION I/M A/C
 FORM 990PF, PART II - CORPORATE STOCK
 =====

23-6234545

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
722005667 PIMCO COMMODITY REAL		
74340W103 PROLOGIS INC	5,434.	6,392.
74965L101 RLJ LODGING TRUST	1,080.	1,484.
76131V202 RETAIL PROPERTIES OF		
78462F103 SPDR S & P 500 ETF T	574,984.	738,760.
81618T100 SELECT INCOME		
83569C102 SONOVA HOLDIN-UNSPON	2,507.	3,363.
86959C103 SVENSKA HANDELSB-A-U	2,257.	3,332.
87184P109 SYSMEX CORP-UNSPON A	3,476.	5,195.
874039100 TAIWAN SEMICONDUCTOR	5,405.	7,848.
90460M204 UNI CHARM CORPORATIO	4,628.	6,486.
92276F100 VENTAS INC COM	3,286.	4,468.
92553P201 VIACOM INC NEW	22,363.	40,089.
929042109 VORNADO REALTY TRUST	1,878.	2,486.
957904493 WESTCORE S/C VAL DIV	99,661.	110,698.
98418R100 XINYI GLASS HOLDI-UN	985.	1,784.
G29183103 EATON CORP PLC	11,315.	16,594.
003021714 ABERDEEN EMERG MARKE	125,000.	112,554.
004239109 ACADIA REALTY TRUST	937.	919.
02665T306 AMERICAN HOMES 4 REN	658.	632.
04208T108 ARMADA HOFFLER PROPE	645.	529.
05564E106 BRE PPTYS INC CL A 1	1,016.	1,094.
056752108 BAIDU INC ADR	4,125.	7,471.
05946K101 BANCO BILBAO VIZCAYA	4,272.	5,427.
072743206 BAYERISCHE MOTOREN W	5,696.	6,821.
25960P109 DOUGLAS EMMETT INC	1,541.	1,514.
292104106 EMPIRE STATE REALTY	1,226.	1,377.
29444U502 EQUINIX INC	21,827.	20,762.
30249U101 FMC TECHNOLOGIES INC	23,711.	24,121.

THE HALLOWELL FOUNDATION I/M A/C
 FORM 990PF, PART II - CORPORATE STOCK
 =====

23-6234545

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
42805T105 HERTZ GLOBAL HOLDING	13,783.	18,174.
43300A104 HILTON WORLDWIDE HOL	1,147.	1,157.
43858F109 HONG KONG EXCH & CLE	2,874.	3,038.
46625H365 JP MORGAN ALERIAN ML	99,725.	115,875.
606783207 MITSUBISHI ESTATE CO	4,499.	4,521.
61022V107 MONOTARO CO LTD-UNSP	1,361.	1,258.
740189105 PRECISION CASTPARTS	21,460.	24,776.
78467Y107 SPDR S&P MIDCAP 400	100,403.	112,332.
876664103 TAUBMAN CTRS INC COM	1,824.	1,662.
887389104 TIMKEN CO	8,325.	8,536.
92937A102 WPP PLC NEW	5,329.	11,141.
M85548101 STRATASYS LTD	19,907.	24,246.
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TOTALS	2,728,036.	3,635,718.
	=====	=====

THE HALLOWELL FOUNDATION I/M A/C
 FORM 990PF, PART II - CORPORATE BONDS
 =====

23-6234545

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
#465562106 ITAU UNIBANCO		
256210105 DODGE & COX INCOME F	723,259.	766,904.
880208400 TEMPLETON GLOBAL BON	629,583.	638,312.
	-----	-----
TOTALS	1,352,842.	1,405,216.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV	C OR F
-----	-----	-----
26613Q106 DUPONT FABROS TECH.	C	
256210105 DODGE & COX INCOME F	C	
00163T109 AMB PPTY CORP	C	
880208400 TEMPLETON GLOBAL BON	C	
15649P208 CENTURY SMALL CAP	C	
957904493 WESTCORE SMALL CAP	C	
00758M162 ACADIAN EMERGING MKT	C	
29875E100 AMERICAN EUROPACIFI	C	
61744J317 MORGAN STANLEY INSTI	C	
722005667 PIMCO COMMODITY REAL	C	
000375204 ABB LTD - ADR	C	
G1151C101 ACCENTURE PLC	C	
143658300 CARNIVAL CORP	C	
G47791101 INGERSOLL-RAND	C	
500458401 KOMSYDU LIMITED - A	C	
806857108 SCHLUMBERGR LTD	C	
G1151C101 ACCENTURE PLC	C	
H0023R105 ACE LIMITED	C	
067901108 BARRICK GOLD CORP	C	
138006309 CANON INC - ADR	C	
143658300 CARNIVAL CORP	C	
15135U109 CENOVUS ENERGY INC	C	
292505104 ENCANA CORP	C	
G3922B107 GENPACK LTD	C	
636274300 NATIONAL GRID PLC	C	
641069406 NESTLE S A REGISTERE	C	
N63218106 NIELSEN HOLDINGS	C	
670100205 NOVO NORDISCK A/S	C	
767204100 RIO TINTO PLC	C	

