Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: ROBERT L AND KATHRINA H MACLELLAN FOUNDATION
C/O FIDUCIARY TRUST COMPANY INT'L. 141016900

A Employer identification number: 23-7159802

Number and street (or P.O box number if mail is not delivered to street address): 600 FIFTH AVENUE
Room/suite:

B Telephone number (see instructions): 423-755-1366

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10020

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 58,096,500.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,440,879.			
	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	1,114,164.	1,111,264.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,729,447.			
	b Gross sales price for all assets on line 6a 17,943,749.				
	7 Capital gain net income (from Part IV, line 2)		4,729,447.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	48,873.	139,877.		STMT 7
	12 **Total.** Add lines 1 through 11	7,333,363.	5,980,588.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 8	5,000.	NONE	NONE	5,000.
	c Other professional fees (attach schedule) STMT 9	750,842.	171,071.		579,771.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 10	127,586.	37,586.		
	19 Depreciation (attach schedule) and depletion	16,680.	16,680.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 11	535.	69,700.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	900,643.	295,037.	NONE	584,771.
	25 Contributions, gifts, grants paid	1,969,566.			1,969,566.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,870,209.	295,037.	NONE	2,554,337.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	4,463,154.			
	b **Net investment income** (if negative, enter -0-)		5,685,551.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	923,820.	1,476,803.	1,476,792.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less. allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule) STMT 12	4,844,418.	2,889,949.	2,781,328.
b Investments - corporate stock (attach schedule) STMT 13	21,111,372.	25,197,864.	41,694,705.
c Investments - corporate bonds (attach schedule) STMT 14	5,204,874.	6,538,958.	6,509,276.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 15	4,411,254.	4,581,254.	5,154,584.
14 Land, buildings, and equipment basis ▶ 496,495.			
Less accumulated depreciation (attach schedule) ▶ 16,680.	458,748.	479,815.	479,815.
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	36,954,486.	41,164,643.	58,096,500.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27 Capital stock, trust principal, or current funds	36,954,486.	41,164,643.	
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)	36,954,486.	41,164,643.	
31 Total liabilities and net assets/fund balances (see instructions)	36,954,486.	41,164,643.	

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	36,954,486.
2 Enter amount from Part I, line 27a	2	4,463,154.
3 Other increases not included in line 2 (itemize) ▶ TAX COST ADJUSTMENTS IN PARTNERSHIPS	3	2,323.
4 Add lines 1, 2, and 3	4	41,419,963.
5 Decreases not included in line 2 (itemize) ▶ TAX COST ADJUSTMENT FOR DONATED SECURITIES	5	255,320.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,164,643.

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	17,943,749.		13,214,302.	4,729,447.
b				
c				
d				
e				

	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				4,729,447.
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	4,729,447.
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	2,373,913.	48,671,357.	0.048774
2011	2,111,193.	47,640,544.	0.044315
2010	1,672,550.	43,414,742.	0.038525
2009	2,395,830.	38,094,194.	0.062892
2008	2,807,228.	46,596,723.	0.060245

2	**Total** of line 1, column (d)	2	0.254751
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	0.050950
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	53,359,585.
5	Multiply line 4 by line 3	5	2,718,671.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	56,856.
7	Add lines 5 and 6	7	2,775,527.
8	Enter qualifying distributions from Part XII, line 4	8	2,554,337.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	113,711.
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	113,711.
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	113,711.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	113,777.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	45,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	158,777.
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	45,066.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 45,066. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THOMAS H. MCCALLIE III, SEC. Telephone no ▶ (423)755-3964

Located at ▶ 820 BROAD STREET, SUITE 300, CHATTANOOGA, TN ZIP+4 ▶ 37402

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
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)*

			Yes	No
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)?		5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No				
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
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		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No				
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
SEE ATTACHED LIST		-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		-0-	-0-	-0-

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	52,798,004.
b	Average of monthly cash balances	1b	915,416.
c	Fair market value of all other assets (see instructions)	1c	458,748.
d	**Total** (add lines 1a, b, and c)	1d	54,172,168.
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	54,172,168.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	812,583.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,359,585.
6	**Minimum investment return.** Enter 5% of line 5	6	2,667,979.

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	2,667,979.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	113,711.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	113,711.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,554,268.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,554,268.
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	2,554,268.

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	2,554,337.
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	2,554,337.
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	2,554,337.

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				2,554,268.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,241,409.	
b Total for prior years 20 11 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 ...... NONE				
b From 2009 ...... NONE				
c From 2010 ...... NONE				
d From 2011 ...... NONE				
e From 2012 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,554,337.				
a Applied to 2012, but not more than line 2a			2,241,409.	
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				312,928.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				2,241,340.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 ... NONE				
b Excess from 2010 ... NONE				
c Excess from 2011 ... NONE				
d Excess from 2012 ... NONE				
e Excess from 2013 ... NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

KATHRINA H. MACLELLAN, DEC'D.

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·

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	EXEMPT	FOR CHARITABLE & EDUCATIONAL PURPOSES	1,969,566.
Total ▶ 3a				1,969,566.
b Approved for future payment				
SEE ATTACHED SCHEDULE				1,331,090.
Total ▶ 3b				1,331,090.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	1,114,164.	
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	4,729,447.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PART DISTRIBUTIONS			14	48,873.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				5,892,484.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 5,892,484.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] | 10-13-14 | President

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD SHELTON	[signature]	10/07/2014		P00179509
Firm's name ▶ FIDUCIARY TRUST COMPANY INTL			Firm's EIN ▶ 13-5069335	
Firm's address ▶ 600 FIFTH AVENUE NEW YORK, NY 10020			Phone no 212-632-4090	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

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

OMB No 1545-0047

2013

Name of the organization	Employer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line **1h**, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ _______________

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

Name of organization	Employer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KATHRINA H MACLELLAN CHARITABLE C/O FIDUCIARY TRUST COMPANY INT'L. NEW YORK, NY 10020	$ 1,440,879.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization: ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Employer identification number: 23-7159802

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE ATTACHED SCHEDULE	$ 1,306,517.	09/27/2013

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

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

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

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

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

REPORT RUN 05/01/2014 AT 05:36 PM

FIDUCIARY TRUST COMPANY INTERNATIONAL
UNREALIZED GAIN/LOSS SCHEDULE (BASE CURRENCY)
TRADE DATE BASIS

AS OF SEP 26 2013

SECOND CHARITABLE REMINDER UNITRUST OF
KATHRINA H MACLELLAN DTD DECEMBER 17 81
ACCOUNT # 311057900
BASE CURRENCY· U.S. DOLLAR

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
SHORT TERM							
CASH - USD - I			2,205.87	1.50		2,205.87	
CASH - USD - P			155.81	0 12		155.81	
STIP 14 GENERAL TAX EXEMPT DTD 8/31/2003 STIP01407							
08/13/13 I	41,000	1.0000	40,000.00	30.33	1.0000	40,000.00	L
STIP 14: GENERAL TAX EXEMPT DTD 8/31/2003 STIP01407							
06/17/13 P	92,000	1.0000	92,000 00	68.06	1.0000	92,000.00	L
TOTAL SHORT TERM			134,361.68	100.00		134,361.68	
FIXED INCOME							
FRANKLIN US GOVERNMENT SECURITIES FUND $0.28 353496821							
09/26/11 P	12,909.045	6.5700	84,812.43	23.05	6.9300	89,459.68	-4,647.25 L

SECOND CHARITABLE REMINDER UNITRUST OF
KATHRINA H MACLELLAN DTD DECEMBER 17 81
ACCOUNT # 311057900
BASE CURRENCY. U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
UNREALIZED GAIN/LOSS SCHEDULE (BASE CURRENCY)
TRADE DATE BASIS

AS OF SEP 26 2013

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
FIXED INCOME (CONT.)							
ISHARES INTERMEDIATE CREDIT BOND ETF $3.209 464288638							
09/26/11 P	711	107.9000	76,716.90	20 85	107.2514	76,255.71	461.19 L
VANGUARD INTERM TERM GOVT BD (ETF) $1.329 92206C706							
06/14/13 P	1,148	63.7000	73,127.60	19 88	64.7590	74,343.33	-1,215.73 S
VANGUARD SHORT-TERM GOV BOND ETF $0.164 92206C102							
06/14/13 P	1,097	60.9000	66,807.30	18.16	60.9200	66,829.24	-21.94 S
VANGUARD SHORT-TERM INVMT GRADE FUND DTD 1/1/1997 $0 372 922031406							
06/17/13 P	4,524.175	10.7000	48,408.67	13.16	10.7500	48,634.88	-226.21 S
09/26/11 P	1,685.393	10.7000	18,033.71	4.90	10.6800	18,000.00	33.71 L
	6,209.568		66,442.38	18.06		66,634.88	-226.21 S 33.71
TOTAL FIXED INCOME			367,906 61	100.00		373,522.84	-5,616.23

SECOND CHARITABLE REMINDER UNITRUST OF
KATHRINA H MACLELLAN DTD DECEMBER 17 81
ACCOUNT # 311057900
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
UNREALIZED GAIN/LOSS SCHEDULE (BASE CURRENCY)
TRADE DATE BASIS

AS OF SEP 26 2013

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
EQUITIES							
ACCENTURE PLC							
G1151C101							
09/26/11 P	175	75.8700	13,277.25	1.41	51.0950	8,941.63	4,335 62 L
ACE LTD							
H0023R105							
09/26/11 P	175	94.6700	16,567 25	1.77	60.5050	10,588.38	5,978 87 L
AMAZON.COM INC							
023135106							
02/23/12 P	40	318.1200	12,724.80	1.36	178 0643	7,122.57	5,602.23 L
AMERICAN TOWER REIT INC							
03027X100							
09/26/11 P	350	74.6300	26,120.50	2.78	52.9375	18,528.13	7,592.37 L
ANADARKO PETROLEUM CORP							
032511107							
09/26/11 P	125	94 4800	11,810.00	1.26	67.7500	8,468.75	3,341.25 L
APACHE CORP							
037411105							
09/26/11 P	80	86.4900	6,919.20	0.74	83.7650	6,701.20	218.00 L
APPLE INC							
037833100							
09/26/11 P	48	486 2200	23,338 56	2.49	397.6400	19,086.72	4,251 84 L
BANK NOVA SCOTIA HALIFAX							
064149107							

SECOND CHARITABLE REMINDER UNITRUST OF
KATHRINA H MACLELLAN DTD DECEMBER 17 81
ACCOUNT # 311057900
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
UNREALIZED GAIN/LOSS SCHEDULE (BASE CURRENCY)
TRADE DATE BASIS

AS OF SEP 26 2013

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
EQUITIES (CONT.)							
09/26/11 P	125	57.9200	7,240 00	0.77	49.2900	6,161.25	1,078.75 L
BORG WARNER INC 099724106							
01/28/13 P	15	102.0000	1,530.00	0.16	76.3173	1,144.76	385.24 S
02/23/12 P	85	102.0000	8,670.00	0.92	79.9909	6,799.23	1,870.77 L
	100		10,200.00	1 09		7,943.99	385.24 S 1,870 77
CHEVRON CORP 166764100							
01/28/13 P	40	123.4900	4,939.60	0.53	116.2050	4,648.20	291.40 S
02/23/12 P	100	123 4900	12,349.00	1.32	107.7158	10,771 58	1,577.42 L
	140		17,288.60	1.84		15,419.78	291.40 S 1,577.42
CHICAGO BRIDGE & IRON CO NV NEW YORK - 167250109							
09/26/11 P	375	67 0900	25,158.75	2 68	29 1600	10,935.00	14,223.75 L
CHURCH & DWIGHT INC 171340102							
09/26/11 P	300	61.0000	18,300 00	1.95	43.5750	13,072.50	5,227.50 L
CITRIX SYSTEMS INC 177376100							
09/26/11 P	140	72.0600	10,088.40	1 07	54.4300	7,620.20	2,468.20 L

SECOND CHARITABLE REMINDER UNITRUST OF
KATHRINA H MACLELLAN DTD DECEMBER 17 81
ACCOUNT # 311057900
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
UNREALIZED GAIN/LOSS SCHEDULE (BASE CURRENCY)
TRADE DATE BASIS

AS OF SEP 26 2013

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
EQUITIES (CONT.)							
COSTCO WHOLESALE CORP 22160K105							
01/28/13 P	80	116.4000	9,312.00	0.99	102.4975	8,199.80	1,112.20 S
COVIDIEN PLC G2554F113							
09/26/11 P	150	60.9700	9,145.50	0.97	41.7001	6,255.01	2,890.49 L
CUMMINS INC 231021106							
09/26/11 P	65	134.1900	8,722.35	0.93	86.9751	5,653.38	3,068.97 L
DEVON ENERGY CORP NEW 25179M103							
09/26/11 P	200	59.4700	11,894.00	1.27	56.5200	11,304.00	590.00 L
DIAGEO PLC SPONSORED ADR NEW 25243Q205							
09/26/11 P	250	127.7500	31,937 50	3.40	76.5900	19,147.51	12,789.99 L
DIGITAL REALTY TRUST INC 253868103							
01/28/13 P	110	56.0300	6,163.30	0.66	72.7512	8,002.63	-1,839.33 S
EMC CORP 268648102							
01/28/13 P	100	26.2800	2,628.00	0.28	25.2075	2,520.75	107.25 S

SECOND CHARITABLE REMINDER UNITRUST OF
KATHRINA H MACLELLAN DTD DECEMBER 17 81
ACCOUNT # 311057900
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
UNREALIZED GAIN/LOSS SCHEDULE (BASE CURRENCY)
TRADE DATE BASIS

AS OF SEP 26 2013

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
EQUITIES (CONT.)							
02/23/12 P	400	26.2800	10,512 00	1.12	26.9008	10,760.32	-248.32 L
	500		13,140.00	1 40		13,281.07	107.25 S -248.32
EMERSON ELECTRIC CO 291011104							
09/26/11 P	325	65.4200	21,261.50	2.27	42.8900	13,939.25	7,322.25 L
ENTERPRISE PRODS PARTNERS LP COM UNIT 293792107							
12/27/12 P	200	61.4100	12,282 00	1.31	48 9350	9,787 00	2,495.00 S
EXPRESS SCRIPTS HOLDING CO 30219G108							
01/28/13 P	150	62.5400	9,381.00	1.00	53.8585	8,078 77	1,302.23 S
EXXON MOBIL CORP 30231G102							
09/26/11 P	175	87.0700	15,237.25	1.62	70.6950	12,371.63	2,865.62 L
FGT FRANKLIN INTERNATIONAL GROWTH FUND 353533698							
02/23/12 P	300	11.1100	3,333 00	0.36	9 4100	2,823.00	510.00 L
09/26/11 P	1,504.474	11.1100	16,714 71	1.78	8.1800	12,306.56	4,408.15 L
	1,804 474		20,047.71	2.14		15,129.56	4,918.15 L
GILEAD SCIENCES INC 375558103							
09/26/11 P	400	62.8000	25,120.00	2.68	19.6175	7,847.00	17,273.00 L

FIDUCIARY TRUST COMPANY INTERNATIONAL
UNREALIZED GAIN/LOSS SCHEDULE (BASE CURRENCY)
TRADE DATE BASIS

SECOND CHARITABLE REMINDER UNITRUST OF
KATHRINA H MACLELLAN DTD DECEMBER 17 81
ACCOUNT # 311057900
BASE CURRENCY· U S. DOLLAR

AS OF SEP 26 2013

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
EQUITIES (CONT.)							
GRAINGER W W INC							
384802104							
09/26/11 P	75	269.0500	20,178.75	2.15	155.7400	11,680.50	8,498.25 L
HYUNDAI MOTOR CO GDR REG S							
Y38472125							
09/26/11 P	725	52.2500	37,881.25	4.04	25.6250	18,578.13	19,303.12 L
LABORATORY CORP AMER HLDGS COM NEW							
50540R409							
02/23/12 P	80	98.8700	7,909.60	0.84	88 4148	7,073.18	836.42 L
MARKEL CORP HLDG CO							
570535104							
09/26/11 P	25	520.4500	13,011.25	1.39	357.2352	8,930.88	4,080.37 L
MCDONALDS CORP							
580135101							
01/28/13 P	85	98.1900	8,346 15	0.89	94.3275	8,017.84	328.31 S
MEAD JOHNSON NUTRITION COMPANY							
582839106							
09/26/11 P	165	75.9500	12,531.75	1.34	74.2450	12,250.43	281.32 L
MERCK & CO INC							
58933Y105							
09/26/11 P	325	47.6800	15,496.00	1.65	31.3500	10,188.75	5,307.25 L
NESTLE S A SPONSORED ADR REPSTG REG SH							
641069406							

FIDUCIARY TRUST COMPANY INTERNATIONAL
UNREALIZED GAIN/LOSS SCHEDULE (BASE CURRENCY)
TRADE DATE BASIS

AS OF SEP 26 2013

SECOND CHARITABLE REMINDER UNITRUST OF
KATHRINA H MACLELLAN DTD DECEMBER 17 81
ACCOUNT # 311057900
BASE CURRENCY· U.S. DOLLAR

