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Return of Private Foundation

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

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation LILLIAN S. WELLS FOUNDATION, INC.		A Employer identification number 23-7433827
Number and street (or P.O. box number if mail is not delivered to street address) 600 SAGAMORE ROAD	Room/suite	B Telephone number 954-712-9912
City or town, state or province, country, and ZIP or foreign postal code FORT LAUDERDALE, FL 33301		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 48,500,719. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		176,097.	176,097.		STATEMENT 1
4 Dividends and interest from securities		742,470.	736,724.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,874,504.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			2,874,504.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		3,793,071.	3,787,325.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		33,792.	33,792.		0.
b Accounting fees STMT 4		13,900.	13,900.		0.
c Other professional fees STMT 5		250,665.	250,665.		0.
17 Interest					
18 Taxes STMT 6		38,459.	18,113.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		367.	300.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		337,183.	316,770.		0.
25 Contributions, gifts, grants paid		1,991,565.			1,991,565.
26 Total expenses and disbursements. Add lines 24 and 25		2,328,748.	316,770.		1,991,565.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,464,323.			
b Net investment income (if negative, enter -0-)			3,470,555.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,318,480.	1,641,581.	1,641,581.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	4,179,403.	4,606,716.	4,453,748.
	b Investments - corporate stock STMT 10	22,525,376.	23,411,329.	35,706,423.
	c Investments - corporate bonds STMT 11	1,146,829.	1,311,821.	1,328,557.
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	5,019,048.	4,677,840.	5,308,082.	
14 Land, buildings, and equipment, basis ▶ 13,315.				
Less: accumulated depreciation STMT 13 ▶ 13,315.				
15 Other assets (describe ▶ STATEMENT 14)	58,156.	62,328.	62,328.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	34,247,292.	35,711,615.	48,500,719.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	27,852,279.	27,852,279.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,395,013.	7,859,336.	
30 Total net assets or fund balances	34,247,292.	35,711,615.		
31 Total liabilities and net assets/fund balances	34,247,292.	35,711,615.		

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	34,247,292.
2 Enter amount from Part I, line 27a	2	1,464,323.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	35,711,615.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,711,615.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 21,479,089.		18,604,585.	2,874,504.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,874,504.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	2,874,504.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,451,316.	39,793,064.	.061602
2011	2,979,534.	41,950,445.	.071025
2010	3,500,536.	40,874,159.	.085642
2009	3,314,677.	39,437,687.	.084048
2008	4,997,146.	47,477,226.	.105254

2 Total of line 1, column (d)	2	.407571
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	.081514
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	42,695,716.
5 Multiply line 4 by line 3	5	3,480,299.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,706.
7 Add lines 5 and 6	7	3,515,005.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,991,565.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	69,411.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	69,411.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	69,411.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 36,400.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 52,300.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	88,700.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	660.	
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	18,629.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 18,629. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address NONE				
14	The books are in care of J. PALMIERI	Telephone no. 954-712-9912		
Located at 600 SAGAMORE ROAD, FORT LAUDERDALE, FL		ZIP+4 33301		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ 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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARBARA S. WELLS 600 SAGAMORE ROAD FORT LAUDERDALE, FL 33301	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
ELLEN MCPHERSON 2225 HALL PLACE NW WASHINGTON, DC 20007	TREASURER & DIRECTOR 1.00	0.	0.	0.
JAMES I. ULMER 1314 EAST LAS OLAS BLVD FORT LAUDERDALE, FL 33301	DIRECTOR, VICE PRES. & 1.00	0.	0.	0.
WALTER W. BELL 135 S. LASALLE ST, SUITE 2350 CHICAGO, IL 60603	DIRECTOR, SECRETARY, & 1.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	41,837,824.
b	Average of monthly cash balances	1b	1,508,081.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	43,345,905.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	43,345,905.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	650,189.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,695,716.
6	Minimum investment return. Enter 5% of line 5	6	2,134,786.

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	2,134,786.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	69,411.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	69,411.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,065,375.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,065,375.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,065,375.

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	1,991,565.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,991,565.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,991,565.

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				2,065,375.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	2,678,047.			
b From 2009	1,361,571.			
c From 2010	1,501,129.			
d From 2011	934,205.			
e From 2012	497,802.			
f Total of lines 3a through e	6,972,754.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	1,991,565.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,991,565.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	73,810.			73,810.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,898,944.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,604,237.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,294,707.			
10 Analysis of line 9:				
a Excess from 2009	1,361,571.			
b Excess from 2010	1,501,129.			
c Excess from 2011	934,205.			
d Excess from 2012	497,802.			
e Excess from 2013				

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

N/A

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2013

(b) 2012

(c) 2011

(d) 2010

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ANN & ROBERT H. LURIE CHILDREN'S HOSPITAL OF CHICAGO 225 E. CHICAGO AVE BOX 4 CHICAGO, IL 60611-2605	NO RELATIONSHIP	PUBLIC	LAUREN D. HOLINGER, MD PROFESSORSHIP IN PEDIATRIC OTOLARYNGOLOGY	142,857.
BROWARD HEALTH FOUNDATION 12 SE 12 STREET FORT LAUDERDALE, FL 33316	NO RELATIONSHIP	PUBLIC	ESTABLISH THE LILLIAN S WELLS WOMEN'S CENTER AT BROWARD GENERAL MEDICAL CENTER	162,708.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE WASHINGTON, DC 20002	NO RELATIONSHIP	PUBLIC	FOR HEALTH POLICY STUDIES	200,000.
INSTITUTE FOR JUSTICE 901 N GLEBE ROAD, SUITE 900 ARLINGTON, VA 22203	NO RELATIONSHIP	PUBLIC	CONTRIBUTIONS FOR GENERAL OPERATING EXPENSES	35,000.
JAMES MADISON INSTITUTE 2017 DELTA BOULEVARD TALLAHASSEE, FL 32303	NO RELATIONSHIP	PUBLIC	FOR THE CIVICS EDUCATION PROJECT AND THE DICK WELLS CENTER FOR AMERICAN IDEALS	175,000.
Total	SEE CONTINUATION SHEET(S)			3a 1,991,565.
b Approved for future payment				
NONE				
Total				3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	176,097.	
4 Dividends and interest from securities			14	742,470.	
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	2,874,504.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,793,071.	0.
13 Total. Add line 12, columns (b), (d), and (e)				3,793,071.	3,793,071.