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV	C OR F
-----	-----	-----
780259206 ROYAL DUTCH SHELL	C	
803054204 SAP AG - ADR	C	
806857108 SCHLUMBERGER L	C	
82481R106 SHIRE PLC	C	
G81276100 SIGNET JEWELERS	C	
H84989104 TE CONNECTIVITY	C	
H27013103 WEATHERFORD INTERNAT	C	
112900105 BROOKFIELD OFFICE	C	
015271109 ALEXANDRIA REAL EST	C	
024013104 AMERICAN ASSETS TRUS	C	
024835100 AMERICAN CAMPLUS	C	
053484101 AVALONBAY CMNTYS	C	
09063H107 BIOMED RLTY TR	C	
101121101 BOSTON PROPERTIES	C	
133131102 CAMDEN PPTY TR	C	
13466Y105 CAMPUS CREST COMMUNI	C	
21870Q105 CORESITE REALTY COR	C	
229663109 CUBESMART	C	
23317H102 DDR CORPORATION	C	
29380T105 ENTERTAINMENT PPTYS	C	
29472R108 EQUITY LIFESTYLE	C	
29476L107 EQUITY RESIDENTIAL	C	
297178105 ESSEX PPTY TR	C	
30225T102 EXTRA SPACE STORAGE	C	
313747206 FEDERAL RLTY INVT	C	
33610F109 FIRST POTOMAC RLTY	C	
40414L109 HCP INC	C	
42217K106 HEALTH CARE REIT INC	C	
44107P104 HOST HOTELS & RESORT	C	

THE HALLOWELL FOUNDATION I/M A/C

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV	C OR F
-----	-----	-----
49427F108 KILROY REALTY	C	
49803T102 KITE REALTY GROUP	C	
531172104 LIBERTY PPTY TR	C	
554382101 MACERICH CO COM	C	
637417106 NATIONAL RETAIL PPTY	C	
681936100 OMEGA HEALTHCARE INV	C	
720190206 PIEDMONT OFFICE REAL	C	
74340W103 PROLOGIS, INC	C	
74460D1089 PUBLIC STORAGE INC	C	
751452202 RAMCO-GERSHENSON	C	
758849103 REGENCY CENTERS CORP	C	
74965L101 RLJ LODGEING TRUST	C	
828806109 SIMON PROPERTY GROU	C	
92276F100 VENTAS INC COM	C	
929042109 VORNADO REALTY TRUST	C	
465562106 ITAU UNIBANCO BANCO	C	
009126202 AIR LIQUIDE - ADR	C	
018805101 ALLIANZ SE	C	
02364W105 AMERICA MOVIL SAB	C	
042068106 ARM HOLDINGS PLC	C	
049255706 ATLAS COPCO AB	C	
055434203 BG GROUP PLC	C	
G16962105 BUNGE LIMITED	C	
136375102 CANADIAN NATL	C	
138006309 CANON INC - ADR	C	
143658300 CARNIVAL CORP	C	
16940R109 CHINA RESOURCES ENTE	C	
191459205 COCHLEAR LIMITED	C	
12637N105 CSL LIMITED	C	

THE HALLOWELL FOUNDATION I/M A/C

23-6234545

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV

C OR F

DESCRIPTION

237545108	DASSAULT SYSTEMES	C
23304Y100	DBS GROUP HOLDINGS L	C
23304Y100	DBS GROUP HOLDINGS	C
296036304	ERSTE GROUP BANK AG	C
307305102	FANUC CORPORATION	C
358029106	FRESENIUS MEDICAL CA	C
443251103	HOYA CORP	C
404280406	HSBC - ADR	C
45104G104	ICICI BANK LTD - ADR	C
453038408	IMPERIAL OIL LTD COM	C
466140100	JGC CORPORATION	C
48206M102	JUPITER TELECOM-UNSP	C
502117203	L'OREAL - ADR	C
501897102	LI & FUNG LTD	C
54338V101	LONZA GROUP	C
502441306	LVMH MOET HENNESSY	C
62474M108	MTN GROUP LTD	C
641069406	NESTLE S A	C
66987V109	NOVARTIS AG - ADR	C
71654V101	PETROLEO BRASILEIRO	C
N72482107	QIAGEN N.V.	C
771195104	ROCHE HOLDINGS LTD	C
803054204	SAP AG ADR	C
803866300	SASOL LIMITED - ADR	C
806857108	SCHLUMBERGER LTD	C
80687P106	SCHNEIDER ELECTRIC	C
83569C102	SONOVA HOLDINGS	C
870123106	SWATCH GROUP AG	C
874039100	TAIWAN SEMICONDUCTOR	C

THE HALLOWELL FOUNDATION I/M A/C

23-6234545

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV

C OR F

DESCRIPTION

881575302	TESCO PLC - ADR	C
900148701	TURKIYE GARANTI BANK	C
90460M105	UNICHARM CORPORATION	C
904767704	UNILEVER PLC - ADR	C
93114W107	WAL-MART DE MEXICO	C
92933H101	WPP GROUP PLC	C
368287207	AO GAZPROM LEVEL	C

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	5,712.
ROUNDING	5.
CAPITAL GAIN POSTING CURRENT YEAR EFFECTIVE PRIOR YEAR	626.
RECEIPTS NOT DUE ACCOUNT	357.

TOTAL	6,700.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE
ROC BASIS ADJUSTMENT
UNADJUSTED WASH SALE

6,160.
450.
35.

TOTAL

6,645.
=====

FORM 990PF, PART VII-A, LINE 5 - LIQUIDATION EXPLANATION STATEMENT
=====

1/2 OF THE FOUNDATION ASSETS WERE DISTRIBUTED OUTRIGHT TO THE ROCHESTER AREA COMMUNITY FOUNDATION TO BE HELD IN A DONOR-ADVISED FUND, PURSUANT TO THE TERMS OF A TRUSTEE AGREEMENT, DATED 12/1/11. THE ADVISOR OF THE FUND, AMANDA HALLOWELL HURLEY, HAS RESIGNED HER POSITION AS TRUSTEE OF THE HALLOWELL FOUNDATION AND IS NOT A DISQUALIFIED PERSON.

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

NAME: WELLS FARGO BANK NA

ADDRESS: 1500 MARKET STREET 2ND FLOOR
PHILADELPHIA, PA 19102

TELEPHONE NUMBER: (267) 321-5946