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
EQUITIES (CONT.)							
09/26/11 P	400	69.6700	27,868 00	2 97	54.3100	21,724.00	6,144.00 L
NEXTERA ENERGY INC 65339F101							
09/26/11 P	200	80.4400	16,088.00	1.71	54.1550	10,831.00	5,257.00 L
NIKE INC CL B 654106103							
09/26/11 P	400	70.3400	28,136.00	3.00	44.3000	17,720.00	10,416.00 L
NOVO NORDISK AS SPONSORED ADR 670100205							
09/26/11 P	150	168.0200	25,203.00	2.69	98.5600	14,784.00	10,419.00 L
ORACLE CORP 68389X105							
09/26/11 P	700	33.8100	23,667.00	2.52	29.2200	20,454.00	3,213.00 L
PIONEER OAK RIDGE SMALL CAP GROWTH FD Y 72387T785							
09/26/11 P	213.1226	39.6400	8,448 18	0.90	26.9700	5,747.92	2,700.26 L
PLUM CREEK TIMBER CO INC 729251108							
02/23/12 P	280	47.3000	13,244.00	1.41	38.5334	10,789.35	2,454.65 L
PRAXAIR INC 74005P104							
09/26/11 P	200	120.1900	24,038.00	2.56	93.5800	18,716.00	5,322.00 L

BASE CURRENCY: U.S. DOLLAR

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
EQUITIES (CONT.)							
PROCTER & GAMBLE CO							
742718109							
09/26/11 P	200	78.0500	15,610.00	1.66	62.2100	12,442.00	3,168.00 L
QUALCOMM INC							
747525103							
02/23/12 P	50	68.8700	3,443.50	0.37	62.4040	3,120.20	323.30 L
09/26/11 P	250	68.8700	17,217.50	1.83	50.0650	12,516.25	4,701.25 L
	300		20,661.00	2.20		15,636.45	5,024.55 L
RALPH LAUREN CORP							
751212101							
09/26/11 P	65	165.5300	10,759.45	1 15	144.8351	9,414.28	1,345.17 L
ROCKWELL AUTOMATION INC							
773903109							
01/28/13 P	90	108 1500	9,733.50	1.04	90.0861	8,107.75	1,625.75 S
SAMSUNG ELECTRS LTD GDR 95 RPSTG REGS							
79699A107							
01/29/13 P	12	636.2500	7,635 00	0.81	653.2833	7,839.40	-204.40 S
SCHLUMBERGER LTD							
806857108							
09/26/11 P	150	88.8300	13,324.50	1.42	61.0800	9,162.00	4,162.50 L
SINGAPORE TELECOMMUNICATIONS (SGD)							
Y79985209							
09/26/11 P	4,000	2.9879	11,951.72	1.27	2.3632	9,452.60	2,499.12 L

SECOND CHARITABLE REMINDER UNITRUST OF
KATHRINA H MACLELLAN DTD DECEMBER 17 81
ACCOUNT # 311057900
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
UNREALIZED GAIN/LOSS SCHEDULE (BASE CURRENCY)
TRADE DATE BASIS

AS OF SEP 26 2013

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
EQUITIES (CONT.)							
SWATCH GROUP AG THE (CHF) 2.25							
H83949141							
09/26/11 P	40	640.7863	25,631 45	2.73	381.3405	15,253.62	10,377.83 L
TERADATA CORP							
88076W103							
09/26/11 P	200	56.9000	11,380.00	1 21	54.6600	10,932.00	448.00 L
TEVA PHARMACEUTICAL INDS LTD ADR							
881624209							
09/26/11 P	300	37.9300	11,379.00	1.21	35.5450	10,663.50	715.50 L
TREEHOUSE FOODS INC							
89469A104							
02/23/12 P	125	68.7500	8,593 75	0 92	58.1244	7,265.55	1,328.20 L
TRIMBLE NAVIGATION LTD							
896239100							
02/23/12 P	270	29.7800	8,040 60	0.86	25.5216	6,890.84	1,149.76 L
UNITED PARCEL SVC INC CL B							
911312106							
01/28/13 P	100	91.8000	9,180 00	0.98	82.5375	8,253.75	926.25 S
UNITED TECHNOLOGIES CORP							
913017109							
09/26/11 P	175	109.6600	19,190.50	2.04	70.4200	12,323 50	6,867.00 L
US BANCORP DEL COM NEW							
902973304							

SECOND CHARITABLE REMINDER UNITRUST OF
KATHRINA H MACLELLAN DTD DECEMBER 17 81
ACCOUNT # 311057900
BASE CURRENCY U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
UNREALIZED GAIN/LOSS SCHEDULE (BASE CURRENCY)
TRADE DATE BASIS

AS OF SEP 26 2013

TRADE DATE/ PORT TYPE	UNITS/ SHARES	UNIT PRICE	TOTAL MKT VALUE	% OF GROUP	UNIT COST	COST	GAIN/LOSS LONG/SHORT
EQUITIES (CONT)							
09/26/11 P	250	36.5400	9,135.00	0.97	23.9250	5,981.25	3,153.75 L
VANGUARD FTSE EMERGING MARKETS ETF 922042858							
02/23/12 P	100	41 1000	4,110.00	0 44	44.1273	4,412.73	-302.73 L
09/26/11 P	418	41 1000	17,179.80	1.83	36.6000	15,298.80	1,881.00 L
	518		21,289.80	2.27		19,711.53	1,578.27 L
VERIZON COMMUNICATIONS 92343V104							
09/26/11 P	375	47.6700	17,876.25	1.90	36.1250	13,546.87	4,329.38 L
VISA INC CL A 92826C839							
09/26/11 P	100	193.5600	19,356.00	2.06	89.8450	8,984.50	10,371.50 L
ZIMMER HOLDINGS INC 98956P102							
09/26/11 P	160	82.2400	13,158 40	1 40	54.6250	8,740.00	4,418.40 L
TOTAL EQUITIES			938,610.27	100 00		677,674.08	260,936.19
GRAND TOTAL			1,440,878.56			1,185,558.60	5,066.02 S 250,253.94 L

MARKET VALUE DOES NOT INCLUDE ACCRUED INCOME.

TAX COST ADJ. 255,319.96

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC SR BOND DTD 6/10/2013 3.625% 6	1,863.	1,863.
AT&T INC NT DTD 2/3/2009 5.8% 2/15/2019	2,066.	2,066.
ABBOTT LABORATORIES SR BD DTD 3/3/2009 5	3,531.	3,531.
ADOBE SYSTEMS INC SR NT DTD 2/1/2010 4.7	4,750.	4,750.
AETNA INC SR NT DTD 9/12/2008 6.5% 9/15/	4,333.	4,333.
AMERICAN EXPRESS CO	11,156.	11,156.
AMERICAN TOWER REIT INC	11,707.	11,707.
AMETEK INC NEW	480.	480.
ANADARKO PETROLEUM CORP SR NT DTD 3/16/2	6,403.	6,403.
ANADARKO PETE CORP.	3,263.	3,263.
APPLE COMPUTER INC NPV	16,312.	16,312.
APPLE INC SR NT DTD 5/3/2013 1% 5/3/2018	650.	650.
APPLIED MATERIALS INC DTD 6/8/2011 4.3%	3,691.	3,691.
AUTOMATIC DATA PROCESSING INC	19,575.	19,575.
BP CAPITAL MARKETS PLC DTD 5/10/2013 1.3	825.	825.
BANK OF AMERICA CORP SR NT DTD 1/11/2013	666.	666.
BANK OF MONTREAL SR NT CALL DTD 4/9/2013	761.	761.
BANK NOVA SCOTIA HALIFAX (CAD)	21,000.	21,000.
BAXTER INTL DTD 5/22/2008 5.375% 6/1/201	5,375.	5,375.
BERKSHIRE HATHAWAY INC SR NT DTD 2/11/20	766.	766.
BEVERLY HILLS CA PUB FING AUTH LEASE REV	6,377.	6,377.
BOEING CO SR NT DTD 3/13/2009 6% 3/15/20	7,000.	7,000.
BOMBARDIER INC CL B	9,969.	9,969.
BORG WARNER AUTOMOTIVE INC.	2,625.	2,625.
CITIGROUP/DEUTSCHE BK COMM MTG FLTG DTD	13,492.	13,492.
CVS PASS THROUGH TRUST DTD 6/10/2009 6.9	909.	909.
COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004-	1,304.	1,304.
CALIFORNIA ST GO CALL DTD 4/1/2013 4.988	2,743.	2,743.
CATERPILLAR INC	12,900.	12,900.
CATERPILLAR INC DTD 6/26/2012 1.5% 6/26/	1,500.	1,500.
CHEVRONTEXACO CORP	36,289.	36,289.
CHICAGO BRIDGE & IRON CO NV NEW YORK -	129.	129.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COLORADO ST DEPT CORRECTIONS COPS REF DT	191.	191.
CONOCOPHILLIPS COM	40,500.	40,500.
COSTCO WHSL CORP NEW	4,483.	4,483.
CUMMINS ENGINE INC	4,766.	4,766.
JOHN DEERE CAP CORP DTD 3/11/2013 1.3% 3	1,013.	1,013.
DIGITAL REALTY TRUST INC	12,125.	12,125.
E M C CORP MASS	5,870.	5,870.
EMERSON ELEC CO	17,000.	17,000.
FEDERAL HOME LN MTG CORP MTN DTD 2/20/20	7,500.	7,500.
FEDERAL NATL MTG ASSN MTG PL #255190 DTD	4,042.	4,042.
FEDERAL NATL MTG ASSN MTG PL# 450838 DTD	223.	223.
FEDERAL NATL MTG ASSN MTG PL #561435 DTD	896.	896.
FEDERAL NATL MTG ASSN MTG PL# 575670 DTD	170.	170.
FEDERAL NATL MTG ASSN MTG PL# 577925 DTD	209.	209.
FEDERAL NATL MTG ASSN MTG PL #582056 DTD	395.	395.
FEDERAL NATL MTG ASSN MTG PL #632361 DTD	1,066.	1,066.
FEDERAL NATL MTG ASSN MTG PL #660866 DTD	804.	804.
FEDERAL NATL MTG ASSN MTG PL# 675859 DTD	2,384.	2,384.
FEDERAL NATL MTG ASSN MTG PL#681303 DTD	266.	266.
FEDERAL NATL MTG ASSN MTG PL #681338 DTD	587.	587.
FEDERAL NATL MTG ASSN GTD MTG PL# 704440	1,039.	1,039.
FEDERAL NATL MTG ASSN PL #805386 FLTR DT	3,339.	3,339.
FANNIE MAE DTD 3/1/2012 3.00% 4/1/2032	2,807.	2,807.
FRANKLIN CUSTODIAN FDS US GOVT ADV CL	55,225.	55,225.
FGT FRANKLIN INTERNATIONAL GROWTH FUND	3,696.	3,696.
FRANKLIN HIGH INCOME TR ADV CL $0.141	27,082.	27,082.
FRANKLIN SHORT INTER US GOVT SECS FD AD	620.	620.
FRANKLIN STRATEGIC MORTGAGE PORTFOLIO DT	15,259.	15,259.
FREEPORT-MCMORAN COPPER & GOLD	36,000.	36,000.
GOVERNMENT NATL MTG ASSN MTG PL#598127 D	593.	593.
GOVERNMENT NATL MTG ASSN MTG PL #591805	2,119.	2,119.
GOVT NATL MTG ASSN II GTD MTG PL 3442 DT	2,928.	2,928.
GOVERNMENT NATL MTG ASSN MTG PL# 607668	720.	720.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOVERNMENT NATL MTG ASSN PL# 434772 DTD	136.	136.
GOVT NATL MORTG ASSN MTG PL # 726414 DTD	2,766.	2,766.
GOVERNMENT NATL MTG ASSN MTG PL #487056	633.	633.
GOVT NATL MTG ASSN GTD MTG PL 780865 DTD	200.	200.
GOVERNMENT NATL MTG ASSN POOL# 780086 DT	420.	420.
GOVERNMENT NATL MTG ASSN MTG PL # 780548	404.	404.
GOVT NATL MTG ASSN GTD MTG PL#781084 DTD	270.	270.
GS MTG SECS CORP II CMO SER 2006-GG6 A4	5,553.	5,553.
GENERAL ELECTRIC CAPITAL CORP SR NT DTD	4,353.	4,353.
GRAINGER W W INC	70.	70.
INTERNATIONAL BUSINESS MACH CORP	19,775.	19,775.
ISHARES 7-10 YEAR TREASURY BOND ETF $1.7	1,418.	1,418.
ISHARES IBOXX $ HIGH YIELD CORP BOND ETF	7,716.	7,716.
ISHARES INTERMEDIATE CREDIT BOND ETF $3.	6,410.	6,410.
J P MORGAN CHASE & CO	2,546.	2,546.
J P MORGAN CHASE & CO DTD 11/25/2002 5.7	1,725.	1,725.
J PMORGAN CHASE & CO SR NT DTD 12/20/200	4,017.	4,017.
KERN CALIF HIGH SCH DIST GO REF DTD 6/29	1,885.	1,885.
KINDER MORGAN ENER PART SR NT DTD 5/19/2	2,930.	2,930.
LAUDER ESTEE COS INC CL A	4,170.	4,170.
LOEWS CORP SR BD DTD 3/11/2004 5.25% 3/1	1,072.	1,072.
MASSACHUSETTS ST SCH BLDG AUTH SALES TX	1,553.	
MCDONALDS CORP	11,925.	11,925.
MEAD JOHNSON NUTRITION COMPANY	8,961.	8,961.
MED UNV SC HOS AUTH FAC REV PRE-REF INS	8,465.	8,465.
MERCK & CO INC	16,319.	16,319.
METLIFE INC SR BD DTD 8/6/2010 4.75% 2/8	1,843.	1,843.
METROPOLITAN WTR DIST SOUTHN CA REV CALL	6,947.	6,947.
MICROCHIP TECHNOLOGY INC	3,120.	
MONDELEZ INTERNATIONAL INC	5,000.	5,000.
NEW YORK N Y CITY MUNI FIN AUTH REF DTD	1,197.	1,197.
NIKE INC. CL B	10,427.	10,427.
NOVO-NORDISK A S ADR	8,375.	8,375.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORACLE SYS CORP	6,180.	6,180.
OPPENHEIMER DEVELOPING MKTS FDS	7,173.	7,173.
PEPSICO INC	25,050.	25,050.
PHARMACIA CORP DEB DTD 12/9/1998 6.5% 12	3,954.	3,954.
PHOENIX CIVIC IMPT CORP EXCISE TAX REV S	2,728.	2,728.
PORT SEATTLE WASH REV REF SER C DTD 3/14	927.	927.
PRAXAIR INC	11,640.	11,640.
PRICE T ROWE GROUP INC	3,648.	3,648.
PROCTER & GAMBLE CO	26,619.	26,619.
QUALCOMM INC	9,620.	9,620.
RALPH LAUREN CORP	3,770.	3,770.
ROCKWELL INTL CORP NEW	12,592.	12,592.
SAMSUNG ELECTRS LTD GDR 95 RPSTG REGS	1,948.	1,948.
SCHLUMBERGER LTD	14,016.	14,016.
SEMPRA ENERGY SR NT DTD 5/15/2009 6.5% 6	5,850.	5,850.
SIGMA ALDRICH CORP	9,030.	9,030.
SIMON PPTY GROUP INC DTD 6/7/2005 5.1% 6	2,805.	2,805.
STATOIL ASA DTD 11/23/2011 1.8% 11/23/20	1,102.	1,102.
TCI COMMUNICATIONS INC DEB DTD 8/1/1995	8,313.	8,313.
TEMPLETON INSTL FDS INC FOREIGN EQTY SER	18,576.	18,576.
TEVA PHARMACEUTICAL INDS LTD	9,895.	9,895.
US BANCORP DEL COM NEW	58.	58.
UNION PAC CORP.	8,294.	8,294.
UNITED PARCEL SVC INC CL B	7,688.	7,688.
US BACORP SR NT CALL DTD 7/23/2012 2.95%	2,884.	2,884.
UNITED STATES TREAS BDS DTD 11/15/1998 5	3,006.	3,006.
UNITED STATES TREAS NTS DTD 8/15/2007 4.	10,650.	10,650.
UNITED STATES TREASURY NOTE DTD 8/15/200	4,963.	4,963.
UNITED STATES TREASURY NOTE DTD 11/15/20	1,802.	1,802.
UNITED STATES TREASURY NOTE DTD 4/30/200	2,550.	2,550.
UNITED STATES TREASURY NOTE DTD 7/31/200	2,761.	2,761.
UNITED STATES TREASURY NOTES DTD 1/31/20	67.	67.
UNITED STATES TREASURY NOTE DTD 2/1/2010	3,248.	3,248.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES TREASURY NOTE DTD 2/15/201	14,135.	14,135.
UNITED STATES TREASURY NOTE DTD 4/30/201	2,435.	2,435.
UNITED STATES TREASURY NOTE DTD 5/31/201	1,258.	1,258.
UNITED STATES TREASURY NOTE DTD 5/31/201	3,025.	3,025.
UNITED STATES TREASURY NOTE DTD 8/15/201	957.	957.
UNITED STATES TREASURY NOTE DTD 11/15/20	1,050.	1,050.
UNITED STATES TREASURY NOTE DTD 1/15/201	317.	317.
UNITED STATES TREASURY NOTE DTD 8/15/201	1,619.	1,619.
U S TREASURY NOTE/BOND DTD 5/15/2012 1.7	3,739.	3,739.
UNITED STATES TREASURY NOTE DTD 12/15/20	78.	78.
UNITED STATES TREASURY NOTE DTD 2/15/201	1,950.	1,950.
UNITED STATES TREASURY NOTE DTD 4/30/201	363.	363.
UNITED STATES TREASURY BOND DTD 5/15/201	673.	673.
UNITED STATES TREASURY NOTE DTD 7/15/201	81.	81.
UNITED STATES TREASURY NOTE DTD 8/15/201	780.	780.
UNITED TECHNOLOGIES CORP.	13,987.	13,987.
UNUMPROVIDENT CORP	8,525.	8,525.
V F CORP.	5,859.	5,859.
VANGUARD FIXED INCOME SECS FD	421.	421.
VANGUARD SHORT-TERM GOV BOND ETF $0.164	15.	15.
VANGUARD INTERM TERM GOVT BD (ETF) $1.32	76.	76.
VERIZON COMMUNICATIONS	35,432.	35,432.
VERIZON COMMUNICATIONS INC DTD 4/4/2008	1,881.	1,881.
VERIZON COMMUNICATIONS SR NT DTD 3/27/20	-429.	-429.
VERIZON COMMUNICATIONS INC SR NT DTD 9/1	450.	450.
VISA INC CL A	40.	40.
WACHOVIA BANK NA SR NT DTD 11/3/2004 11/	139.	139.
WAL-MART STORES INC SR NT DTD 4/1/2010 5	3,262.	3,262.
WAYNE CNTY MICH GO DTD 6/7/2012 3% 3/15/	2,317.	2,317.
WELLS FARGO & CO SR SUB NT SER M DTD 2/1	1,725.	1,725.
WELLS FARGO MORTGAGE BACKED SECURITIES D	362.	362.
WISDOMTREE EMERGING MARKETS EQ INC ETF	41,124.	41,124.
ZIMMER HOLDINGS INC	4,622.	4,622.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FTCI MONEY MARKET FUND	145.	145.
ACCENTURE PLC	17,563.	17,563.
ACE LTD	8,961.	8,961.
NESTLE SA (CHF)	32,294.	32,294.
SWATCH GROUP AG THE (CHF) 2.25	9,374.	9,374.
STIP 1: US TREASURY ONLY	26.	26.
STIP 3: US TREASURY & AGENCY	7.	7.
HYUNDAI MOTOR CO GDR REG S	22,061.	22,061.
STARHUB LTD (SGD)	15,130.	15,130.
FINANCING CORP ZERO CPN DTD 4/24/1989 0%		1,773.
TOTAL	1,114,164.	1,111,264.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP DISTRIBUTIONS	48,873.	139,877.
TOTALS	48,873.	139,877.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE		5,000.			5,000.
	TOTALS	5,000.	NONE	NONE	5,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FTCI IM/CUSTODY FEES	186,782.	149,426.	37,356.
MANAGEMENT SERVICES	564,060.	21,645.	542,415.
TOTALS	750,842.	171,071.	579,771.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	90,000.	
FOREIGN TAX WITHHELD	37,586.	37,586.
TOTALS	127,586.	37,586.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FEES	535.	535.
PARTNERSHIP EXPENSES		69,165.
TOTALS	535.	69,700.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		2,889,949.	2,781,328.
	TOTALS	2,889,949.	2,781,328.