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

[illegible]

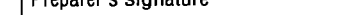
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| | | |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

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

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

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

Paid Preparer Use Only	Print/Type preparer's name FRANK E. JAUMOT, CPA	Preparer's signature 	Date 11/11/14	Check <input type="checkbox"/> if self-employed	PTIN P00079405
	Firm's name ▶ AHEARN, JASCO + COMPANY, P.A.				Firm's EIN ▶ 59-2008973
	Firm's address ▶ 190 S.E. 19TH AVENUE POMPANO BEACH, FL 33060-7541				Phone no. (954) 781-8800

Form **990-PF** (2013)

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	PUBLICALLY TRADED SECURITIES MS111207			
b	PUBLICALLY TRADED SECURITIES MS111208			
c	PUBLICALLY TRADED SECURITIES MS111209			
d	PUBLICALLY TRADED SECURITIES MS111210			
e	PUBLICALLY TRADED SECURITIES MS111211			
f	PUBLICALLY TRADED SECURITIES MS111212			
g	PUBLICALLY TRADED SECURITIES MS111213			
h	PUBLICALLY TRADED SECURITIES MS111214			
i	PUBLICALLY TRADED SECURITIES MS111215			
j	PUBLICALLY TRADED SECURITIES MS111216			
k	PUBLICALLY TRADED SECURITIES MS111207			
l	PUBLICALLY TRADED SECURITIES MS111208			
m	PUBLICALLY TRADED SECURITIES MS111209			
n	PUBLICALLY TRADED SECURITIES MS111210			
o	PUBLICALLY TRADED SECURITIES MS111211			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,333,709.	1,309,842.	23,867.
b	1,002,179.	725,230.	276,949.
c	1,423,762.	969,345.	454,417.
d	1,149,130.	1,022,297.	126,833.
e	101,324.	196,531.	<95,207.>
f	1,003,506.	598,441.	405,065.
g	1,288,558.	929,610.	358,948.
h	987,461.	680,321.	307,140.
i	1,700,187.	1,286,583.	413,604.
j	565,465.	541,451.	24,014.
k	100,000.	100,955.	<955.>
l	56,289.	75,718.	<19,429.>
m	2,217,673.	2,059,093.	158,580.
n	202,916.	205,486.	<2,570.>
o	10,000.	9,988.	12.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			23,867.
b			276,949.
c			454,417.
d			126,833.
e			<95,207.>
f			405,065.
g			358,948.
h			307,140.
i			413,604.
j			24,014.
k			<955.>
l			<19,429.>
m			158,580.
n			<2,570.>
o			12.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part 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 PUBLICALLY TRADED SECURITIES MS111212

b PUBLICALLY TRADED SECURITIES MS111213

c PUBLICALLY TRADED SECURITIES MS111214

d PUBLICALLY TRADED SECURITIES MS111215

e PUBLICALLY TRADED SECURITIES MS111216

f CAPITAL GAINS DIVIDENDS

g

h

i

j

k

l

m

n

o

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
(e) plus (f) minus (g)

a 79,177.

66,364.

12,813.

b 125,447.

104,009.

21,438.

c 366,469.

324,352.

42,117.

d 6,628,993.

6,328,759.

300,234.

e 1,043,806.

1,070,210.

<26,404.>

f 93,038.

93,038.

g

h

i

j

k

l

m

n

o

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

(l) Losses (from col. (h))
Gains (excess of col. (h) gain over col. (k),
but not less than "-0-")

(i) F.M.V. as of 12/31/69

(j) Adjusted basis
as of 12/31/69(k) Excess of col. (i)
over col. (j), if any

a

12,813.

b

21,438.

c

42,117.

d

300,234.

e

<26,404.>

f

93,038.

g

h

i

j

k

l

m

n

o

2 Capital gain net income or (net capital loss)

{ If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

2,874,504.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MISS PORTER'S SCHOOL 60 MAIN STREET FARMINGTON, CT 06032	NO RELATIONSHIP	PUBLIC	GENERAL PURPOSES	50,000.
SUSAN B. ANTHONY RECOVERY CENTER 1633 POINCIANA DRIVE PEMBROKE PINES, FL 33025	NO RELATIONSHIP	PUBLIC	TRANSITIONAL HOUSING FOR WOMEN AND CHILDREN	100,000.
UNIVERSITY OF FLORIDA FOUNDATION P O BOX 100243 GAINSVILLE, FL 32610	NO RELATIONSHIP	PUBLIC	L.S. WELLS FUND FOR BRAIN TUMOR RESEARCH	1,000,000.
INTERCOLLEGIATE STUDIES INSTITUTE, INC 3901 CENTERVILLE ROAD WILMINGTON, DE 19807	NO RELATIONSHIP	PUBLIC	GENERAL PURPOSES	66,000.
MUSEUM OF ART FORT LAUDERDALE ONE EAST LAS OLAS BLVD FORT LAUDERDALE, FL 33301	NO RELATIONSHIP	PUBLIC	GENERAL PURPOSES	50,000.
THE LATINO STUDENT FUND P.O. BOX 5403 WASHINGTON, DC 20016	NO RELATIONSHIP	PUBLIC	GENERAL PURPOSES	10,000.
Total from continuation sheets				1,276,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST ON PURCHASES, NET	<8,561.>	<8,561.>	
MORGAN STANLEY - (111207)	124,465.	124,465.	
MORGAN STANLEY - (111210)	82.	82.	
MORGAN STANLEY - (111212)	26.	26.	
MORGAN STANLEY - (111216)	60,051.	60,051.	
NORTHERN TRUST - CHECKING	34.	34.	
TOTAL TO PART I, LINE 3	176,097.	176,097.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY (111206)	87,019.	0.	87,019.	87,019.	
MORGAN STANLEY (111207)	52,412.	22,062.	30,350.	30,350.	
MORGAN STANLEY (111208)	113,173.	0.	113,173.	113,173.	
MORGAN STANLEY (111209)	18,680.	0.	18,680.	13,058.	
MORGAN STANLEY (111210)	76,141.	0.	76,141.	76,141.	
MORGAN STANLEY (111211)	48,088.	0.	48,088.	48,088.	
MORGAN STANLEY (111212)	39,573.	0.	39,573.	39,573.	
MORGAN STANLEY (111213)	124,382.	0.	124,382.	124,382.	
MORGAN STANLEY (111214)	18,933.	0.	18,933.	18,933.	
MORGAN STANLEY (111215)	47,600.	0.	47,600.	47,476.	
MORGAN STANLEY (111216)	209,507.	70,976.	138,531.	138,531.	
TO PART I, LINE 4	835,508.	93,038.	742,470.	736,724.	