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION 23-7159802

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		25,197,864.	41,694,705.
	TOTALS	25,197,864.	41,694,705.

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION 23-7159802

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		6,538,958.	6,509,276.
	TOTALS	6,538,958.	6,509,276.

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION 23-7159802

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	4,581,254.	5,154,584.
TOTALS		4,581,254.	5,154,584.

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION 23-7159802

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CONDO	458,748.	458,748.
FURNITURE & RENOVATIONS	36,664.	36,664.
LAPTOP	1,083.	1,083.
TOTALS	496,495.	496,495.

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
ATTN: JAN PURDY
ADDRESS:
820 BROAD STREET, SUITE 300
CHATTANOOGA, TN 37402-2604
RECIPIENT'S PHONE NUMBER: 423-755-3202
FORM, INFORMATION AND MATERIALS:
"Applications must be submitted online at
www.maclellan.net where instructions
are provided"
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
"Refer to www.maclellan.net for information
or call Grants Manager at (423) 755-3202

Description of Property
141016901 CONDO

Schedule E Depreciation and Amortization

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
CONDO	12/27/2012	458,748.	100.000			458,748.		16,680.	SL	MM			27.5		16,680
Less Retired Assets															
Subtotals		458,748.				458,748		16,680.							16,680.

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less: Retired Assets															
Subtotals															
TOTALS		458,748.				458,748.		16,680.							16,680.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
3F9084 1 000

BIC393 N810 10/06/2014 999998884

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2013

Name of estate or trust: ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Employer identification number: 23-7159802

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

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	468,097.	609,024.		-140,927.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	3,496,723.	3,540,427.		-43,704.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	-184,631.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	689,260.	655,270.		33,990.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	13,271,755.	8,409,581.		4,862,174.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	17,914.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	4,914,078.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2013**

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			-184,631.
18	**Net long-term gain or (loss)**:				
a	Total for year	18a			4,914,078.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			4,729,447.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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

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

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1097 VANGUARD SHORT-TERM $0 164	06/14/2013	10/24/2013	66,798 00	66,829.00			-31.00
1148. VANGUARD INTERM TERM (ETF) $1.329	06/14/2013	10/24/2013	73,554.00	74,343.00			-789.00
4524.175 VANGUARD FIXED IN	06/17/2013	10/28/2013	48,590.00	48,635.00			-45 00
6110 DIGITAL REALTY TRUST	08/29/2013	12/17/2013	279,155.00	419,217.00			-140,062 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			468,097	609,024			-140,927

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

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

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION | 23-7159802

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
165. CHEVRONTEXACO CORP	02/23/2012	03/14/2013	19,741 00	17,773 00			1,968.00
650. E M C CORP MASS	02/23/2012	03/14/2013	16,422.00	17,486 00			-1,064.00
125 ORACLE SYS CORP	02/23/2012	03/14/2013	4,515 00	3,566 00			949.00
460 PLUM CREEK TIMBER CO	02/23/2012	03/14/2013	22,923 00	17,725 00			5,198.00
200 NUANCE COMMUNICATIONS	02/23/2012	05/09/2013	3,776.00	4,944 00			-1,168.00
60000 STARHUB LTD (SGD)	04/27/2012	08/26/2013	195,568 00	156,058.00			39,510.00
67000. STARHUB LTD (SGD)	04/27/2012	08/29/2013	215,259.00	174,265.00			40,994 00
80. APACHE CORP.	09/26/2011	10/01/2013	6,929.00	6,701 00			228 00
300 FGT FRANKLIN INTERNAT FUND	02/23/2012	10/01/2013	3,339 00	2,823 00			516 00
280 PLUM CREEK TIMBER CO	02/23/2012	10/01/2013	13,300.00	10,789 00			2,511.00
125 TREEHOUSE FOODS INC	02/23/2012	10/01/2013	8,314 00	7,266 00			1,048.00
100 VANGUARD FTSE EMERGIN ETF	02/23/2012	10/01/2013	4,052.00	4,413.00			-361 00
4700 TEVA PHARMACEUTICAL	09/26/2011	10/31/2013	175,122 00	231,461 00			-56,339.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			689,260.	655,270.			33,990.

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

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545-0074

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

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

Department of the Treasury
Internal Revenue Service

2013

Attachment Sequence No **12A**

Name(s) shown on return: ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Social security number or taxpayer identification number: 23-7159802

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
90000. UNITED STATES TREAS 8/15/2010 2 625% 8/15/2	12/05/2012	01/10/2013	97,773.00	99,833.00			-2,060 00
100000 UNITED STATES TREA DTD 4/30/2010 3 125% 4/	09/25/2012	01/18/2013	110,512.00	111,457 00			-945.00
193908 6136 FANNIE MAE DTD 3 00% 4/1/2032	10/12/2012	01/25/2013	2,444.00	2,594 00			-150.00
75000. AT&T INC NT DTD 2/3 2/15/2019	10/17/2012	02/01/2013	90,434.00	94,049 00			-3,615.00
100000. VERIZON COMMUNICAT 4/4/2008 6 1% 4/15/2018	06/29/2012	02/01/2013	121,601.00	122,137 00			-536 00
190180.7918 FANNIE MAE DTD 3.00% 4/1/2032	10/12/2012	02/25/2013	3,728 00	3,957 00			-229.00
135000 UNITED STATES TREA DTD 8/15/2008 4% 8/15/2	11/14/2012	03/06/2013	157,386.00	159,727 00			-2,341 00
125000 WAL-MART STORES IN 4/1/2010 5.625% 4/1/204	03/16/2012	03/13/2013	153,879.00	149,820.00			4,059 00
100000 WAYNE CNTY MICH GO 6/7/2012 3% 3/15/2013	05/10/2012	03/15/2013	100,000.00	100,568.00			-568 00
100000. UNITED STATES TREA DTD 8/15/2008 4% 8/15/2	11/14/2012	03/19/2013	116,648 00	118,316.00			-1,668 00
189136 4717 FANNIE MAE DTD 3.00% 4/1/2032	10/12/2012	03/25/2013	1,044 00	1,109 00			-65 00
85000. UNITED STATES TREAS 1/15/2011 1% 1/15/2014	11/15/2012	04/01/2013	85,571 00	85,774.00			-203 00
105000 UNITED STATES TREA 8/15/2007 4 75% 8/15/20	11/14/2012	04/04/2013	124,011 00	125,471.00			-1,460 00
186961 9482 FANNIE MAE DTD 3.00% 4/1/2032	10/12/2012	04/25/2013	2,175.00	2,308 00			-133 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

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

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545-0074 | **2013**

Department of the Treasury Internal Revenue Service

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

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

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

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

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

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

1 (a) Description of property (Example. 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
100000. UNITED STATES TREA DTD 11/15/2008 3 75% 11	12/05/2012	05/07/2013	115,797 00	117,324.00			-1,527.00
208000. FANNIE MAE DTD 3/1 4/1/2032	10/12/2012	05/22/2013	190,384.00	198,472 00			-8,088 00
184951 3619 FANNIE MAE DTD 3.00% 4/1/2032	10/12/2012	05/27/2013	2,011.00				2,011 00
100000 UNITED STATES TREA DTD 2/15/2013 2% 2/15/2	03/08/2013	06/03/2013	99,203 00	99,465 00			-262 00
35000 U S TREASURY NOTE/B 5/15/2012 1.75% 5/15/20	08/22/2012	06/18/2013	34,240 00	35,120 00			-880 00
80000 UNITED STATES TREAS 2/15/2013 2% 2/15/2023	03/08/2013	06/18/2013	79,000 00	79,572.00			-572.00
40000. UNITED STATES TREAS DTD 1/31/2010 2.25% 1/3	05/28/2013	06/26/2013	41,228 00	41,328.00			-100.00
25000 UNITED STATES TREAS 5/31/2010 2.125% 5/31/2	05/28/2013	06/26/2013	25,833.00	25,903 00			-70.00
100000 UNITED STATES TREA DTD 12/15/2012 0.25% 12	05/22/2013	07/24/2013	99,496 00	99,773 00			-277 00
110000 UNITED STATES TREA DTD 4/30/2009 2 625% 4/	05/28/2013	08/20/2013	115,921 00	116,772 00			-851 00
150000. UNITED STATES TREA DTD 4/30/2013 0 625% 4/	05/22/2013	09/03/2013	143,672 00	148,131.00			-4,459.00
70000 UNITED STATES TREAS 11/15/1998 5.25% 11/15/	10/25/2012	09/06/2013	85,386.00	95,957 00			-10,571 00
60000 UNITED STATES TREAS 5/15/2013 1 75% 5/15/20	06/26/2013	09/06/2013	54,225 00	55,805.00			-1,580.00
100000 U S TREASURY NOTE/ 5/15/2012 1 75% 5/15/20	09/17/2012	09/09/2013	92,313.00	99,578 00			-7,265.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

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

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

JSA 3X2615 2 000

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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

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

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
85000. UNITED STATES TREAS 8/15/2011 2.125% 8/15/2	07/24/2013	09/11/2013	81,912 00	84,226.00			-2,314.00
120000 UNITED STATES TREA DTD 5/15/2013 1 75% 5/1	06/26/2013	09/13/2013	108,469 00	111,609.00			-3,140 00
120000 UNITED STATES TREA DTD 7/15/2013 0 375% 7/	09/13/2013	09/18/2013	116,688 00	115,672 00			1,016.00
50000. UNITED STATES TREAS 8/15/2013 2 5% 8/15/202	08/20/2013	09/18/2013	48,326.00	48,635.00			-309.00
100000 UNITED STATES TREA DTD 8/15/2013 2 5% 8/15	08/20/2013	09/18/2013	98,336 00	97,270.00			1,066.00
100000 GENERAL ELECTRIC C SR NT DTD 10/17/2011 4.	12/07/2012	09/19/2013	106,175.00	113,675.00			-7,500 00
120000 UNITED STATES TREA DTD 2/15/2013 2% 2/15/2	06/26/2013	09/30/2013	114,197.00	114,680.00			-483 00
200. ENTERPRISE PRODS PART UNIT	12/27/2012	10/01/2013	12,228 00	9,791.00			2,437 00
90000 VERIZON COMMUNICATI NT DTD 9/18/2013 4 5% 9	09/11/2013	10/23/2013	97,304.00	89,883 00			7,421.00
60000. UNITED STATES TREAS 2/15/2013 2% 2/15/2023	06/26/2013	11/05/2013	57,026.00	57,340.00			-314.00
75000 UNITED STATES TREAS 8/15/2013 2 5% 8/15/202	08/20/2013	11/05/2013	73,916.00	72,952 00			964 00
215000 MASSACHUSETTS ST S SALES TX SER B DTD 10/3	09/18/2013	11/12/2013	236,231 00	234,374.00			1,857.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			3,496,723	3,540,427			-43,704.

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

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

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION | 23-7159802

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
60000 J P MORGAN CHASE & 11/25/2002 5 75% 1/2/20	11/18/2002	01/02/2013	60,000 00	59,899 00			101 00
84066.6028 CVS PASS THROUG 6/10/2009 6 943% 1/10/2	02/18/2010	01/10/2013	216.00	225 00			-9.00
11515 283 GOVERNMENT NATL PL#598127 DTD 3/1/2003	04/30/2003	01/15/2013	158.00	168.00			-10 00
45939 1898 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	01/15/2013	1,269.00	1,356 00			-87 00
27409.4958 GOVERNMENT NATL MTG PL# 607668 DTD 2/1/	04/30/2003	01/15/2013	2,148.00	2,283.00			-135 00
1538.9418 GOVERNMENT NATL 434772 DTD 6/1/2000 9.0	02/27/2001	01/15/2013	5 00	6.00			-1 00
130082.9274 GOVT NATL MORT PL # 726414 DTD 10/1/20	11/12/2010	01/15/2013	5,771.00	6,097 00			-326 00
10467 329 GOVERNMENT NATL PL #487056 DTD 3/1/1999	10/27/2000	01/15/2013	142 00	140.00			2.00
2349.567 GOVT NATL MTG ASS 780865 DTD 9/1/1998 9 5	02/15/2001	01/15/2013	59.00	65.00			-6 00
5723 3971 GOVERNMENT NATL POOL# 780086 DTD 3/1/19	03/07/2001	01/15/2013	133.00	144 00			-11 00
5491 8952 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	01/15/2013	166.00	45 00			121 00
3480 9948 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	01/15/2013	87 00	97.00			-10.00
5000. AUTOMATIC DATA PROCE	09/25/2003	01/18/2013	298,087 00	167,290.00			130,797 00
4 BERKSHIRE HATHAWAY INC	12/17/2002	01/18/2013	574,331.00	264,600.00			309,731 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Social security number or taxpayer identification number
23-7159802

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8200 NEXTERA ENERGY INC	09/26/2011	01/18/2013	586,302 00	426,019.00			160,283 00
7500 PHILLIPS 66	10/12/2006	01/18/2013	412,861.00	216,870.00			195,991 00
6875 SCHLUMBERGER LTD	09/26/2011	01/18/2013	526,164 00	208,428 00			317,736 00
122140 464 GOVT NATL MTG A MTG PL 3442 DTD 9/1/200	12/16/2004	01/21/2013	4,225.00	4,302 00			-77 00
175 SWATCH GROUP AG THE (	09/26/2011	01/21/2013	96,144.00	54,020 00			42,124.00
85314 6864 FEDERAL NATL MT PL #255190 DTD 4/1/2004	08/20/2004	01/25/2013	3,207.00	3,278.00			-71.00
4820 0365 FEDERAL NATL MTG PL# 450838 DTD 12/1/199	03/06/2001	01/25/2013	22 00	21 00			1.00
18733.1954 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	01/25/2013	803 00	774 00			29 00
3132.7577 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	01/25/2013	9.00	10 00			-1.00
4285 4275 FEDERAL NATL MTG PL# 577925 DTD 4/1/2001	09/05/2001	01/25/2013	15 00	14.00			1.00
7297 817 FEDERAL NATL MTG #582056 DTD 5/1/2001 5	05/30/2001	01/25/2013	23 00	21.00			2.00
16575 58 FEDERAL NATL MTG #632361 DTD 2/1/2002 6	01/22/2002	01/25/2013	44 00	45.00			-1 00
33962 258 FEDERAL NATL MTG #660866 DTD 1/1/2003 5	12/13/2002	01/25/2013	1,563.00	1,603 00			-40.00
42211 2889 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	01/25/2013	4,082 00	4,235 00			-153 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Social security number or taxpayer identification number 23-7159802

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
10516 0392 FEDERAL NATL MT PL#681303 DTD 2/1/2003	03/28/2003	01/25/2013	201 00	212.00			-11 00
11889 2568 FEDERAL NATL MT PL #681338 DTD 2/1/2003	03/28/2003	01/25/2013	1,182 00	1,258.00			-76 00
25730 8555 FEDERAL NATL MT MTG PL# 704440DTD 5/1/2	04/30/2003	01/25/2013	991.00	1,031.00			-40 00
162992 2043 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	01/25/2013	3,743 00	3,785 00			-42.00
23413.1189 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	01/28/2013	337 00	351 00			-14.00
13643 1638 WELLS FARGO MOR SECURITIES DTD 12/1/200	12/15/2004	01/28/2013	179 00	189 00			-10.00
95000. CVS PASS THROUGH TR 6/10/2009 6 943% 1/10/2	03/08/2010	02/01/2013	103,303 00	87,593 00			15,710 00
74000 WACHOVIA BANK NA SR 11/3/2004 11/3/2014	01/13/2011	02/06/2013	74,044.00	72,282 00			1,762 00
11356 2703 GOVERNMENT NATL MTG PL#598127 DTD 3/1/2	04/30/2003	02/15/2013	159 00	169 00			-10.00
44149 0303 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	02/15/2013	1,790 00	1,914 00			-124.00
25718 173 GOVERNMENT NATL PL# 607668 DTD 2/1/2003	04/30/2003	02/15/2013	1,691.00	1,798.00			-107.00
1533 5782 GOVERNMENT NATL 434772 DTD 6/1/2000 9 0	02/27/2001	02/15/2013	5 00	6 00			-1 00
125570.6364 GOVT NATL MORT PL # 726414 DTD 10/1/20	11/12/2010	02/15/2013	4,512.00	4,768.00			-256.00
10428 509 GOVERNMENT NATL PL #487056 DTD 3/1/1999	10/27/2000	02/15/2013	39 00	38 00			1.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
2289 888 GOVT NATL MTG ASS 780865 DTD 9/1/1998 9 5	02/15/2001	02/15/2013	60 00	65 00			-5 00
5539 4787 GOVERNMENT NATL POOL# 780086 DTD 3/1/19	03/07/2001	02/15/2013	184 00	198 00			-14 00
5300.8487 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	02/15/2013	191.00	51.00			140.00
3349.1343 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	02/15/2013	132 00	147 00			-15 00
118902 414 GOVT NATL MTG A MTG PL 3442 DTD 9/1/200	12/16/2004	02/20/2013	3,238.00	3,297.00			-59.00
81987 819 FEDERAL NATL MTG #255190 DTD 4/1/2004 5.	08/20/2004	02/25/2013	3,327.00	3,401.00			-74 00
4798 4194 FEDERAL NATL MTG PL# 450838 DTD 12/1/199	03/06/2001	02/25/2013	22 00	21 00			1.00
18635 9147 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	02/25/2013	97.00	94 00			3 00
3121.7642 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	02/25/2013	11.00	13.00			-2 00
4274.5068 FEDERAL NATL MTG PL# 577925 DTD 4/1/2001	09/05/2001	02/25/2013	11 00	10.00			1 00
7274 7426 FEDERAL NATL MTG #582056 DTD 5/1/2001 5	05/30/2001	02/25/2013	23 00	21.00			2 00
16536.92 FEDERAL NATL MTG #632361 DTD 2/1/2002 6	01/22/2002	02/25/2013	39 00	39.00			
33016 654 FEDERAL NATL MTG #660866 DTD 1/1/2003 5	12/13/2002	02/25/2013	946.00	970.00			-24 00
42112.3408 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	02/25/2013	99 00	103 00			-4 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if Box E above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
10036 6668 FEDERAL NATL MT PL#681303 DTD 2/1/2003	03/28/2003	02/25/2013	479.00	504.00			-25 00
11690 9678 FEDERAL NATL MT PL #681338 DTD 2/1/2003	03/28/2003	02/25/2013	198 00	211.00			-13 00
25253 025 FEDERAL NATL MTG MTG PL# 704440DTD 5/1/2	04/30/2003	02/25/2013	478.00	497.00			-19.00
152834.5036 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	02/25/2013	10,158 00	10,271 00			-113.00
13601.2065 WELLS FARGO MOR SECURITIES DTD 12/1/200	12/15/2004	02/25/2013	42 00	44 00			-2.00
23059.2446 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	02/26/2013	354 00	368 00			-14.00
90000 NEW YORK N Y CITY M REF DTD 9/23/2010 5.44%	09/17/2010	03/08/2013	109,558 00	90,000 00			19,558 00
5900 AMERICAN EXPRESS CO	12/17/2002	03/14/2013	387,104.00	189,800 00			197,304.00
6200 CHEVRONTEXACO CORP	05/24/2004	03/14/2013	741,781.00	279,700.00			462,081.00
10900. E M C CORP MASS	01/30/2008	03/14/2013	275,391.00	172,405.00			102,986.00
1500 INTERNATIONAL BUSINE	10/12/2006	03/14/2013	321,728.00	127,266.00			194,462.00
5575 ORACLE SYS CORP	09/26/2011	03/14/2013	201,349 00	110,928 00			90,421 00
3800. PEPSICO INC	12/17/2002	03/14/2013	292,774 00	161,325.00			131,449 00
3600 PROCTER & GAMBLE CO	09/26/2011	03/14/2013	278,480 00	124,048 00			154,432 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

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

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION | 23-7159802

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
3000. SIGMA ALDRICH CORP	03/13/2003	03/14/2013	236,447 00	65,021 00			171,426.00
5450. VERIZON COMMUNICATIO	09/26/2011	03/14/2013	264,180 00	167,379 00			96,801.00
2400 WATERS CORP	12/17/2002	03/14/2013	225,869.00	50,770 00			175,099.00
3250. ACCENTURE PLC	09/26/2011	03/14/2013	253,803 00	90,424.00			163,379.00
275. COVIDIEN PLC	09/26/2011	03/14/2013	18,125.00	12,566.00			5,559 00
500 SWATCH GROUP AG THE (	02/05/2010	03/14/2013	294,855 00	127,097.00			167,758 00
8625 HYUNDAI MOTOR CO GDR	09/26/2011	03/14/2013	273,605 00	159,757 00			113,848.00
11196 4613 GOVERNMENT NATL MTG PL#598127 DTD 3/1/2	04/30/2003	03/15/2013	160.00	170 00			-10 00
42585 2512 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	03/15/2013	1,564.00	1,672 00			-108 00
25252 0353 GOVERNMENT NATL MTG PL# 607668 DTD 2/1/	04/30/2003	03/15/2013	466 00	496 00			-30.00
1528 1728 GOVERNMENT NATL 434772 DTD 6/1/2000 9 0	02/27/2001	03/15/2013	5 00	6 00			-1 00
122024.9222 GOVT NATL MORT PL # 726414 DTD 10/1/20	11/12/2010	03/15/2013	3,546 00	3,746 00			-200.00
10027 2188 GOVERNMENT NATL MTG PL #487056 DTD 3/1/	10/27/2000	03/15/2013	401.00	394 00			7 00
2245 5255 GOVT NATL MTG AS PL 780865 DTD 9/1/1998	02/15/2001	03/15/2013	44.00	49.00			-5.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
5332.4569 GOVERNMENT NATL POOL# 780086 DTD 3/1/19	03/07/2001	03/15/2013	207.00	223.00			-16 00
5151 3485 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	03/15/2013	150.00	40 00			110 00
3262.3374 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	03/15/2013	87 00	97.00			-10 00
115553 868 GOVT NATL MTG A MTG PL 3442 DTD 9/1/200	12/16/2004	03/20/2013	3,349 00	3,410 00			-61 00
78921 665 FEDERAL NATL MTG #255190 DTD 4/1/2004 5	08/20/2004	03/25/2013	3,066 00	3,134 00			-68.00
4129 363 FEDERAL NATL MTG 450838 DTD 12/1/1998 5	03/06/2001	03/25/2013	669 00	640 00			29.00
17388 6652 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	03/25/2013	1,247 00	1,203 00			44 00
3112 9012 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	03/25/2013	9.00	10.00			-1 00
4263 528 FEDERAL NATL MTG 577925 DTD 4/1/2001 5 5	09/05/2001	03/25/2013	11 00	11 00			
7249 189 FEDERAL NATL MTG #582056 DTD 5/1/2001 5.	05/30/2001	03/25/2013	26.00	24 00			2 00
16499 405 FEDERAL NATL MTG #632361 DTD 2/1/2002 6.	01/22/2002	03/25/2013	38 00	38 00			
31839 7805 FEDERAL NATL MT PL #660866 DTD 1/1/2003	12/13/2002	03/25/2013	1,177.00	1,207 00			-30 00
42012.8815 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	03/25/2013	99 00	103 00			-4 00
9459.963 FEDERAL NATL MTG PL#681303 DTD 2/1/2003	03/28/2003	03/25/2013	577.00	607.00			-30 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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11492 2815 FEDERAL NATL MT PL #681338 DTD 2/1/2003	03/28/2003	03/25/2013	199 00	211.00			-12.00
23423 533 FEDERAL NATL MTG MTG PL# 704440DTD 5/1/2	04/30/2003	03/25/2013	1,829 00	1,903.00			-74 00
152396 5837 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	03/25/2013	438.00	443 00			-5 00
13402.481 WELLS FARGO MORT SECURITIES DTD 12/1/200	12/15/2004	03/25/2013	199 00	209 00			-10 00
22718 2135 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	03/26/2013	341.00	354 00			-13.00
11035 856 GOVERNMENT NATL PL#598127 DTD 3/1/2003	04/30/2003	04/15/2013	161 00	171 00			-10 00
39619 5771 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	04/15/2013	2,966 00	3,171.00			-205.00
24779 131 GOVERNMENT NATL PL# 607668 DTD 2/1/2003	04/30/2003	04/15/2013	473 00	503 00			-30.00
1522 7234 GOVERNMENT NATL 434772 DTD 6/1/2000 9.0	02/27/2001	04/15/2013	5.00	6 00			-1 00
119757.739 GOVT NATL MORTG # 726414 DTD 10/1/2009	11/12/2010	04/15/2013	2,267 00	2,395 00			-128 00
9985 2388 GOVERNMENT NATL PL #487056 DTD 3/1/1999	10/27/2000	04/15/2013	42 00	41 00			1.00
2201 0475 GOVT NATL MTG AS PL 780865 DTD 9/1/1998	02/15/2001	04/15/2013	44 00	49 00			-5 00
5169 9113 GOVERNMENT NATL POOL# 780086 DTD 3/1/19	03/07/2001	04/15/2013	163 00	175 00			-12 00
4966 1246 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	04/15/2013	185 00	50 00			135 00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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3171 7563 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	04/15/2013	91 00	101 00			-10 00
111921.93 GOVT NATL MTG AS MTG PL 3442 DTD 9/1/200	12/16/2004	04/22/2013	3,632 00	3,698.00			-66.00
22316 0479 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	04/25/2013	402 00	418.00			-16 00
76487 9432 FEDERAL NATL MT PL #255190 DTD 4/1/2004	08/20/2004	04/25/2013	2,434 00	2,488 00			-54 00
4109 8453 FEDERAL NATL MTG PL# 450838 DTD 12/1/199	03/06/2001	04/25/2013	20 00	19 00			1 00
17270 4858 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	04/25/2013	118 00	114 00			4.00
3103 9909 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	04/25/2013	9 00	10.00			-1 00
3594 2909 FEDERAL NATL MTG PL# 577925 DTD 4/1/2001	09/05/2001	04/25/2013	669.00	640 00			29 00
7223 5011 FEDERAL NATL MTG #582056 DTD 5/1/2001 5	05/30/2001	04/25/2013	26 00	24 00			2.00
16461 68 FEDERAL NATL MTG #632361 DTD 2/1/2002 6	01/22/2002	04/25/2013	38 00	38.00			
29762 1005 FEDERAL NATL MT PL #660866 DTD 1/1/2003	12/13/2002	04/25/2013	2,078 00	2,131 00			-53 00
41913 7347 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	04/25/2013	99 00	103 00			-4 00
8915 4612 FEDERAL NATL MTG PL#681303 DTD 2/1/2003	03/28/2003	04/25/2013	545 00	573.00			-28 00
11284 1243 FEDERAL NATL MT PL #681338 DTD 2/1/2003	03/28/2003	04/25/2013	208 00	221 00			-13.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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22185.3205 FEDERAL NATL MT MTG PL# 704440DTD 5/1/2	04/30/2003	04/25/2013	1,238.00	1,288.00			-50 00
147890.8649 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	04/25/2013	4,506 00	4,556 00			-50 00
12798 669 WELLS FARGO MORT SECURITIES DTD 12/1/200	12/15/2004	04/25/2013	604.00	636 00			-32.00
140000 UNITED STATES TREA DTD 7/31/2009 2 625% 7/	06/17/2011	05/02/2013	144,293.00	148,181 00			-3,888 00
190000. UNITED STATES TREA DTD 2/15/2010 3 625% 2/	03/26/2012	05/07/2013	221,098 00	216,525 00			4,573.00
22300 NUANCE COMMUNICATIO	09/26/2011	05/09/2013	421,077.00	312,753 00			108,324.00
10874 4448 GOVERNMENT NATL MTG PL#598127 DTD 3/1/2	04/30/2003	05/15/2013	161 00	171.00			-10.00
38253.8787 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	05/15/2013	1,366 00	1,460 00			-94 00
24294 2895 GOVERNMENT NATL MTG PL# 607668 DTD 2/1/	04/30/2003	05/15/2013	485.00	515.00			-30 00
1517 2311 GOVERNMENT NATL 434772 DTD 6/1/2000 9 0	02/27/2001	05/15/2013	5 00	6.00			-1 00
115757 14 GOVT NATL MORTG # 726414 DTD 10/1/2009	11/12/2010	05/15/2013	4,001.00	4,227 00			-226 00
9947 1592 GOVERNMENT NATL PL #487056 DTD 3/1/1999	10/27/2000	05/15/2013	38 00	37 00			1 00
2152.176 GOVT NATL MTG ASS 780865 DTD 9/1/1998 9 5	02/15/2001	05/15/2013	49.00	54 00			-5 00
4971.358 GOVERNMENT NATL M POOL# 780086 DTD 3/1/19	03/07/2001	05/15/2013	199 00	214 00			-15 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
4831.7087 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	05/15/2013	134 00	36.00			98.00
3049 392 GOVT NATL MTG ASS PL#781084 DTD 9/1/1999	05/02/2001	05/15/2013	122 00	136.00			-14 00
107942 52 GOVT NATL MTG AS MTG PL 3442 DTD 9/1/200	12/16/2004	05/20/2013	3,979.00	4,052.00			-73 00
236175 GOVT NATL MORTG AS 726414 DTD 10/1/2009 4	11/12/2010	05/22/2013	124,294.00	122,305.00			1,989 00
73709 0782 FEDERAL NATL MT PL #255190 DTD 4/1/2004	08/20/2004	05/27/2013	2,779.00	2,841.00			-62 00
4090.2253 FEDERAL NATL MTG PL# 450838 DTD 12/1/199	03/06/2001	05/27/2013	20.00	19.00			1.00
16226 5272 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	05/27/2013	1,044 00	1,007.00			37 00
3095 0339 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	05/27/2013	9 00	10 00			-1 00
3585 1976 FEDERAL NATL MTG PL# 577925 DTD 4/1/2001	09/05/2001	05/27/2013	9.00	9.00			
7197 678 FEDERAL NATL MTG #582056 DTD 5/1/2001 5	05/30/2001	05/27/2013	26 00	24.00			2.00
16423 74 FEDERAL NATL MTG #632361 DTD 2/1/2002 6	01/22/2002	05/27/2013	38.00	38.00			
28864 418 FEDERAL NATL MTG #660866 DTD 1/1/2003 5	12/13/2002	05/27/2013	898 00	921 00			-23 00
37787.1077 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	05/27/2013	4,127.00	4,281.00			-154 00
8454 2112 FEDERAL NATL MTG PL#681303 DTD 2/1/2003	03/28/2003	05/27/2013	461 00	485 00			-24 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
10822.1033 FEDERAL NATL MT PL #681338 DTD 2/1/2003	03/28/2003	05/27/2013	462.00	492.00			-30.00
21681 0335 FEDERAL NATL MT MTG PL# 704440DTD 5/1/2	04/30/2003	05/27/2013	504 00	525.00			-21 00
147422 8019 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	05/27/2013	468 00	473 00			-5 00
21944 5125 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	05/28/2013	372 00	386 00			-14.00
550000 FEDERAL NATL MTG A #660866 DTD 1/1/2003 5	12/13/2002	05/28/2013	30,686.00	29,609 00			1,077.00
180000. FEDERAL NATL MTG A PL#681303 DTD 2/1/2003	03/28/2003	05/28/2013	8,835.00	8,892 00			-57 00
600000 GOVT NATL MTG ASSN PL 3442 DTD 9/1/2003 5.	12/16/2004	05/28/2013	116,713.00	109,910.00			6,803 00
325000 GOVERNMENT NATL MT PL# 607668 DTD 2/1/2003	04/30/2003	05/28/2013	25,813.00	25,826 00			-13 00
12757 8802 WELLS FARGO MOR SECURITIES DTD 12/1/200	12/15/2004	05/29/2013	41.00	43 00			-2 00
78195 489 FRANKLIN CUSTODI GOVT ADV CL	11/15/2011	05/30/2013	520,000.00	536,503.00			-16,503 00
6692.161 FRANKLIN SHORT IN SECS FD AD	09/26/2011	05/30/2013	67,792 00	69,799 00			-2,007 00
10712 2308 GOVERNMENT NATL MTG PL#598127 DTD 3/1/2	04/30/2003	06/17/2013	162.00	172 00			-10 00
37139.9536 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	06/17/2013	1,114 00	1,191 00			-77 00
1511.6959 GOVERNMENT NATL 434772 DTD 6/1/2000 9.0	02/27/2001	06/17/2013	6 00	6 00			
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions: (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
9910.7473 GOVERNMENT NATL PL #487056 DTD 3/1/1999	10/27/2000	06/17/2013	36 00	36 00			
2093.343 GOVT NATL MTG ASS 780865 DTD 9/1/1998 9 5	02/15/2001	06/17/2013	59 00	64 00			-5 00
4821 4107 GOVERNMENT NATL POOL# 780086 DTD 3/1/19	03/07/2001	06/17/2013	150.00	162 00			-12 00
4709 8674 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	06/17/2013	122 00	33 00			89.00
2959 8496 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	06/17/2013	90 00	100.00			-10 00
71813.2041 FEDERAL NATL MT PL #255190 DTD 4/1/2004	08/20/2004	06/25/2013	1,896.00	1,938.00			-42 00
4070 5031 FEDERAL NATL MTG PL# 450838 DTD 12/1/199	03/06/2001	06/25/2013	20 00	19.00			1.00
15665 2843 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	06/25/2013	561.00	541.00			20.00
3086 0285 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	06/25/2013	9 00	10 00			-1 00
3576 0569 FEDERAL NATL MTG PL# 577925 DTD 4/1/2001	09/05/2001	06/25/2013	9 00	9.00			
7171 7187 FEDERAL NATL MTG #582056 DTD 5/1/2001 5	05/30/2001	06/25/2013	26 00	24.00			2 00
16378 7 FEDERAL NATL MTG A #632361 DTD 2/1/2002 6	01/22/2002	06/25/2013	45 00	45 00			
37659.2126 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	06/25/2013	128 00	133.00			-5 00
10642 0458 FEDERAL NATL MT PL #681338 DTD 2/1/2003	03/28/2003	06/25/2013	180.00	192 00			-12 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
20586 776 FEDERAL NATL MTG MTG PL# 704440DTD 5/1/2	04/30/2003	06/25/2013	1,094 00	1,138.00			-44 00
146920 3645 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	06/25/2013	502 00	508.00			-6 00
12433 5889 WELLS FARGO MOR SECURITIES DTD 12/1/200	12/15/2004	06/25/2013	324 00	342.00			-18 00
21523 4341 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	06/26/2013	421.00	438.00			-17.00
100000 UNITED STATES TREA DTD 5/31/2010 2.125% 5/	07/06/2011	06/26/2013	103,332.00	103,734.00			-402 00
3277 154 VANGUARD FIXED IN	09/26/2011	06/26/2013	34,836 00	35,000.00			-164.00
95000 STATOIL ASA DTD 11/ 11/23/2016	11/16/2011	07/10/2013	97,485.00	94,846 00			2,639 00
10549 201 GOVERNMENT NATL PL#598127 DTD 3/1/2003	04/30/2003	07/15/2013	163.00	173 00			-10 00
35973.7451 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	07/15/2013	1,166 00	1,247 00			-81 00
1506 1156 GOVERNMENT NATL 434772 DTD 6/1/2000 9.0	02/27/2001	07/15/2013	6 00	6.00			
9347.2999 GOVERNMENT NATL PL #487056 DTD 3/1/1999	10/27/2000	07/15/2013	563.00	553.00			10 00
2047 968 GOVT NATL MTG ASS 780865 DTD 9/1/1998 9 5	02/15/2001	07/15/2013	45.00	50 00			-5 00
4683 4578 GOVERNMENT NATL POOL# 780086 DTD 3/1/19	03/07/2001	07/15/2013	138 00	149 00			-11 00
4586 3999 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	07/15/2013	123 00	33 00			90 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
2862 6266 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	07/15/2013	97 00	108 00			-11.00
21150 8971 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	07/25/2013	373 00	387 00			-14.00
69086.7216 FEDERAL NATL MT PL #255190 DTD 4/1/2004	08/20/2004	07/25/2013	2,726.00	2,787 00			-61 00
3593.871 FEDERAL NATL MTG 450838 DTD 12/1/1998 5.	03/06/2001	07/25/2013	477.00	456 00			21.00
14925 6385 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	07/25/2013	740.00	713 00			27.00
3076.9757 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	07/25/2013	9.00	10.00			-1 00
3566 8669 FEDERAL NATL MTG PL# 577925 DTD 4/1/2001	09/05/2001	07/25/2013	9 00	9.00			
7145 6232 FEDERAL NATL MTG #582056 DTD 5/1/2001 5	05/30/2001	07/25/2013	26.00	24.00			2 00
16340 28 FEDERAL NATL MTG #632361 DTD 2/1/2002 6	01/22/2002	07/25/2013	38.00	39 00			-1.00
37566 5499 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	07/25/2013	93.00	96.00			-3.00
10106 2133 FEDERAL NATL MT PL #681338 DTD 2/1/2003	03/28/2003	07/25/2013	536.00	570 00			-34.00
17765.0935 FEDERAL NATL MT MTG PL# 704440DTD 5/1/2	04/30/2003	07/25/2013	2,822 00	2,936.00			-114 00
146448 0964 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	07/25/2013	472 00	478 00			-6 00
12024.6123 WELLS FARGO MOR SECURITIES DTD 12/1/200	12/15/2004	07/25/2013	409 00	431 00			-22 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Social security number or taxpayer identification number