FORM 990-PF

LEGAL FEES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	33,792.	33,792.		0.
TO FM 990-PF, PG 1, LN 16A	33,792.	33,792.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES, SEE STATEMENT ATTACHED	13,900.	13,900.		0.
TO FORM 990-PF, PG 1, LN 16B	13,900.	13,900.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES, SEE STATEMENT ATTACHED	250,665.	250,665.		0.
TO FORM 990-PF, PG 1, LN 16C	250,665.	250,665.		0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD ON DIVIDENDS	18,113.	18,113.		0.	
INCOME TAX PAYMENTS	20,346.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	38,459.	18,113.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SAFE DEPOSIT BOX	300.	300.		0.	
POSTAGE	6.	0.		0.	
GOVERNMENTAL FEES	61.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	367.	300.		0.	

FOOTNOTES

STATEMENT 8

SCHEDULE FOR FORM 990-PF, PART I, LINES 16A, B & C:

PURSUANT TO THE INSTRUCTIONS FOR FORM 990-PF, BELOW IS
A SCHEDULE FOR THE ABOVE REFERENCED LINES TO DISCLOSE
THE TYPE OF SERVICE AND THE AMOUNT OF EXPENSE:

LINE 16B: ACCOUNTING FEES, SERVICES BY AHEARN, JASCO + CO,
WERE FOR GENERAL ACCOUNTING AND TAX PREPARATION MATTERS
TOTAL FOR SERVICES 13,900.

LINE 16C: INVESTMENT ADVISORY FEES, SERVICES BY MORGAN
STANLEY, FOR MANAGING THE PORTFOLIO OF
PUBLICLY TRADED SECURITIES OWNED BY THE FOUNDATION
TOTAL FOR SERVICES 250,665.

SCHEDULE FOR FORM 990-PF, PART I, LINE 18:

PURSUANT TO THE INSTRUCTIONS FOR FORM 990-PF, BELOW IS
A SCHEDULE FOR THE ABOVE REFERENCED LINES TO DISCLOSE

THE TYPE AND THE AMOUNT OF TAX REPORTED:

LINE 18: FOREIGN TAXES WITHHELD ON DIVIDEND PAYMENTS 18,113.

LINE 18: U.S. FEDERAL TAX PAID, FOR FORM 990-PF 20,346.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY GOVERNMENT BONDS	X			
111207 SEE APPENDIX C			2,723,269.	2,712,736.
MORGAN STANLEY GOVERNMENT BONDS	X			
111216 SEE APPENDIX C			1,883,447.	1,741,012.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,606,716.	4,453,748.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,606,716.	4,453,748.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EXXON MOBIL - 23542 SHRS	73,385.	2,382,450.
SCHLUMBERGER - 24000 SHRS	183,835.	2,162,640.
MORGAN STANLEY 111210 SEE APPENDIX A	3,141,841.	4,062,519.
MORGAN STANLEY 111208 SEE APPENDIX A	2,628,056.	3,751,176.
MORGAN STANLEY 111209 SEE APPENDIX A	3,086,384.	4,224,989.
MORGAN STANLEY 111212 SEE APPENDIX A	1,848,426.	2,935,396.
MORGAN STANLEY 111214 SEE APPENDIX A	1,893,270.	2,998,246.
MORGAN STANLEY 111213 SEE APPENDIX A	3,869,394.	5,343,625.
MORGAN STANLEY 111215 SEE APPENDIX A	4,405,141.	5,691,047.
MORGAN STANLEY 111211 SEE APPENDIX A	2,281,597.	2,154,335.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,411,329.	35,706,423.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY CORPORATE BONDS 111207 SEE APPENDIX C	1,311,821.	1,328,557.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,311,821.	1,328,557.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
300 OZ GOLD	COST	111,960.	361,350.
500.3511 OZ PLATINUM	COST	358,251.	687,983.
MORGAN STANLEY MUTUAL FUNDS 111207 SEE APPENDIX B	COST	752,365.	739,874.
MORGAN STANLEY MUTUAL FUNDS 111216 SEE APPENDIX B	COST	2,371,136.	2,471,612.
MORGAN STANLEY ASSET BACKED SECURITIES 111216 - SEE APPENDIX B	COST	1,066,046.	1,027,682.
MORGAN STANLEY 111212 SEE APPENDIX B	COST	18,082.	19,581.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,677,840.	5,308,082.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER SOFTWARE	13,315.	13,315.	0.
TOTAL TO FM 990-PF, PART II, LN 14	13,315.	13,315.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
-------------	--------------	--------------

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	58,156.	62,328.	62,328.
TO FORM 990-PF, PART II, LINE 15	58,156.	62,328.	62,328.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER SOFTWARE	08/01/07		36M	43	13,315.			13,315.	13,315.		0.
	* TOTAL 990-PF PG 1					13,315.		0.	13,315.	13,315.	0.	0.
	DEPR & AMORT											

Lillian S. Wells Foundation, Inc.