23-7159802

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
10385 3588 GOVERNMENT NATL MTG PL#598127 DTD 3/1/2	04/30/2003	08/15/2013	164 00	174.00			-10.00
34176 1584 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	08/15/2013	1,798 00	1,922 00			-124.00
1500.4924 GOVERNMENT NATL 434772 DTD 6/1/2000 9.0	02/27/2001	08/15/2013	6.00	6 00			
9104.2016 GOVERNMENT NATL PL #487056 DTD 3/1/1999	10/27/2000	08/15/2013	243.00	239.00			4 00
1942.0905 GOVT NATL MTG AS PL 780865 DTD 9/1/1998	02/15/2001	08/15/2013	106.00	116.00			-10 00
4524.9453 GOVERNMENT NATL POOL# 780086 DTD 3/1/19	03/07/2001	08/15/2013	159.00	171.00			-12 00
4306.5491 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	08/15/2013	280.00	75 00			205 00
2743 8884 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	08/15/2013	119.00	132 00			-13.00
110000. ANADARKO PETROLEUM DTD 3/16/2010 6 2% 3/15	03/09/2010	08/20/2013	120,927.00	109,200 00			11,727.00
90000. UNITED STATES TREAS 4/30/2009 2 625% 4/30/2	12/12/2011	08/20/2013	94,845 00	97,502 00			-2,657 00
100000 UNITED STATES TREA DTD 2/15/2010 3 625% 2/	03/26/2012	08/21/2013	109,766 00	113,070 00			-3,304 00
66565.6315 FEDERAL NATL MT PL #255190 DTD 4/1/2004	08/20/2004	08/26/2013	2,521.00	2,577 00			-56 00
3578.301 FEDERAL NATL MTG 450838 DTD 12/1/1998 5	03/06/2001	08/26/2013	16.00	15 00			1 00
14829 1604 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	08/26/2013	96.00	93.00			3 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
3065.6853 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	08/26/2013	11.00	13.00			-2 00
3557 6277 FEDERAL NATL MTG PL# 577925 DTD 4/1/2001	09/05/2001	08/26/2013	9.00	9 00			
7119 3894 FEDERAL NATL MTG #582056 DTD 5/1/2001 5.	05/30/2001	08/26/2013	26 00	24 00			2 00
16298.56 FEDERAL NATL MTG #632361 DTD 2/1/2002 6.	01/22/2002	08/26/2013	42 00	42 00			
37456 6402 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	08/26/2013	110 00	114 00			-4.00
9930 2665 FEDERAL NATL MTG #681338 DTD 2/1/2003 5	03/28/2003	08/26/2013	176 00	187 00			-11 00
17365.6 FEDERAL NATL MTG A PL# 704440DTD 5/1/2003	04/30/2003	08/26/2013	399.00	416.00			-17 00
145976.0248 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	08/26/2013	472 00	477.00			-5 00
11614 3462 WELLS FARGO MOR SECURITIES DTD 12/1/200	12/15/2004	08/26/2013	410 00	432 00			-22 00
20702 7977 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	08/27/2013	448 00	466.00			-18.00
12650 MERCK & CO INC	09/26/2011	08/29/2013	594,346 00	416,618 00			177,728.00
3550 NIKE INC. CL B	09/26/2011	08/29/2013	223,600 00	123,601.00			99,999 00
2000. PEPSICO INC	12/17/2002	08/29/2013	158,282 00	82,577 00			75,705 00
1000 PRAXAIR INC	09/26/2011	08/29/2013	116,110 00	83,603 00			32,507 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Social security number or taxpayer identification number

23-7159802

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1800 PROCTER & GAMBLE CO	12/17/2002	08/29/2013	137,756.00	55,727.00			82,029 00
1000 SIGMA ALDRICH CORP	03/13/2003	08/29/2013	81,897.00	21,674.00			60,223 00
4200 VERIZON COMMUNICATIO	01/12/2010	08/29/2013	203,791.00	125,362 00			78,429 00
4700. NESTLE SA (CHF)	11/13/2009	08/29/2013	310,870.00	217,984 00			92,886.00
7000 HYUNDAI MOTOR CO GDR	11/13/2009	08/29/2013	318,337.00	119,818 00			198,519.00
135000 U S TREASURY NOTE/ 5/15/2012 1 75% 5/15/20	08/22/2012	09/09/2013	124,622.00	135,464 00			-10,842 00
10220.6975 GOVERNMENT NATL MTG PL#598127 DTD 3/1/2	04/30/2003	09/16/2013	165.00	175.00			-10 00
34083.4676 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	09/16/2013	93 00	99 00			-6 00
1494 8241 GOVERNMENT NATL 434772 DTD 6/1/2000 9 0	02/27/2001	09/16/2013	6.00	6 00			
9065 019 GOVERNMENT NATL M PL #487056 DTD 3/1/1999	10/27/2000	09/16/2013	39 00	38.00			1.00
1896 981 GOVT NATL MTG ASS 780865 DTD 9/1/1998 9 5	02/15/2001	09/19/2013	45.00	49 00			-4 00
4380 4558 GOVERNMENT NATL POOL# 780086 DTD 3/1/19	03/07/2001	09/19/2013	144.00	156.00			-12 00
4097.974 GOVERNMENT NATL M PL # 780548DTD 4/1/1997	02/15/2001	09/19/2013	209.00	56 00			153.00
2623 4757 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	09/19/2013	120 00	134.00			-14 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
20351 0831 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	09/25/2013	352 00	366 00			-14 00
64865.2445 FEDERAL NATL MT PL #255190 DTD 4/1/2004	08/20/2004	09/25/2013	1,700 00	1,738 00			-38 00
3562.6502 FEDERAL NATL MTG PL# 450838 DTD 12/1/199	03/06/2001	09/25/2013	16 00	15 00			1.00
14253 0155 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	09/25/2013	576.00	556.00			20 00
3056 5242 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	09/25/2013	9.00	11.00			-2.00
3548 3392 FEDERAL NATL MTG PL# 577925 DTD 4/1/2001	09/05/2001	09/25/2013	9.00	9.00			
7066 7806 FEDERAL NATL MTG #582056 DTD 5/1/2001 5	05/30/2001	09/25/2013	53 00	49 00			4 00
16259.685 FEDERAL NATL MTG #632361 DTD 2/1/2002 6.	01/22/2002	09/25/2013	39 00	39.00			
37355 354 FEDERAL NATL MTG PL# 675859 DTD 1/1/2003	01/23/2003	09/25/2013	101 00	105.00			-4 00
9205 9205 FEDERAL NATL MTG #681338 DTD 2/1/2003 5	03/28/2003	09/25/2013	724 00	771 00			-47.00
16983 3405 FEDERAL NATL MT MTG PL# 704440DTD 5/1/2	04/30/2003	09/25/2013	382 00	398 00			-16 00
145504.4641 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	09/25/2013	472 00	477.00			-5 00
11460 0417 WELLS FARGO MOR SECURITIES DTD 12/1/200	12/15/2004	09/25/2013	154 00	163.00			-9 00
300. CHURCH & DWIGHT INC	09/26/2011	10/01/2013	18,144.00	13,073 00			5,071.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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Part II Long-Term.

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

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- [ ] (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
200 DEVON ENERGY CORP NEW	09/26/2011	10/01/2013	11,730.00	11,304.00			426.00
250 DIAGEO PLC SPONSORED	09/26/2011	10/01/2013	31,610.00	19,148.00			12,462 00
175 EXXON MOBIL CORP	09/26/2011	10/01/2013	15,064 00	12,372 00			2,692 00
1504 474 FGT FRANKLIN INTE GROWTH FUND	09/26/2011	10/01/2013	16,745 00	12,307 00			4,438 00
25 MARKEL CORP	09/26/2011	10/01/2013	12,969 00	8,931 00			4,038 00
325. MERCK & CO INC	09/26/2011	10/01/2013	15,799 00	10,189 00			5,610 00
400. NESTLE S A SPONSORED REG SH	09/26/2011	10/01/2013	27,717.00	21,724 00			5,993 00
200 NEXTERA ENERGY INC	09/26/2011	10/01/2013	16,079.00	10,831.00			5,248 00
213 1226 PIONEER OAK RIDGE GROWTH FD Y	09/26/2011	10/01/2013	8,574 00	5,748 00			2,826.00
250 US BANCORP DEL COM NE	09/26/2011	10/01/2013	9,136 00	5,981.00			3,155.00
418 VANGUARD FTSE EMERGIN ETF	09/26/2011	10/01/2013	16,938 00	15,299.00			1,639 00
150 COVIDIEN PLC	09/26/2011	10/01/2013	9,162 00	6,255 00			2,907 00
4000 SINGAPORE TELECOMMUN (SGD)	09/26/2011	10/02/2013	12,096 00	9,453 00			2,643 00
10055 2108 GOVERNMENT NATL MTG PL#598127 DTD 3/1/2	04/30/2003	10/15/2013	165 00	176 00			-11 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions: (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
32449 0361 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	10/15/2013	1,634 00	1,747 00			-113.00
1489 1118 GOVERNMENT NATL 434772 DTD 6/1/2000 9 0	02/27/2001	10/15/2013	6 00	6 00			
9028 0766 GOVERNMENT NATL PL #487056 DTD 3/1/1999	10/27/2000	10/15/2013	37.00	36 00			1 00
1847.8245 GOVT NATL MTG AS PL 780865 DTD 9/1/1998	02/15/2001	10/15/2013	49 00	54 00			-5 00
4235.741 GOVERNMENT NATL M POOL# 780086 DTD 3/1/19	03/07/2001	10/15/2013	145.00	156 00			-11 00
3986 0155 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	10/15/2013	112.00	30.00			82.00
2522 6487 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	10/15/2013	101 00	112 00			-11 00
2000 EMERSON ELEC CO	01/12/2010	10/24/2013	133,080.00	88,957 00			44,123.00
711 ISHARES INTERMEDIATE ETF $3 209	09/26/2011	10/24/2013	77,421.00	76,256 00			1,165 00
4200. PROCTER & GAMBLE CO	09/26/2011	10/24/2013	338,329 00	132,925 00			205,404 00
20000.133 COUNTRYWIDE ALTE TRUST 2004-DTD 8/1/2004	08/23/2004	10/25/2013	351.00	365 00			-14.00
63028 3514 FEDERAL NATL MT PL #255190 DTD 4/1/2004	08/20/2004	10/25/2013	1,837 00	1,878.00			-41.00
3546 9169 FEDERAL NATL MTG PL# 450838 DTD 12/1/199	03/06/2001	10/25/2013	16.00	15 00			1.00
14085.8483 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	10/25/2013	167 00	161.00			6 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Social security number or taxpayer identification number
23-7159802