Form 990-PF
For the year ended December 31, 2013

Appendix A
Stocks and Options

NOTE: totals may differ slightly from the amounts
reported in the body of the Form 990-PF due to
the rounding of each line item to whole dollars.

MORGAN STANLEY # 111210
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ACCENTURE PLC-IRELAND	CAN	626	41,422	51,470
ADIDAS-SALOMON AG SPON ADR	ADDYY	1,495	49,844	96,024
AIA GROUP LTD	AAGIY	4,933	76,182	99,400
AMADEUS IT HLDG SA UNSPON	AMADY	1,075	35,348	45,957
ANHEUSER BUSCH INBEV	BUD	597	60,406	63,557
ARM HOLDINGS PLC ADR	ARMH	779	21,874	42,635
ASML HOLDING NY NY REG	ASML	656	48,026	61,467
ASSA ABLOY AB-SEK	ASAZY	2,612	27,647	69,087
BAIDU INC	BIDU	339	38,937	60,301
BANCO BILBAO VIZ ARG	BBVA	4,090	45,276	50,675
BURBERRY GROUP PLC	BURBY	1,324	57,435	66,928
CANADIAN NATL RAILWAY CO	CNI	1,481	51,324	84,447
CARNIVAL CORP	CCL	1,606	51,765	64,513
CHINA MOBILE LTD	CHL	1,142	61,729	59,715
COMPASS GROUP PLC	CMPGY	4,377	52,887	70,597
DASSAULT SYSTEMS SA ADR	DASTY	355	28,540	44,127
DEUTSCHE BK	DB	1,170	53,025	56,441
EMBRAER S A	ERJ	1,601	41,459	51,520
EXPERIAN GP LTD	EXPGY	2,318	41,590	42,721
FANUC CORP	FANUY	2,648	65,325	81,320
FRESENIUS MEDICAL CARE AG & CO. KGAA SPONS	FMS	2,010	69,885	71,516
HENNES & MAURITZ AB ADR	HNNMY	7,776	44,780	71,228
HONG KONG EXCHANGES AND CLEARING LTD	HKXCY	2,695	46,889	44,980
HSBC HOLDINGS	HBC	1,102	51,066	60,753
INDUSTRIAL & COML BK CHINA-CNY SPONS ADR	IDCBY	2,863	33,361	38,880
ING GROEP NV	ING	6,480	69,173	90,785
INTESA SANPAOLO SPA	INSPY	3,447	47,959	51,533
ITAU UNIBANCO BANCO HLDG S A ADR	ITUB	2,769	40,594	37,580
JULIUS BAER GROUP LTD	JBAXY	4,198	40,317	40,511
KINGFISHER PLC SPONSORED ADR NEW	KGFHY	8,416	66,855	108,061
KOMATSU LTD ADR NEW	KMTUY	2,013	46,361	41,428
KONE OYJ	KNYJY	1,758	38,155	39,731
KUBOTA CP	KUBTY	724	54,426	60,526
LAS VEGAS SANDS CORP	LVS	1,018	45,251	80,290
LULULEMON ATHLETICA INC	LULU	1,024	69,138	60,447
LVMH MOET HENNESSY LOUIS VUITTON, PARIS-EUR	LVMUY	3,065	93,757	112,179
MERCADOLIBRE INC	MELI	381	27,318	41,068
MICHELIN COMPAGNIE GENERALE	MGDDY	3,274	51,146	69,900
MITSUBISHI UFJ FINANCIAL GROUP INC ADR	MTU	12,068	60,455	80,614

MORGAN STANLEY # 111210
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
NESTLE S A SPONSORED ADR	NSRGY	1,184	67,203	87,131
NOKIA CP	NOK	2,528	20,443	20,502
NOVARTIS AG ADR	NVS	1,041	50,778	83,676
NOVO-NORDISK A S ADR	NVO	636	68,573	117,507
PACIFIC RUBIALES ENERGY CO	PEGFF	3,188	64,293	55,025
PEARSON PLC	PSO	2,620	49,335	58,688
PT BK MANDIRI PERSERO TBK UNSP	PPERY	2,257	19,891	14,580
PUBLICIS GROUPE ADR	PUBGY	5,801	75,540	133,249
RECKITT BENCKISER GP ADR	RBGPY	5,316	55,127	85,534
ROCHE HOLDINGS	RHHBY	1,197	73,349	84,029
SABMILLER PLC SPON ADR	SBMRY	1,272	49,775	65,228
SAP AG SPONS ADR-USD	SAP	555	28,436	48,362
SCHLUMBERGER LTD	SLB	1,021	73,043	92,002
SINA.COM	SINA	323	19,216	27,213
SOUTHERN COPPER CORP DEL	SCCO	978	31,909	28,078
SUMITOMO MITSUI TR HLDGS INC	SUTNY	12,794	65,754	67,680
SWATCH GROUP AG UNSPON ADR	SWGAY	1,693	32,699	56,208
SYNGENTA AG	SYT	765	58,126	61,154
TAIWAN SMCNDCTR MFG CO LTD	TSM	3,414	62,380	59,540
TATA MOTORS LTD	TTM	1,306	32,075	40,225
TENCENT HLDGS LTD-HKD	TCEHY	1,000	21,028	64,420
TOYOTA MOTOR CORP ADR NEW	TM	803	64,060	97,902
YANDEX NV-A	YNDX	1,657	42,399	71,500
YUM BRANDS INC	YUM	1,034	69,482	78,181
TOTAL STOCK AND OPTIONS # 111210			3,141,841	4,062,526

MORGAN STANLEY # 111208
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ALCOA INC	AA	8,259	71,942	87,793
AMERICAN CAPITAL AGENCY	AGNCY	2,087	61,640	40,258
ANALOG DEVICES INC	ADI	1,189	34,810	60,556
ANDOCs LIMITED ORD	DOX	964	39,112	39,755
APPLIED MATERIALS INC	AMAT	2,315	35,639	40,929
AVERY DENNISON CORPORATION	DAVY	835	34,606	41,909
BABCOCK & WILCOX COMPANY	BWC	1,903	43,905	65,064
BOSTON SCIENTIFIC CORP	BSX	6,110	45,810	73,442
BRANDYWINE REALTY TR SBI NEW	BDN	2,348	22,473	33,083
BROADRIDGE FIN SOLU.LLC	BR	2,766	51,302	109,312
CHUBB CORP	CB	820	37,106	79,237
CINEMARK HOLDINGS INC	CNK	1,819	52,920	60,627
CLOROX CO DE	CLX	632	38,265	58,624
COACH INC	COH	727	39,502	40,807
DIEBOLD INC	DBD	1,204	38,411	39,744
DUKE ENERGY CORP NEW	DUK	787	31,788	54,311
ENDURANCE SPCLTY HLDS LTD	ENH	1,497	40,850	87,829
ENTERGY CORP NEW	ETR	794	57,092	50,236
EXPEDITORS INTL WASH INC	EXPD	928	39,400	41,064
FIRST AMERICAN FINL CORP	FAF	3,325	56,525	93,765
GENUINE PARTS CO	GPC	922	36,470	76,701
GRACE WR & CO DELA NEW	GRA	635	27,402	62,782
HAEMONETICS CORP	HAE	1,384	46,103	58,308
HASBRO INC	HAS	1,561	47,133	85,871
HCP INCORPORATED	HCP	1,358	28,592	49,323
HEALTH CARE REIT INC	HCN	958	37,652	51,320
INVESCO LTD	IVZ	2,898	80,829	105,487
ITC HOLDINGS	ITC	412	32,145	39,478
JANUS CAPITAL GROUP INC	JNS	3,982	39,211	49,257
KOHLs CORPORATION WISC	KSS	1,450	68,973	82,288
LEIDOS HLDGS INC	LDOS	1,202	40,818	55,881
M&T BANK CORP	MTB	705	52,533	82,076
MATTEL INC	MAT	1,592	32,505	75,747
MCKESSON CORP	MCK	795	53,207	128,313
NATL FUEL GAS CO	NFG	1,171	65,439	83,609
NEW YORK COMMUNITY BANCORP INC	NYCB	5,395	68,525	90,906

MORGAN STANLEY # 111208
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
NISOURCE INC	NI	2,493	27,025	81,970
OLD REPUBLIC INTL CP	ORI	5,232	54,988	90,357
OMNICOM GROUP	OMC	861	34,115	64,033
PEABODY ENERGY CORP	BTU	1,978	36,547	38,630
QUEST DIAGNOSTICS INC	DGX	596	36,966	31,910
REGAL ENTERTAINMENT GRP	RGC	4,205	62,197	81,787
ROCKWELL COLLINS INC	COL	1,120	59,981	82,790
SCIENCE APPLICATIONS INTL CP	SAIC	686	18,601	22,686
SEMPRA ENERGY	SRE	658	31,852	59,062
SONOCO PRODUCTS CO	SON	1,564	46,627	65,250
ST JUDE MEDICAL INC	STJ	1,574	61,438	97,509
STAPLES	SPLS	3,862	55,124	61,367
SUN COMMUNITIES INC	SUI	1,597	62,821	68,096
SUNTRUST BKS	STI	2,355	43,998	86,688
SYSCO CORP	SY	2,111	66,165	76,207
TECO ENERGY	TE	2,945	51,712	50,772
TELEPHONE AND DATA SYSTEMS INC	TDS	1,596	45,422	41,145
ULTRA PETROLEUM CORP	UPL	1,667	37,740	36,091
VERIFONE SYSTEMS INC	PAY	1,616	34,355	43,341
EXCEL ENERGY INC	XEL	1,219	23,215	34,059
XEROX CORP	XR	6,306	58,714	76,744
ZIMMER HLDGS INC	ZMH	912	47,817	84,989
TOTAL STOCK AND OPTIONS # 111208			2,628,055	3,751,175

MORGAN STANLEY # 111209
STOCK AND OPTIONS
12/31/2013

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
ACI WORLDWIDE INC	ACIW	563	24,071	36,595
ACTAVIS PLC	ACT	450	64,800	75,600
ADOBE SYSTEMS	ADBE	944	50,217	56,526
AFFILIATED MGRS GROUP INC	AMG	271	31,596	58,774
ALEXION PHARMACEUTICALS INC	ALXN	691	48,453	91,823
ALKERMES PLC SHS	ALKS	748	22,885	30,414
ALLIANCE DATA SYSTEMS CORP	ADSK	388	50,682	102,017
ALNYLAM PHARMACEUTICALS INC	ALNY	200	9,557	12,860
AMC NETWORKS INC	AMCX	642	44,643	43,727
AMERIPRISE FINANCIAL INC	AMP	256	13,598	29,453
ANTERO RES CORP COM	AR	564	30,272	35,780
ARM HOLDINGS PLC ADS	ARMH	1,176	53,145	64,364
ASPEN TECHNOLOGY INC	AZPN	1,352	41,553	56,514
AUTONATION INC	AN	677	35,318	33,640
BE AEROSPACE INC	BEAV	862	63,065	75,020
BEST BUY CO	BBY	943	29,256	37,607
BIOMARIN PHARMACEUTICAL INC	BMRN	849	44,003	59,727
BOSTON SCIENTIFIC CORP	BSX	4,237	47,578	50,929
C R BARD INC NJ	BCR	363	49,369	48,620
CABOT OIL & GAS CORP	COG	1,146	21,580	44,419
CARDINAL HEALTH INC	CAH	313	13,833	20,912
CEPHEID INC	CPHD	669	25,389	31,224
CERNER CORP	CERN	877	39,158	48,884
CHART INDUSTRIES INC	GTLS	416	32,682	39,786
COGNEX CORP	CGNX	752	25,314	28,711
COLFAX CORP	CFX	669	22,922	42,609
COMMVAULT SYSTEMS INC	CVLT	774	42,855	57,943
CONCHO RESOURCES INC	CXO	362	31,806	39,096
CONSTELLATION BRANDS INC	STZ	1,328	53,835	93,465
COOPER CO INC	COO	371	46,616	45,945
COPA HOLDINGS S.A.	CPA	413	33,786	66,125
COSTAR GROUP INC	CSGP	248	20,238	45,776
CREE RESEARCH INC	CREE	532	35,611	33,261
CUMMINS INC	CMI	264	26,699	37,216
DAVITA INC	DVA	526	31,964	33,333
DELPHI AUTOMOTIVE PLC	DLPH	1,097	35,449	65,963
DELTA AIR LINES INC	DAL	2,806	66,480	77,081