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
3047 3147 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	10/25/2013	9 00	11.00			-2 00
3539.0032 FEDERAL NATL MTG PL# 577925 DTD 4/1/2001	09/05/2001	10/25/2013	9 00	9.00			
7047.5207 FEDERAL NATL MTG #582056 DTD 5/1/2001 5	05/30/2001	10/25/2013	19 00	18 00			1.00
16220 585 FEDERAL NATL MTG #632361 DTD 2/1/2002 6	01/22/2002	10/25/2013	39 00	39 00			
37253.5377 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	10/25/2013	102.00	106 00			-4 00
9039.2628 FEDERAL NATL MTG #681338 DTD 2/1/2003 5	03/28/2003	10/25/2013	167 00	177 00			-10 00
16257.6925 FEDERAL NATL MT MTG PL# 704440DTD 5/1/2	04/30/2003	10/25/2013	726.00	755 00			-29 00
138353.5671 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	10/25/2013	7,151.00	7,231 00			-80.00
12909 045 FRANKLIN CUSTODI GOVT ADV CL	09/26/2011	10/25/2013	85,071 00	89,460 00			-4,389 00
11078.3239 WELLS FARGO MOR SECURITIES DTD 12/1/200	12/15/2004	10/25/2013	382 00	402.00			-20 00
340 SWATCH GROUP AG THE (	09/26/2011	10/25/2013	221,734.00	91,512 00			130,222 00
1725. HYUNDAI MOTOR CO GDR	09/26/2011	10/25/2013	93,220 00	35,695.00			57,525 00
1685 393 VANGUARD FIXED IN	09/26/2011	10/28/2013	18,101.00	18,000.00			101 00
6000 TEVA PHARMACEUTICAL	09/26/2011	10/31/2013	223,560 00	267,952.00			-44,392 00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
105000. PORT SEATTLE WASH C DTD 3/14/2012 0.883%	02/23/2012	11/01/2013	105,000 00	105,000 00			
9888 8985 GOVERNMENT NATL PL#598127 DTD 3/1/2003	04/30/2003	11/15/2013	166 00	177 00			-11.00
30687 2536 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	11/15/2013	1,762 00	1,883 00			-121 00
1483 3533 GOVERNMENT NATL 434772 DTD 6/1/2000 9.0	02/27/2001	11/15/2013	6.00	6.00			
8866 7133 GOVERNMENT NATL PL #487056 DTD 3/1/1999	10/27/2000	11/15/2013	161 00	158.00			3 00
1801 6725 GOVT NATL MTG AS PL 780865 DTD 9/1/1998	02/15/2001	11/15/2013	46 00	51.00			-5 00
4070 877 GOVERNMENT NATL M POOL# 780086 DTD 3/1/19	03/07/2001	11/15/2013	165 00	178.00			-13.00
3877.5163 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	11/15/2013	109.00	29.00			80.00
2410 8805 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	11/15/2013	112 00	125.00			-13 00
1400 ISHARES INTERMEDIATE ETF $3 209	09/26/2011	11/19/2013	151,793 00	150,152 00			1,641 00
19689 9792 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	11/25/2013	310 00	322.00			-12 00
61585 4176 FEDERAL NATL MT PL #255190 DTD 4/1/2004	08/20/2004	11/25/2013	1,443 00	1,475 00			-32 00
3531 0993 FEDERAL NATL MTG PL# 450838 DTD 12/1/199	03/06/2001	11/25/2013	16 00	15 00			1.00
13989.2976 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	11/25/2013	97.00	93 00			4 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

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

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION

Social security number or taxpayer identification number

23-7159802

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
3038 0563 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	11/25/2013	9 00	11 00			-2 00
3529 6162 FEDERAL NATL MTG PL# 577925 DTD 4/1/2001	09/05/2001	11/25/2013	9 00	9 00			
7027.9453 FEDERAL NATL MTG #582056 DTD 5/1/2001 5	05/30/2001	11/25/2013	20 00	18 00			2.00
16181.26 FEDERAL NATL MTG #632361 DTD 2/1/2002 6	01/22/2002	11/25/2013	39 00	40 00			-1.00
37157.5903 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	11/25/2013	96 00	100 00			-4.00
8870 323 FEDERAL NATL MTG #681338 DTD 2/1/2003 5	03/28/2003	11/25/2013	169 00	180.00			-11 00
15302.6685 FEDERAL NATL MT MTG PL# 704440DTD 5/1/2	04/30/2003	11/25/2013	955.00	994.00			-39 00
131614 1542 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	11/25/2013	6,739 00	6,815.00			-76 00
10781.2683 WELLS FARGO MOR SECURITIES DTD 12/1/200	12/15/2004	11/25/2013	297 00	313 00			-16 00
9721 7543 GOVERNMENT NATL PL#598127 DTD 3/1/2003	04/30/2003	12/16/2013	167.00	177 00			-10 00
30602 9074 GOVERNMENT NATL MTG PL #591805 DTD 12/1	12/13/2002	12/16/2013	84 00	90 00			-6 00
1477.5497 GOVERNMENT NATL 434772 DTD 6/1/2000 9 0	02/27/2001	12/16/2013	6.00	6.00			
8831 8623 GOVERNMENT NATL PL #487056 DTD 3/1/1999	10/27/2000	12/16/2013	35 00	34 00			1.00
1747.6065 GOVT NATL MTG AS PL 780865 DTD 9/1/1998	02/15/2001	12/16/2013	54.00	59.00			-5 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

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

ROBERT L AND KATHRINA H MACLELLAN FOUNDATION | 23-7159802

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

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

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

1 (a) Description of property (Example. 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
3895 878 GOVERNMENT NATL M POOL# 780086 DTD 3/1/19	03/07/2001	12/16/2013	175 00	189.00			-14 00
3752.0036 GOVERNMENT NATL PL # 780548DTD 4/1/1997	02/15/2001	12/16/2013	126.00	34.00			92 00
2327 8967 GOVT NATL MTG AS PL#781084 DTD 9/1/1999	05/02/2001	12/16/2013	83 00	93 00			-10 00
19310 0528 COUNTRYWIDE ALT LOAN TRUST 2004-DTD 8/1	08/23/2004	12/26/2013	380 00	395 00			-15 00
59787 4454 FEDERAL NATL MT PL #255190 DTD 4/1/2004	08/20/2004	12/26/2013	1,798 00	1,838 00			-40 00
3515 2009 FEDERAL NATL MTG PL# 450838 DTD 12/1/199	03/06/2001	12/26/2013	16 00	15 00			1 00
13889 8481 FEDERAL NATL MT PL #561435 DTD 1/1/2001	03/07/2001	12/26/2013	99.00	96.00			3 00
3028 7484 FEDERAL NATL MTG PL# 575670 DTD 3/1/2001	02/12/2001	12/26/2013	9 00	11.00			-2 00
3520.18 FEDERAL NATL MTG A 577925 DTD 4/1/2001 5 5	09/05/2001	12/26/2013	9 00	9 00			
7008 2286 FEDERAL NATL MTG #582056 DTD 5/1/2001 5	05/30/2001	12/26/2013	20.00	18.00			2.00
16141 71 FEDERAL NATL MTG #632361 DTD 2/1/2002 6	01/22/2002	12/26/2013	40 00	40 00			
37025 6532 FEDERAL NATL MT PL# 675859 DTD 1/1/2003	01/23/2003	12/26/2013	132 00	137 00			-5 00
8701 7508 FEDERAL NATL MTG #681338 DTD 2/1/2003 5	03/28/2003	12/26/2013	169 00	179 00			-10 00
14932 9425 FEDERAL NATL MT MTG PL# 704440DTD 5/1/2	04/30/2003	12/26/2013	370 00	385 00			-15 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
ROBERT L AND KATHRINA H MACLELLAN FOUNDATION	23-7159802

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
131181 6446 FEDERAL NATL M #805386 FLTR DTD 1/1/20	03/21/2005	12/26/2013	433 00	437.00			-4.00
10734 5988 WELLS FARGO MOR SECURITIES DTD 12/1/200	12/15/2004	12/26/2013	47 00	49.00			-2 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			13,271,755	8,409,581.			4,862,174.

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

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION
ACCOUNT # 141016900
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
Singapore Dollar	(USD 1 00=(SGD)	1 2618)						
Cash								
0 0100	CASH		0 01		0 01		N/A	0 00
			0 01		0 01		N/A	0 00
U S Dollar								
Cash								
100,407 1000	CASH		100,407 10		100,407 10	50	0 05	0 00
Cash Equivalents								
675,500 0000	STIP 1 US TREASURY ONLY DTD 8/31/2003	1 0000	675,500 00	1 0000	675,500 00	29	0 00	2 27
Total U S Dollar			775,907 10		775,907.10	79	0 01	2 27
Total SHORT TERM			775,907 11		775,907 11	79	0.01	2.27

See important disclosures [*1]-[*9], as applicable

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION
ACCOUNT # 141016900
BASE CURRENCY U S. DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
EQUITIES								
Swiss Franc	(USD 1 00=(CHF) 0 89205)							
10,000 0000	NESTLE SA (CHF)	47.2236	472,236 00	65 3000	653,000 00	16,000	2 45	0 00
			463,794 93		732,021 75	17,936	2 45	0 00
1,000.0000	SWATCH GROUP AG THE (CHF) 2 25	270 8943	270,894 31	589.5000	589,500.00	4,000	0 68	0 00
			254,193.77		660,837.40	4,484	0.68	0 00
Total Swiss Franc			743,130 31		1,242,500 00	20,000	1.61	0 00
			717,988 70		1,392,859 15	22,420		0 00
U S. Dollar								
10,175.0000	ACCENTURE PLC	25 4625	259,080 63	82 2200	836,588 50	18,926	2 26	0 00
6,050.0000	ACE LTD	46 7592	282,893 05	103 5300	626,356 50	15,246	2 43	0 00
1,240 0000	AMAZON COM INC	278 1222	344,871 57	398 7900	494,499 60		N/A	0 00
11,600 0000	AMERICAN EXPRESS CO	18 4935	214,524.22	90 7300	1,052,468 00	10,672	1 01	0 00
10,900 0000	AMERICAN TOWER REIT INC	40.2079	438,265 75	79.8200	870,038.00	12,644	1 45	0 00
8,000 0000	AMETEK INC NEW	46 6994	373,595 20	52 6700	421,360 00	1,920	0 46	0 00
6,125 0000	ANADARKO PETROLEUM CORP	74 3361	455,308.75	79.3200	485,835.00	4,410	0 91	0 00

See important disclosures [*1]-[*9], as applicable

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
1,418 0000	APPLE INC	252.3004	357,761 92	561 1100	795,653 98	17,300	2 17	0 00
10,000 0000	AUTOMATIC DATA PROCESSING INC	33 4580	334,579 75	80 8100	808,100 00	19,200	2 38	4,800 00
9,100 0000	BANK NOVA SCOTIA HALIFAX	45 7411	416,243 73	62 5500	569,205 00	21,194	3 72	0 00
4.0000	BERKSHIRE HATHAWAY INC DEL CL A	60600 0600	242,400 24	177900 0000	711,600 00		N/A	0 00
102,250 0000	BOMBARDIER INC CL B	6.4817	662,753 83	4 3500	444,787.50	9,917	2 23	39 98
10,600.0000	BORG WARNER INC	39.9309	423,267 30	55 9100	592,646.00	5,300	0 89	0 00
7,500 0000	CATERPILLAR INC	31 6429	237,321 75	90 8100	681,075 00	18,000	2 64	0 00
7,940.0000	CHEVRON CORP	43 3140	343,913 07	124 9100	991,785 40	31,760	3 20	0 00
925 0000	CHICAGO BRIDGE & IRON CO NV NEW YORK	29 1600	26,973 00	83.1400	76,904.50	185	0 24	0 00
4,990 0000	CITRIX SYSTEMS INC	72 3295	360,924 36	63.2500	315,617 50		N/A	0 00
15,000 0000	CONOCOPHILLIPS	45 8523	687,784 77	70 6500	1,059,750 00	41,400	3 91	0 00
3,780 0000	COSTCO WHOLESALE CORP	87 5221	330,833 51	119 0100	449,857 80	4,687	1 04	0 00
2,165.0000	CUMMINS INC	94 6857	204,994.57	140.9700	305,200.05	5,413	1 77	0 00

See important disclosures [*1]-[*9], as applicable

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION
ACCOUNT # 141016900
BASE CURRENCY: U S. DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2013

U S Dollar (Cont)

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
29,600 0000	EMC CORP	15 9985	473,555 77	25.1500	744,440.00	11,840	1 59	0 00
9,000.0000	EMERSON ELECTRIC CO	34.0963	306,867 00	70 1800	631,620.00	15,480	2 45	0 00
6,000 0000	ESTEE LAUDER COS INC CL A	63.0033	378,020 00	75 3200	451,920 00	4,800	1 06	0 00
6,450.0000	EXPRESS SCRIPTS HOLDING CO	55.0232	354,899 44	70 2400	453,048.00		N/A	0 00
16,000 0000	FREEPORT-MCMORAN COPPER & GOLD INC CL B	30.7925	492,680 00	37 7400	603,840.00	20,000	3 31	0 00
16,300 0000	GILEAD SCIENCES INC	22 1780	361,501 41	75 1500	1,224,945 00		N/A	0 00
400 0000	GOOGLE INC SER A	849 0775	339,631 00	1120.7100	448,284.00		N/A	0 00
75 0000	GRAINGER W W INC	155.7400	11,680 50	255 4200	19,156 50	279	1 46	0 00
9,000 0000	HYUNDAI MOTOR CO GDR REG S	17 1169	154,052 10	58.7250	528,525.00		N/A	0 00
5,000 0000	INTERNATIONAL BUSINESS MACHINES CORP	84 8443	424,221 50	187 5700	937,850 00	19,000	2 03	0 00
4,500 0000	INTERNATIONAL FLAVORS & FRAGRANCES INC	82 6023	371,710 35	85 9800	386,910 00	7,020	1 81	1,755 00
6,700 0000	J P MORGAN CHASE & CO	50.6075	339,070 25	58 4800	391,816 00	10,184	2 60	0 00

See important disclosures. [*1]-[*9], as applicable

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Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
4,180 0000	LABORATORY CORP AMER HLDGS COM NEW	88 5078	369,962 56	91.3700	381,926 60		N/A	0.00
7,500 0000	LOWES COS INC	50 4675	378,506 25	49 5500	371,625.00	5,400	1.45	0 00
3,885.0000	MCDONALDS CORP	92 2525	358,401 02	97 0300	376,961 55	12,587	3.34	0 00
7,165 0000	MEAD JOHNSON NUTRITION COMPANY	61.1184	437,913 11	83 7600	600,140 40	9,744	1 62	2,436 10
8,800 0000	MICROCHIP TECHNOLOGY INC	39 0713	343,827.44	44.7500	393,800 00	12,478	3 17	0 00
12,500.0000	MONDELEZ INTERNATIONAL INC	28 4587	355,733 75	35 3000	441,250 00	7,000	1 59	1,750 00
13,400 0000	NIKE INC CL B	32 6359	437,321 00	78.6400	1,053,776 00	12,864	1 22	3,216 00
3,150 0000	NOVO NORDISK AS SPONSORED ADR	164 2630	517,428.40	184 7600	581,994.00	7,132	1 23	0 00
26,100 0000	ORACLE CORP	18 2244	475,657 56	38.2600	998,586 00	12,528	1 25	0.00
8,000 0000	PEPSICO INC	25 8236	206,588.58	82.9400	663,520.00	18,160	2.74	4,540.00
4,500 0000	PRAXAIR INC	79 9602	359,820 81	130 0300	585,135 00	10,800	1 85	0 00
4,800 0000	PRICE T ROWE GROUP INC	70 2827	337,356.96	83.7700	402,096 00	7,296	1 81	0.00
5,000 0000	PROCTER & GAMBLE CO	23.6653	118,326 39	81 4100	407,050 00	12,030	2 96	0 00

See important disclosures [*1]-[*9], as applicable

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S. Dollar			Cont					
8,300 0000	QUALCOMM INC	46 7062	387,661 31	74 2500	616,275 00	11,620	1 89	0 00
3,185 0000	RALPH LAUREN CORP	81.5911	259,867 78	176 5700	562,375 45	5,733	1 02	1,433 25
5,200 0000	ROCHE HOLDING LTD ADR	62 6875	325,975 00	70 2000	365,040 00	8,445	2.31	0 00
6,090 0000	ROCKWELL AUTOMATION INC	75 9068	462,272 66	118.1600	719,594 40	14,129	1 96	0.00
562 0000	SAMSUNG ELECTRS LTD GDR 95 RPSTG REGS	623 9759	350,674 43	652 2500	366,564 50	1,357	0 37	0 00
10,150 0000	SCHLUMBERGER LTD	19 8808	201,790 56	90 1100	914,616 50	12,688	1 39	3,171 88
9,000 0000	SIGMA ALDRICH CORP	21 6736	195,061 95	94 0100	846,090 00	7,740	0 91	0 00
11,100 0000	TERADATA CORP	44 7554	496,785 01	45 4900	504,939 00		N/A	0 00
11,270 0000	TRIMBLE NAVIGATION LTD	30.1453	339,737 88	34 7000	391,069 00		N/A	0 00
2,900 0000	UNION PACIFIC CORP	112 5446	326,379 34	168 0000	487,200 00	9,164	1 88	2,291 00
4,200.0000	UNITED PARCEL SVC INC CL B	85 3068	358,288 38	105 0800	441,336 00	10,416	2 36	0 00
6,500 0000	UNITED TECHNOLOGIES CORP	67 0216	435,640 40	113 8000	739,700 00	15,340	2.07	0 00
15,500 0000	UNUM GROUP		0 00	35 0800	543,740 00	8,990	1 65	0 00