MORGAN STANLEY # 111209
STOCK AND OPTIONS
12/31/2013

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
DIGITALGLOBE NEW	DGI	2,044	62,273	84,111
DISCOVERY COMMUNICATION INC	DISCK	1,033	60,896	86,627
DSW INC	DSW	1,189	38,478	50,806
ENVISION HEALTHCARE HLDGS INC	EVHC	1,307	34,192	46,425
FEI COMPANY	FEIC	464	22,759	41,463
FORTUNE BRANDS HOME & SEC INC	FBHS	1,379	54,607	63,020
GNC HOLDINGS INC	GNC	795	36,156	46,468
GRACE WR & CO DELA NEW	GRA	520	44,276	51,412
GRACO INC	GGG	749	43,454	58,512
GROUPON INC	GRPN	3,273	37,290	38,507
GUIDEWIRE SOFTWARE INC	GWRE	835	32,455	40,973
GULFPORT ENERGY CORP	GPOR	732	32,067	46,211
INTERCONTINENTALEXCHANGE GROUP	ICE	510	72,220	114,709
KANSAS CITY SOUTHERN INDS NEW	KSU	742	46,622	91,882
L BRANDS INC	LB	899	43,781	55,603
LIBERTY GLOBAL	LBTYA/LBTYK	908	49,843	78,364
LINKEDIN CORP	LNKD	301	37,600	65,265
LKQ CORPORATION	LKQ	2,099	58,131	69,057
LUMBER LIQUIDATORS HLDGS INC	LL	337	26,914	34,674
MARATHON PETROLEUM CORP	MPC	283	24,800	25,960
MCKESSON CORP	MCK	176	24,882	28,406
MICHAEL KORS HOLDINGS LTD	KORS	838	50,974	68,037
NETFLIX INC	NFLX	158	37,748	58,171
OLD DOMINION FREIGHT LINE	ODFL	1,029	51,653	54,558
PIONEER NATURAL RESOURCES CO	PXD	336	25,261	61,848
PVH CORPORATION	PVH	429	48,692	58,353
QUANTA SERVICES INC	PWR	1,455	42,482	45,920
RESTORATION HARDWARE HLDGS INC	RH	615	41,182	41,390
RITE AID CORP	RAD	5,428	19,756	27,466
SALIX PHARM LTD	SLXP	579	49,318	52,075
SBA COMMUNICATIONS CORP	SBAC	957	51,619	85,977
SERVICENOW INC	NOW	892	28,677	49,961
SHIRE PLC ADR	SHPG	152	20,604	21,476
SIRIUS XM RADIO INC	SIRI	14,008	48,548	48,888
SPLUNK INC	SPLK	254	8,490	17,442
STRATASYS LTD	SSYS	441	33,745	59,403
TABLEAU SOFTWARE INC	DATA	64	4,185	4,412

MORGAN STANLEY # 111209
STOCK AND OPTIONS
12/31/2013

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
TEAM HEALTH HLDGS	TMH	729	19,021	33,206
TOWERS WATSON & CO	TW	509	39,357	64,953
UBIQUITI NETWORKS INC	UBNT	493	20,425	22,658
UNDER ARMOUR INC CLASS A	UA	574	27,211	50,110
UNITED RENTALS INC	URI	748	42,988	58,307
VANTIV INC	VNTV	2,887	63,895	94,145
VERISK ANALYTICS INC CL A	VRSK	810	40,616	53,233
VERTEX PHARMACEUTICALS	VRTX	307	25,965	22,810
TOTAL STOCK AND OPTIONS # 111209			3,086,386	4,224,993

MORGAN STANLEY # 111212
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ACTUANT CORP CLASS A	ATU	774	10,443	28,359
ALBEMARLE CORP	ALB	518	23,640	32,836
ALEXANDER & BALDWIN INC	ALEX	562	7,708	23,452
ALTRA HOLDINGS INC	AIMC	1,027	16,505	35,144
ASBURY AUTOMOTIVE GROUP INC	ABG	169	8,818	9,082
BANK OF HAWAII CORP	BOH	678	25,293	40,097
BARNES GROUP INCORPORATED	B	668	23,636	25,591
BIG LOTS INC	BIG	648	19,218	20,924
BERRY PLASTICS GROUP INC	BERY	1,454	27,079	34,591
BLACK BOX CORP DE	BBOX	459	13,048	13,678
BLACK HILLS CORP	BKH	350	7,542	18,379
BOSTON PRIVATE FINL HOLDINGS	BPFH	1,865	9,818	23,536
BRANDYWINE REALTY TR SBI-NEW	BDN	1,858	15,699	26,179
BRINK'S COMPANY	BCO	539	15,357	18,401
BRINKER INTL INC	EAT	387	6,282	17,934
BROCADE COMMUNICATIONS SYSTEMS	BRCD	3,661	19,460	32,455
CATO CORP NEW CL A	CATO	749	11,521	25,249
CEC ENTERTAINMENT INC	CEC	242	7,236	10,716
CHEESECAKE FACTORY INC	CAKE	634	18,669	30,603
CHEMTURA CORP	CHMT	1,687	35,446	47,101
CHICAGO BRIDGE&IRON NV SHS	CBI	374	6,735	31,094
CIRRUS LOGIC INC	CRUS	1,413	10,018	28,861
COMMUNITY BK SYSTEMS INC	CBU	983	21,305	39,005
COMMScope HLDG CO INC	COMM	1,146	17,141	21,694
COMPUWARE CORP	CPWR	3,096	27,396	34,706
COOPER COS INC NEW	COO	153	5,779	18,948
CVB FINCL CORP	CVBF	743	5,023	12,683
CYTEC INDUSTRIES INC	CYT	444	12,763	41,363
DANA HOLDING CORP	DAN	1,363	19,838	26,742
EAST WEST BANCORP INC	EWBC	2,074	30,210	72,528
EDUCATION REALTY TRUST INC	EDR	1,020	4,292	8,996
EL PASO ELEC CO NEW	EE	572	13,499	20,083
ELECTRONICS FOR IMAGING	EFII	631	7,032	24,439
ENPRO IND INC	NPO	320	14,571	18,448
FINISH LINE INC CL A	FINL	947	11,243	26,677
FIRST FINANCIAL BANCORP-OHIO	FFBC	1,377	16,503	23,998
FIRST MIDWEST BANCORP INC-DEL	FMBI	1,246	12,136	21,842
FULLER H B & COMPANY	FUL	1,027	32,538	53,445

GENESCO INC	GCO	308	13,708	22,502
GUESS INC	GES	270	7,754	8,389
HAEMONETICS CORP MASS	HAE	624	20,972	26,289
HANCOCK HOLDING CO	HBHC	1,321	45,641	48,454
HANESBRANDS INC	HBI	455	16,277	31,973
HEALTHCARE REALTY TRUST INCORP	HR	717	16,167	15,279
HELIX ENERGY SOLUTIONS GROUP	HLX	2,143	37,272	49,675
HIGHWOODS PROPERTIES INC	HIW	790	18,994	28,574
INDEPENDENT BANK CORP-MASS	INDB	757	17,002	29,614
INFINITY PPTY & CAS CORP	IPCC	477	19,613	34,225
ITT CORP	ITT	1,057	34,161	45,895
JONES ENERGY INC	JONE	589	8,329	8,529
KAISER ALUMINUM CORP	KALU	576	24,797	40,458
KIRBY CORP	KEX	233	8,076	23,125
KNOLL INC-NEW	KNL	1,049	14,827	19,207
LEXINGTON REALTY TRUST	LXP	2,273	27,310	23,207
MASTEC INC	MTZ	260	8,121	8,507
MATSON INC	MATX	707	8,729	18,460
MEREDITH CORP	MDP	507	14,571	26,263
MERITAGE HOMES CORP	MTH	741	23,901	35,561
N B T BANCORP INC	NBTB	1,194	27,472	30,925
NETSCOUT SYSTEMS INC	NTCT	736	12,613	21,778
NORTHWESTERN CORP	NWE	561	17,559	24,303
OLIN CORPORATION	OLN	792	17,813	22,849
ON SEMICONDUCTOR CORP	ONNN	3,716	27,149	30,620
OWENS & MINOR INC HLDG CO	OMI	645	18,162	23,581
P H GLATFELTER CO	GLT	925	12,973	25,567
PATTERSON UTI ENERGY INC	PTEN	1,555	30,353	39,373
PIER 1 IMPORTS INC	PIR	873	17,370	20,149
PINNACLE FOODS INC	PF	645	16,872	17,712
PLATINUM UNDERWRITERS HOLDINGS LTD	PTP	837	30,069	51,291
PREMIERE GLOBAL SERVICES INC	PGI	1,268	10,658	14,696
PRIMORIS SVCS CORP	PRIM	316	8,753	9,837
PROASSURANCE CP	PRA	310	14,768	15,029
PTC INC COM	PTC	1,139	13,675	40,309
RAMCO GERSHENSON PPTYS INC	RPT	1,096	16,752	17,251
REGAL-BELOIT CORP	RBC	447	26,486	32,953
RENT-A-CENTER INC	RCII	597	17,273	19,904
RF MICRO DEVICES INC	RFMD	2,433	14,304	12,554
S & T BANCORP INC	STBA	634	11,684	16,047
SAIA INC	SAIA	506	4,409	16,217
SELECTIVE INSURANCE GROUP INC	SIGI	1,571	21,968	42,511
SERVICE CORP INTERNATIONAL	SCI	1,617	10,202	29,316
SOUTHWEST GAS CORP	SWX	699	20,637	39,081
STAGE STORES INC NEW	SSI	794	9,877	17,643
STANCORP FINANCIAL GROUP	SFG	270	8,353	17,888
STANDARD MOTOR PRODUCTS	SMP	411	13,948	16,229
STERIS CORPORATION	STE	639	23,370	30,704
STEVE MADDEN LTD	SHOO	568	19,611	20,783

STONE ENERGY CORP	SGY	536	16,949	18,540
SUMMIT HOTEL PROPERTIES	INN	1,497	13,584	13,473
SYNOPSYS INC	SNPS	1,373	30,493	55,703
TECH DATA CORP	TECD	495	17,564	25,542
TELEFLEX INC	TFX	379	23,246	35,573
TERADYNE INC	TER	1,519	22,987	26,765
TEXAS ROADHOUSE INC	TXRH	631	11,033	17,542
THERMON GROUP HOLDINGS INC	THR	536	13,137	14,649
UNITED RENTALS INC	URI	1,431	34,508	111,546
UNIVERSAL HEALTH SERVICES INC	UHS	213	5,943	17,308
UTD STATIONERS	USTR	426	8,691	19,549
VALIDUS HOLDINGS LTD	VR	539	13,148	21,716
VALSPAR CORP	UVSP	103	3,015	7,343
VCA ANTECH INC	WOOF	808	18,753	25,339
VISHAY INTERTECHNOLOGY INC	VSH	3,068	27,617	40,682
WASHINGTON REAL EST INV TR SBI	WRE	804	17,188	18,781
WEBSTER FINCL CORP	WBS	1,343	33,219	41,875
WERNER ENTERPRISES INC	WERN	1,101	25,531	27,228
WESBANCO INC	WSBC	758	13,445	24,256
WHITING PETROLEUM CORP NEW	WLL	1,145	26,585	70,841