See important disclosures (*1)-(*9), as applicable

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S Dollar			Cont					
8,400.0000	V F CORP	41.2389	346,406 76	62 3400	523,656.00	8,820	1 68	0 00
12,875 0000	VERIZON COMMUNICATIONS	30 0309	386,647 24	49 1400	632,677.50	27,295	4 31	0 00
100.0000	VISA INC CL A	89 8450	8,984 50	222 6800	22,268 00	160	0 72	0 00
7,600 0000	WATERS CORP	21 1541	160,771 16	100 0000	760,000 00		N/A	0 00
6,045 0000	ZIMMER HOLDINGS INC	60 0065	362,739 09	93 1900	563,333.55	4,836	0 86	1,209 00
Total U S Dollar			21,108,707 57		36,670,018.28	601,528	1 64	26,642 21
Total EQUITIES			21,826,696 27		38,062,877.43	623,948	1 64	26,642 21
Total			22,602,603.39		38,838,784 54	624,028		26,644 48
Accrued Income			26,644.48		26,644 48			
Grand Total			22,629,247 86		38,865,429 02	624,028		26,644 48

See important disclosures: [*1]-[*9], as applicable

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U S Dollar								
Cash								
100,162 5900	CASH		100,162 59		100,162 59	50	0 05	0 00
Cash Equivalents								
105,000.0000	MOUNT HOLLY TWP NJ GO BAN SER B DTD 11/20/2013 1% 11/19/2014 SP1+	100 5260	105,552 30	100 5160	105,541 80	1,050	0 41	119 58
96,500 0000	STIP 3 US TREASURY & AGENCY DTD 8/31/2003	1.0000	96,500 00	1 0000	96,500 00	10	0 01	1 07
Total Cash Equivalents			202,052 30		202,041.80	1,060	0 22	120 65
Total U S Dollar			302,214 89		302,204 39	1,110	0.16	120 65
Total SHORT TERM			302,214 89		302,204 39	1,110	0.16	120 65

See important disclosures (*1)-(*9), as applicable

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
U S Dollar								
Governments								
193,696 2610	FRANKLIN US GOVERNMENT SECURITIES FUND $0 28	6 7111	1,299,907 43	6 4700	1,253,214 81	47,843	3 82	0 00
805 0000	ISHARES 7-10 YEAR TREASURY BOND ETF $1.714	105 2500	84,726 25	99 2400	79,888 20	1,418	1 78	131 86
25,000.0000	UNITED STATES TREASURY NOTE DTD 12/15/2012 0 25% 12/15/2015 AAA	99.7734	24,943 36	99.7850	24,946.25	63	0 36	2 92
150,000 0000	UNITED STATES TREASURY NOTE DTD 2/1/2010 3 125% 1/31/2017 AAA	110 8242	166,236 33	106 9260	160,389 00	4,688	0.84	1,966 15
55,000 0000	UNITED STATES TREASURY NOTE DTD 4/30/2010 3 125% 4/30/2017 AAA	111 4570	61,301 37	107 0625	58,884 38	1,719	0 97	294 37
110,000 0000	UNITED STATES TREASURY NOTE DTD 5/31/2010 2 75% 5/31/2017 AAA	110 1445	121,158 98	105 8910	116,480 10	3,025	0 99	267 40

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U S Dollar — Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
245,000 0000	UNITED STATES TREAS NTS DTD 8/15/2007 4.75% 8/15/2017 AAA	119 4961	292,765 43	112 9648	276,763 76	11,638	1 09	4,395 69
40,000 0000	UNITED STATES TREASURY NOTE DTD 4/30/2013 0.625% 4/30/2018 AAA	98 7539	39,501 56	96 4490	38,579 60	250	1 47	42.82
65,000 0000	UNITED STATES TREASURY NOTE DTD 8/15/2008 4% 8/15/2018 AAA	118 3164	76,905 66	110 8789	72,071 29	2,600	1 55	982 07
150,000 0000	UNITED STATES TREASURY NOTE DTD 2/15/2010 3 625% 2/15/2020 AAA	113 0703	169,605 47	108 7656	163,148 40	5,438	2 09	2,053 84
40,000 0000	UNITED STATES TREASURY NOTE DTD 11/15/2010 2 625% 11/15/2020 AAA	106 2656	42,506 25	101 5195	40,607 80	1,050	2 38	136 33
105,000 0000	UNITED STATES TREASURY NOTE DTD 8/15/2011 2 125% 8/15/2021 AAA	102 8198	107,960 75	96 8910	101,735 55	2,231	2 58	842 78
120,436 8000	UNITED STATES TREASURY NOTE DTD 7/15/2013 0 375% 7/15/2023 AAA	99 1804	119,449 73	96 3945	116,094 45	452	0.77	208 62

See important disclosures (*1)-(*9), as applicable

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
290,000 0000	UNITED STATES TREASURY NOTE DTD 8/15/2013 2 5% 8/15/2023 AAA	97.5794	282,980 27	96 0430	278,524 70	7,250	2 98	2,738 45
Total Governments			2,889,948 84		2,781,328 29	89,663	2 64	14,063 30
Agencies								
90,000 0000	FINANCING CORP ZERO CPN DTD 4/24/1989 0% 4/5/2019	84 7930	76,313 70	89 0100	80,109.00		2 24	0 00
120,000.0000	FEDERAL HOME LN MTG CORP MTN DTD 2/20/2002 6 25% 7/15/2032 AA+	110 1875	132,225 00	126 8760	152,251 20	7,500	4 16	3,458 33
Total Agencies			208,538 70		232,360 20	7,500	3 49	3,458.33
Mortgages								
3,895 8780	GOVERNMENT NATL MTG ASSN POOL# 780086 DTD 3/1/1995 8.50% 11/15/2017 AA+	107 7803	4,198 99	105 7770	4,120 94	331	8 50	27.60
1,747 6065	GOVT NATL MTG ASSN GTD MTG PL 780865 DTD 9/1/1998 9 50% 11/15/2017 AA+	109 4680	1,913 07	107.2510	1,874 33	166	9 50	13 84

See important disclosures [*1]-[*9], as applicable

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
3,752 0036	GOVERNMENT NATL MTG ASSN MTG PL # 780548DTD 4/1/1997 8 50% 12/15/2017 AA+	26 8968	1,009 17	105 9870	3,976 64	319	8 50	26 58
2,327.8967	GOVT NATL MTG ASSN GTD MTG PL#781084 DTD 9/1/1999 9 00% 12/15/2017 AA+	111.5032	2,595 68	106 0770	2,469 36	210	9 00	17 46
8,701.7508	FEDERAL NATL MTG ASSN MTG PL #681338 DTD 2/1/2003 5 50% 2/1/2018 AA+	106 3973	9,258 43	107 0870	9,318 44	479	5 50	39 98
9,721 7543	GOVERNMENT NATL MTG ASSN MTG PL#598127 DTD 3/1/2003 5.50% 3/15/2018 AA+	106 1795	10,322 51	107 4390	10,444 96	535	5 50	44 56
14,932 9425	FEDERAL NATL MTG ASSN GTD MTG PL# 704440DTD 5/1/2003 5 00% 5/1/2018 AA+	104 0373	15,535 83	106 7110	15,935 09	747	5 00	62 22
3,515 2009	FEDERAL NATL MTG ASSN MTG PL# 450838 DTD 12/1/1998 5 50% 12/1/2028 AA+	95 5948	3,360 35	110 8110	3,895 23	193	5 50	16 11

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
8,831 8623	GOVERNMENT NATL MTG ASSN MTG PL #487056 DTD 3/1/1999 6 50% 3/15/2029 AA+	98 2032	8,673 17	114 8356	10,142 12	574	6 50	47 84
13,889 8481	FEDERAL NATL MTG ASSN MTG PL #561435 DTD 1/1/2001 5 50% 11/1/2029 AA+	96 4360	13,394 81	110.5120	15,349 95	764	5 50	63 66
1,477 5497	GOVERNMENT NATL MTG ASSN PL# 434772 DTD 6/1/2000 9.00% 6/15/2030 AA+	104 7356	1,547 52	110 8920	1,638.48	133	9 00	11 08
3,028 7484	FEDERAL NATL MTG ASSN MTG PL# 575670 DTD 3/1/2001 5 50% 3/1/2031 AA+	115 6616	3,503 10	109 9520	3,330 17	167	5 50	13 88
3,520 1800	FEDERAL NATL MTG ASSN MTG PL# 577925 DTD 4/1/2001 5 50% 4/1/2031 AA+	95 6607	3,367 43	109 9520	3,870 51	194	5 50	16.13
7,008 2286	FEDERAL NATL MTG ASSN MTG PL #582056 DTD 5/1/2001 5 50% 5/1/2031 AA+	93 1043	6,524 96	109 9520	7,705 69	385	5 50	32 12

U S Dollar — Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
16,141 7100	FEDERAL NATL MTG ASSN MTG PL #632361 DTD 2/1/2002 6 50% 2/1/2032 AA+	100 8211	16,274 25	111 3890	17,980 09	1,049	6 50	87 43
30,602 9074	GOVERNMENT NATL MTG ASSN MTG PL #591805 DTD 12/1/2002 5 50% 12/15/2032 AA+	106 9072	32,716 70	110 4670	33,806 11	1,683	5 50	140 26
37,025 6532	FEDERAL NATL MTG ASSN MTG PL# 675859 DTD 1/1/2003 6.00% 1/1/2033 AA+	103 7455	38,412 46	112 3960	41,615 35	2,222	6.00	185 13
59,787 4454	FEDERAL NATL MTG ASSN MTG PL #255190 DTD 4/1/2004 5 50% 5/1/2034 AA+	102 2225	61,116.24	110 2230	65,899 52	3,288	5.50	274 03
19,310 0528	COUNTRYWIDE ALTERNATIVE LOAN TRUST 2004-DTD 8/1/2004 6.00% 10/25/2034 B	103 9305	20,069 04	102 3290	19,759 78	1,159	6 00	96 55
10,734 5988	WELLS FARGO MORTGAGE BACKED SECURITIES DTD 12/1/2004 12/25/2034 AA+	105 4103	11,315 37	100 6210	10,801 26	280	2.59	24 13

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
131,181 6446	FEDERAL NATL MTG ASSN PL #805386 FLTR DTD 1/1/2005 1 995% 1/1/2035 AA+	101 1194	132,650 15	106 5940	139,831 76	2,924	2 23	218 09
100,000 0000	GS MTG SECS CORP II CMO SER 2006-GG6 A4 DTD 3/1/2006 4/10/2038 AAA	101 0195	101,019 53	107 7668	107,766 80	5,553	5 15	462 75
255,000 0000	CITIGROUP/DEUTSCHE BK COMM MTG FLTG DTD 11/1/2005 7/15/2044 AAA	108 3931	276,402 34	106 1009	270,557 30	13,307	4 92	1,108 94
Total Mortgages			775,181 10		802,089 88	36,661	4 77	3,030.27
Corporates								
95,000.0000	KERN CALIF HIGH SCH DIST GO REF DTD 6/29/2011 1 984% 8/1/2014 AA2	100 0000	95,000 00	100 4790	95,455 05	1,885	1.16	785 33
55,000 0000	SIMON PPTY GROUP INC DTD 6/7/2005 5 1% 6/15/2015 A	100 8268	55,454 73	106 5340	58,593 70	2,805	0 59	121 67
95,000 0000	TCI COMMUNICATIONS INC DEB DTD 8/1/1995 8.75% 8/1/2015 A-	121 8470	115,754 65	112 5085	106,883 08	8,313	0 78	3,463 54

See important disclosures [*1]-[*9], as applicable

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
165,000 0000	MED UNV SC HOS AUTH FAC REV PRE-REF INS SER B DTD 12/22/2004 5 13% 2/15/2016 AA- CALLABLE ON 08/15/2014 @ 100%	102.2900	168,778 50	102 7150	169,479 75	8,465	0 75	3,197 70
25,000 0000	LOEWS CORP SR BD DTD 3/11/2004 5 25% 3/15/2016 A+	112.8630	28,215 75	109 0640	27,266 00	1,313	1 08	386 46
90,000 0000	SEMPRA ENERGY SR NT DTD 5/15/2009 6 5% 6/1/2016 BBB+	116 7490	105,074 10	112 5840	101,325 60	5,850	1 20	487 50
100,000 0000	PHOENIX CIVIC IMPT CORP EXCISE TAX REV SER B DTD 6/7/2011 2 728% 7/1/2016 AAA	100 0000	100,000 00	103 3940	103,394 00	2,728	1 34	1,364 00
110,000 0000	COLORADO ST DEPT CORRECTIONS COPS REF DTD 7/24/2013 1 689% 9/1/2016 AA-	100 0000	110,000 00	100 3340	110,367 40	1,858	1 56	619 30
100,000 0000	CATERPILLAR INC DTD 6/26/2012 1 5% 6/26/2017 A	99 8800	99,880 00	99 5990	99,599 00	1,500	1 62	20 83

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
110,000 0000	BANK OF AMERICA CORP SR NT DTD 1/11/2013 2% 1/11/2018 A-	100 0170	110,018 70	99.9190	109,910 90	2,200	2 02	1,038 89
100,000 0000	J PMORGAN CHASE & CO SR NT DTD 12/20/2007 6% 1/15/2018 A	119 2230	119,223 00	115 2520	115,252 00	6,000	2 05	2,766 67
100,000 0000	BERKSHIRE HATHAWAY INC SR NT DTD 2/11/2013 1 55% 2/9/2018 AA	99 8610	99,861 00	98 9720	98,972 00	1,550	1 81	611 39
155,000 0000	JOHN DEERE CAP CORP DTD 3/11/2013 1 3% 3/12/2018 A	99.7690	154,641 95	97 7802	151,559 31	2,015	1 85	610 10
105,000 0000	BANK OF MONTREAL SP NT CALL DTD 4/9/2013 1 45% 4/9/2018 A+ CALLABLE ON 03/09/2018 @ 100%	99 7940	104,783 70	97 4289	102,300 35	1,523	2 08	346 79
130,000.0000	APPLE INC SR NT DTD 5/3/2013 1% 5/3/2018 AA+	99 6310	129,520 30	96 7970	125,836.10	1,300	1 77	209 44
120,000 0000	BP CAPITAL MARKETS PLC DTD 5/10/2013 1 375% 5/10/2018 A	99 7210	119,665 20	97 3425	116,811.00	1,650	2 01	233 75

See important disclosures (*1)-(*9), as applicable

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
100,000 0000	BAXTER INTL DTD 5/22/2008 5 375% 6/1/2018 A-	119 2770	119,277 00	113 3160	113,316 00	5,375	2.19	447 92
145,000 0000	BEVERLY HILLS CA PUB FING AUTH LEASE REVSER B DTD 8/12/2010 4 398% 6/1/2018 AA+	100 0000	145,000 00	106 2440	154,053 80	6,377	2 88	531 43
110,000 0000	SOUTHERN CO SR NT DTD 8/27/2013 2 45% 9/1/2018 A-	99 7980	109,777 80	101 5775	111,735 25	2,695	2 05	928 28
110,000 0000	THE HOME DEPOT INC SR NT DTD 9/10/2013 2 25% 9/10/2018 A CALLABLE ON 08/10/2018 @ 100%	99 8590	109,844 90	101 4347	111,578 17	2,475	1 92	763 13
100,000 0000	AETNA INC SR NT DTD 9/12/2008 6 5% 9/15/2018 A-	124 5800	124,580 00	117 9150	117,915 00	6,500	2 45	1,913 89
150,000 0000	COCA COLA FEMSA SAB DE CV SR NT DTD 11/26/2013 2 375% 11/26/2018 A-	99 8690	149,803.50	99 7020	149,553 00	3,563	2 44	346 35
100,000.0000	PHARMACIA CORP DEB DTD 12/9/1998 6 5% 12/1/2018 AA	126 9440	126,944 00	120 3180	120,318 00	6,500	2 13	541.67

See important disclosures (*1)-(*9), as applicable

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
150,000.0000	BOEING CO SR NT DTD 3/13/2009 6% 3/15/2019 A	125 7020	188,553 00	117 9190	176,878 50	9,000	2 32	2,650 00
100,000 0000	ABBOTT LABORATORIES SR BD DTD 3/3/2009 5 125% 4/1/2019 A+	119 3430	119,343 00	113 1860	113,186 00	5,125	2 43	1,281 25
90,000 0000	VERIZON COMMUNICATIONS SR NT DTD 3/27/2009 6.35% 4/1/2019 BBB+	118.5240	106,671 60	117 6730	105,905 70	5,715	2 71	1,428 75
100,000 0000	ADOBE SYSTEMS INC SR NT DTD 2/1/2010 4.75% 2/1/2020 A-	111 5210	111,521 00	108 0910	108,091 00	4,750	3 27	1,979 17
100,000 0000	KINDER MORGAN ENER PART SR NT DTD 5/19/2010 5.3% 9/15/2020 BBB	116.0180	116,018 00	110 4690	110,469.00	5,300	3.53	1,560 56
110,000.0000	METLIFE INC SR BD DTD 8/6/2010 4 75% 2/8/2021 A-	114 3090	125,739 90	108 2450	119,069 50	5,225	3 43	2,075 49
100,000 0000	APPLIED MATERIALS INC DTD 6/8/2011 4 3% 6/15/2021 A-	110 7060	110,706 00	103 6710	103,671 00	4,300	3 73	191 11

See important disclosures [*1]-[*9], as applicable

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE. PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

U S Dollar

Cont

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
100,000 0000	US BACORP SR NT CALL DTD 7/23/2012 2 95% 7/15/2022 A CALLABLE ON 06/15/2022 @ 100%	99 6830	99,683 00	93 0850	93,085 00	2,950	3 91	1,360.28
100,000 0000	WELLS FARGO & CO SR SUB NT SER M DTD 2/13/2013 3 45% 2/13/2023 A	99 9410	99,941 00	94.7260	94,726 00	3,450	4 15	1,322 50
100,000 0000	AFLAC INC SR BOND DTD 6/10/2013 3 625% 6/15/2023 A-	100 0000	100,000 00	96 8317	96,831 70	3,625	4 03	161 11
95,000 0000	REINSURANCE GROUP AMER INC DTD 9/24/2013 4 7% 9/15/2023 A-	99 6230	94,641 85	101 1026	96,047 48	4,465	4 56	1,203 07
130,000 0000	PSEG PWR LLC SR BD CALL DTD 11/8/2013 4 3% 11/15/2023 BBB+ CALLABLE ON 08/15/2023 @ 100%	99 9430	129,925 90	99 7490	129,673 70	5,590	4 33	822 97
115,000 0000	BOSTON PROPERTIES LP CALL DTD 6/27/2013 3.8% 2/1/2024 A- CALLABLE ON 11/01/2023 @ 100%	99 6940	114,648 10	96 0940	110,508 10	4,370	4 28	2,233 56

See important disclosures [*1]-[*9], as applicable

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S. Dollar			Cont					
110,000 0000	CALIFORNIA ST GO CALL DTD 4/1/2013 4.988% 4/1/2039 A CALLABLE ON 05/01/2023 @ 100%	100 0000	110,000 00	94 4810	103,929 10	5,487	5 39	1,371 70
100,000 0000	METROPOLITAN WTR DIST SOUTHN CA REV CALLDTD 12/22/2010 6 947% 7/1/2040 AAA CALLABLE ON 07/01/2020 @ 100%	100 0000	100,000 00	111 4400	111,440 00	6,947	4 87	3,473 50
Total Corporates			4,328,491 13		4,244,986 24	160,736	2.56	44,854 05
Fi ed Income Funds								
203,379 3720	FRANKLIN HIGH INCOME TR ADV CL $0 141	1 9905	404,833 91	2 1100	429,130.47	27,660	6 45	0 00
2,083 0000	ISHARES IBOXX $ HIGH YIELD CORP BOND ETF$5.585	96 0272	200,024 66	92 8800	193,469 04	11,802	6 10	973 32
950 0000	ISHARES INTERMEDIATE CREDIT BOND ETF $3 209	107 2513	101,888 78	107 8900	102,486 00	2,790	2 72	220 48

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - FIXED INCOME
ACCOUNT # 141016910
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
54,450 2620	FRANKLIN STRATEGIC MORTGAGE PORTFOLIO DTD 2/1/1993 $0 334	9 5500	520,000 00	9 2700	504,753 93	24,227	4 80	2,231 64
Total Fixed Income Funds			1,226,747 25		1,229,839 44	66,479	5 41	3,425 44
Total U S Dollar			9,429,907 12		9,290,604 05	361,039	3 17	68,831 39
Total FIXED INCOME			9,428,907 12		9,290,604 05	361,039	3 17	68,831 39
Total			9,731,122 01		9,592,808.44	362,149		68,952 04
Accrued Income			68,952 04		68,952.04			
Grand Total			9,800,074 05		9,661,760 48	362,149		68,952 04

See important disclosures. [*1]-[*9], as applicable

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - EQUITY MUTUAL FUNDS
ACCOUNT # 141016920
BASE CURRENCY U.S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U S Dollar								
Cash Equivalents								
5,074 2700	STIP 1. US TREASURY ONLY DTD 8/31/2003	1 0000	5,074 27	1 0000	5,074.27	0	0 00	0 01
Total SHORT TERM			5,074 27		5,074 27	0		0 01
EQUITIES								
U S Dollar								
70,124 8800	FGT FRANKLIN INTERNATIONAL GROWTH FUND	10 4100	730,000 00	11 3400	795,216 14	3,163	0 40	0 00
28,313 0980	OPPENHEIMER DEVELOPING MKTS FDS	33 0589	936,000 00	37 5700	1,063,723 09	6,031	0 57	0 00
36,999 1700	TEMPLETON INSTL FDS INC FOREIGN EQTY SEP	19 9768	739,123 36	22 7200	840,621.14	16,354	1 95	0 00

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - EQUITY MUTUAL FUNDS
ACCOUNT # 141016920
BASE CURRENCY U.S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
18,269 0000	WISDOMTREE EMERGING MARKETS EQ INC ETF	52 8789	966,043 94	51 0300	932,267 07	38,219	4.10	0 00
Total U.S Dollar			3,371,167.30		3,631,827 44	63,766	1 76	0 00
Total EQUITIES			3,371,167 30		3,631,827 44	63,766	1 76	0 00
Total			3,376,241 57		3,636,901.71	63,766		0 01
Accrued Income			0 01		0 01			
Grand Total			3,376,241 58		3,636,901 72	63,766		0 01

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - ALTERNATIVE INVESTMENTS
ACCOUNT # 141016930
BASE CURRENCY· U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U.S Dollar								
Cash								
100,106 7200	CASH		100,106 72		100,106 72	50	0 05	0 00
Cash Equivalents								
293,500 0000	STIP 1. US TREASURY ONLY DTD 8/31/2003	1 0000	293,500 00	1 0000	293,500 00	13	0 00	1 35
Total U S Dollar			393,606 72		393,606 72	63	0 02	1 35
Total SHORT TERM			393,606 72		393,606 72	63	0 02	1 35

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - ALTERNATIVE INVESTMENTS
ACCOUNT # 141016930
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

	Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
OTHER ASSETS									
U S Dollar									
Other Assets									
[*6]	3,500,000 0000	POINTER OFFSHORE LTD - NON-DISCRET ASSET - ADVISED ACCT	0.0000	3,500,000.00	1 2801	4,480,238 00		N/A	0 00
Total OTHER ASSETS				3,500,000.00		4,480,238 00			0.00
Total				3,893,606.72		4,873,844.72	63		1 35
Accrued Income									
Grand Total							63		1 35

See important disclosures [*1]-[*9], as applicable

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - ALTERNATIVE INVESTMENTS
ACCOUNT # 141016930
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE OTHER

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

	Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
EQUITIES									
U S. Dollar									
[*6]	23 7700	BA CREDIT OPP CLASS A RESTRICTED INVESTO - NON-DISCRET ASSET - ADVISED ACCT	0.9529	22 65	728 8600	17,325 00		N/A	0 00
[*6]	184,198 9720	EXCELSIOR ABSOLUTE SPV LTD - NON-DISCRET ASSET - ADVISED ACCT	0 9693	178,540 83	0 0540	9,946 74		N/A	0 00
[*2]	500,000 0000	TENTH STREET FUND III LP - CLIENT CONTROLLED ALT INV	1 0000	500,000 00	0 9732	486,604.00		N/A	0 00
[*6]	30 7700	BA LOW VOLATILITY HEDGE FUND LLC CLASS A - NON-DISCRET ASSET - ADVISED ACCT	0 9964	30 66	911 2392	28,038 83		N/A	0 00
Total U.S Dollar				678,594 14		541,914.57			0 00

See important disclosures [*1]-[*9], as applicable

ROBERT L AND KATHRINA H MACLELLAN
FOUNDATION - ALTERNATIVE INVESTMENTS
ACCOUNT # 141016930
BASE CURRENCY: U.S DOLLAR
PORTFOLIO TYPE OTHER

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2013

	Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total EQUITIES				678,594 14		541,914 57			0 00
OTHER ASSETS									
U S. Dollar									
Other Assets									
[*6]	1,000 0000	UST EXCELSIOR VENTURE PARTNER III LLC - NON-DISCRET ASSET - ADVISED ACCT	402 6600	402,660 00	132 4310	132,431 00		N/A	0 00
Total OTHER ASSETS				402,660 00		132,431 00			0 00
Total				1,081,254 14		674,345 57			0 00
Accrued Income				0 00		0 00			
Grand Total				1,081,254 14		674,345 57			0 00

Robert L. and Kathrina H. Maclellan Foundation

EIN# 23-7159802

Part XV, (3a) Grants and Contributions Paid During the Year

January 1, 2013 through December 31, 2013

Recipient	Address	Recipient an Individual	Tax Status	Grant Purpose	Paid
A Better Tomorrow	Chattanooga, TN	No	PC	Youth & Children	$15,000.00
A I M Center Inc, The	Chattanooga, TN	No	PC	Social Services	$10,000 00
Allied Arts of Greater Chattanooga	Chattanooga, TN	No	PC	Civic Improvement	$2,000 00
Bethany Christian Services	Chattanooga, TN	No	PC	Family	$50,000.00
Bethel Bible Village	Hixson, TN	No	PC	Youth & Children	$7,150 00
Chattanooga State Community College	Chattanooga, TN	No	PC	Education	$45,300.00
Child Evangelism Fellowship of Greater Chattanooga	Chattanooga, TN	No	PC	Youth & Children	$50,000.00
Campus Crusade for Christ Inc	Hixson, TN	No	PC	Youth & Children	$75,000.00
Chattanooga Christian Community Foundation	Chattanooga, TN	No	PC	General Charitable Funding	$1,219,116.00
Community Foundation of Greater Chattanooga, Inc.	Chattanooga, TN	No	PC	Community Improvement	$40,000.00
Fellowship of Christian Athletes	Hixson, TN	No	PC	Youth & Children	$60,000.00
The Greater Chattanooga Public Television Corporation	Chattanooga, TN	No	PC	Community Improvement	$20,000 00
The House University Ministries of Chattanooga	Chattanooga, TN	No	PC	Youth & Children	$20,000.00
Mose and Garrison Siskin Memorial Foundation, Inc.	Chattanooga, TN	No	PC	Education	$25,000.00

Recipient	Address	Recipient an Individual	Tax Status	Grant Purpose	Paid
The Next Door, Inc.	Nashville, TN	No	PC	Social Services	$25,000.00
On Point	Hixson, TN	No	PC	Youth & Children	$16,000.00
Orange Grove Center, Inc.	Chattanooga, TN	No	PC	Family	$25,000.00
Prison Prevention Ministries Inc	Chattanooga, TN	No	PC	Youth & Children	$20,000.00
Reformed Theological Seminary	Jackson, MS	No	PC	Education	$100,000.00
United Methodist Neighborhood Centers, Inc.	Chattanooga, TN	No	PC	Youth & Children	$50,000.00
United Way of Greater Chattanooga	Chattanooga, TN	No	PC	General Charitable Funding	$15,000.00
University of Tennessee at Chattanooga	Chattanooga, TN	No	PC	Education	$50,000.00
Wally's Friends	Chattanooga, TN	No	PC	Community Improvement	$10,000.00
Woodmore Elementary School	Chattanooga, TN	No	PC	Education	$5,000.00
YMCA of Metropolitan Chattanooga	Chattanooga, TN	No	PC	Youth & Children	$15,000.00
		TOTAL GRANTS & CONTRIBUTIONS PAID IN 2013:			**$1,969,566.00**

Robert L. and Kathrina H. Maclellan Foundation
EIN# 23-7159802
Part XV, (3-b) Grants Approved in 2013 for Future Payment

Organization	Address		Recipient an Individual?	Tax Status	Purpose	Amount
AAA Womens Services Inc	Chattanooga	TN	No	PC	Social Services	$74,000.00
Bethel Bible Village	Hixson	TN	No	PC	Family	$35,000.00
Chalmers Center for Economic Development at Covenant College	Lookout Mountain	GA	No	PC	Community Development	$75,000.00
Chattanooga Christian School	Chattanooga	TN	No	PC	Education	$700,000.00
Chattanooga State Community College	Chattanooga	TN	No	PC	Education	$52,000.00
House of Refuge	Chattanooga	TN	No	PC	Social Services	$45,000.00
House University Ministries	Chattanooga	TN	No	PC	Youth & Children	$13,875.00
La Paz de Dios	Chattanooga	TN	No	PC	Social Services	$75,000.00
Mastermedia International			No	PC	Leadership Development	$15,000 00
Metanoia Ministries	Chattanooga	TN	No	PC	Social Services	$20,000 00
Metropolitan Ministries	Chattanooga	TN	No	PC	Social Services	$40,000.00
Public School Bible Study Committee	Chattanooga	TN	No	Public Charity	Education	$30,000.00
University of Chattanooga Foundation	Chattanooga	TN	No	School	Education	$66,215.00
University of Tennessee at Chattanooga	Chattanooga	TN	No	School	Education	$50,000.00
Young Life	Colorado Springs	CO	No	Public Charity	Youth & Children	$40,000 00
			TOTAL APPROVED IN 2013 FOR FUTURE PAYMENT:			**$1,331,090.00**

Robert L. and Kathrina H. Maclellan Foundation
EIN# 23-7159802
Part VIII - List of Officers, Directors, and Trustees
January 1, 2013 through December 31, 2013

(a) Name & Address	(b) Title & Avg Hrs / Wk	(c) Compensation	(d) Employee benefits	(e) Expense Acct
Robert H. Maclellan 820 Broad Street, Suite 300 Chattanooga, TN 37402	President & Treasurer 38 hrs	0	0	0
Thomas H. McCallie III 820 Broad Street, Suite 300 Chattanooga, TN 37402	Secretary 31 hrs	0	0	0
Donald J. Holwerda 820 Broad Street, Suite 300 Chattanooga, TN 37402	Director 1 hr	0	0	0
Robert Bosworth 820 Broad Street, Suite 300 Chattanooga, TN 37402	Director 1 hr	0	0	0
Albert S. MacMillan 820 Broad Street, Suite 300 Chattanooga, TN 37402 *(retired March 2013)*	Director 1 hr	0	0	0
Lara Munford 820 Broad Street, Suite 300 Chattanooga, TN 37402	Director 1 hr	0	0	0
N. Carter Newbold 820 Broad Street, Suite 300 Chattanooga, TN 37402	Director 1 hr	0	0	0
Robert C. Divine 820 Broad Street, Suite 300 Chattanooga, TN 37402	Director 1 hr	0	0	0

ADDITIONAL NOTE:
REFER TO PART VIII #1

"Robert L. & Kathrina H. Maclellan Foundation has no employees but contracts with the Maclellan Foundation, Inc. for management services which services were generally provided by Robert H. Maclellan, Thomas H. McCallie III, Gina S. Boyd, Jan Purdy, and Charles W. Phillips for varying percentages of times. The only above mentioned person who devotes 100% of his time to Robert L. & Kathrina H. Maclellan Foundation is Robert H. Maclellan who receives from the Maclellan Foundation, Inc. an annual salary of $135,173 plus normal Maclellan Foundation, Inc. benefits."

Robert L. and Kathrina H. Maclellan Foundation
EIN# 23-7159802
Part VII-A, Question #12

Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?

YES.

Distributions totaling $1,219,116 were made in 2013 to a donor advised fund at Chattanooga Christian Community Foundation (DBA The Generosity Trust), EIN# 62-1536731. The Foundation retained advisory privileges. Chattanooga Christian Community Foundation ("CCCF") is a Section 509(a)(1) organization as referred to in Section 170(b)(1)(A)(vi). The entire amount was treated as a qualifying distribution in Part XV, Line 3, Contributions, Gifts, Grants Paid.

The Donor-Advised Fund Agreement between the Robert L. and Kathrina H. Maclellan Foundation and CCCF includes the following:

- "CCCF shall receive, review and consider written recommendations from the Committee concerning grants made from the Fund and any conditions which should be placed upon such grants. The final decision concerning such matters shall be made by the Board of Directors of CCCF."

- "No income or principal of the Fund shall be used for any purpose or paid to any beneficiary if such use or payment would not be permitted by the Internal Revenue Code (the "Code") or Regulations thereunder for an organization described in section 501(c)(3) of the Code, to which contributions are deductible under section 170(c)(2) of the Code "