TOTAL STOCK AND OPTIONS # 111212

1,848,431

2,935,396

MORGAN STANLEY # 111214
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ACORDA THERAPEUTICS INC	ACOR	734	18,735	21,433
ACUTTY BRANDS INC	AYI	175	15,062	19,131
AEGERION PHARMACEUTICAL INC	AEGR	320	27,358	22,707
ALIGN TECHNOLOGY	ALGN	870	27,620	49,712
AMERICAN AIRLIS GROUP INC	AAL	983	11,617	24,821
ANGIE'S LIST INC	ANGI	639	13,880	9,681
ANSYS INC	ANSS	240	8,805	20,928
ARTISAN PARTNERS ASSET MGMT	APAM	654	24,393	42,634
ASPEN TECHNOLOGY INC	AZPN	361	14,670	15,090
ATHENAHEALTH INC	ATHN	113	15,838	15,199
BALLY TECHNOLOGIES INC	BYI	760	14,042	59,622
BUFFALO WILD WINGS	BWLD	282	21,506	41,510
CAVIUM INC	CAVM	1,056	38,610	36,443
CENTENE CORPORATION	CNC	224	14,284	13,205
CHART INDUSTRIES	GTLS	271	20,920	25,918
CHEMTURA CORP	CHMT	667	11,129	18,623
COGNEX CORP	CGNX	1,132	19,735	43,220
COHERENT INC	COHR	627	16,034	46,643
COLFAX CORP	CFX	989	32,383	62,989
CONCUR TECHNOLOGIES INC	CNQR	297	13,729	30,644
CONERSTONE ONDEMAND INC	CSOD	567	23,651	30,228
CUBIST PHARMACEUTICALS INC	CBST	731	31,424	50,344
CYBERONICS CORP	CYBX	440	20,447	28,786
DECKER OUTDOOR CORPORATION	DECK	360	27,117	30,406
DIAMONDBACK ENERGY INC	FANG	272	14,499	14,384
DOMINOS PIZZA INC	DPZ	313	10,615	21,800
ENSTAR GROUP LTD	ESGR	115	12,364	15,975
EVERTEC GROUP LTD	ESGR	605	12,309	14,919
FINISAR COM	FNSR	1,906	32,212	45,592
FORTINET INC	FTNT	1,667	33,937	31,890
FOSTER WHEELER AG COM	FWLT	554	14,539	18,283
THE FRESH MARKET INC	TFM	722	27,511	29,241
GENESCO INC	GCO	839	13,612	61,297
GEO GROUP INC	GEO	1,146	26,430	36,924
GEOSPACE TECHNOLOGIES CORP	GEOS	471	6,260	44,574

MORGAN STANLEY # 111214
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
GLIMCHER REALTY TR	GRT	2,007	21,020	18,786
GULFPORT ENERGY CORP NEW	GPOR	787	21,140	49,683
HAIN CELESTIAL GROUP INC	HAIN	292	19,730	26,508
HEXEL CORP	HXL	782	17,751	34,948
HMS HOLDINGS GROUP	HMSY	1,108	28,283	25,152
HOUGHTON MIFFLIN HARCOURT CO	HMHC	970	15,448	16,451
HUNTSMAN CORP	HUN	2,277	13,049	56,014
INVENSENSE INC	INVN	816	14,702	16,956
IPG PHOTONICS CORP	IPGP	363	18,535	28,172
JETBLUE AIRWAYS CORP	JBLU	2,559	18,400	21,854
LANDSTAR SYSTEM INC	LSTR	463	24,072	26,599
LIFELOCK INC	LOCK	1,317	12,700	21,612
LOUISIANA PACIFIC CORP	LPX	1,257	13,593	23,267
MEDASSETS INC	MDAS	1,942	36,893	38,510
MEDIDATA SOLUTIONS INC	MDSO	1,972	22,080	119,310
MULTIMEDIA GAMES HOLDINGS	MGAM	549	16,149	17,217
MWI VETERINARY SUPPLY INC	MWIV	143	10,398	24,305
NICE SYSTEMS LTD	NICE	295	10,718	12,083
NOODLES & COMPANY	NDLS	548	21,620	19,684
NORTHWEST PIPE CO	NWPX	569	16,576	21,485
OASIS PETROLEUM INC	OAS	785	21,801	36,871
OPENTABLE INC	OPEN	416	28,214	33,018
PACIFIC DRILLING SA	PACD	1,072	11,680	12,285
PAREXEL INTL CORP	PRXL	339	8,067	15,316
PINNACLE ENTMT INC	PNK	617	6,786	16,036
PINNACLE FOODS INC	PF	548	13,374	15,048
PROASSURANCE CP	PRA	353	15,868	17,113
PROOFPOINT INC	PFPT	1,083	30,936	35,923
PTC INC	PTC	1,037	23,632	36,699
QLIK TECHNOLOGIES INC	QLIK	1,184	31,159	31,530
QUAKER CHEMICAL CORP	KWR	263	10,834	20,269
REALPAGE INC	RP	614	13,810	14,355
RTI INTL METALS INC	RTI	809	22,946	27,676
SALIX PHARMACEUTICALS LTD	SLXP	352	11,633	31,659
SEATTLE GENETICS INC	SGEN	553	9,301	22,059

MORGAN STANLEY # 111214
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
SIRONA DENTAL SYSTEMS INC	SIRO	432	17,292	30,326
SOTHEBYS DELAWARE	BID	452	5,770	24,046
STEVEN MADDEN LTD	SHOO	1,159	16,905	42,408
STIFEL FINANCIAL CORP	SF	727	26,259	34,838
SUNEDISON INC	SUNE	1,184	14,196	15,451
TEAM HEALTH HLDGS	TMH	567	19,321	25,827
TENNCO AUTOMOTIVE INC	TEN	275	14,709	15,557
TERADYNE INC	TER	1,308	9,179	23,047
TEREX CP	TEX	1,008	21,934	42,326
TEXAS INDUSTRIES	TXI	400	19,254	27,512
THE PANTRY INC	PTRY	892	11,362	14,968
THERAVANCE INC	THRX	394	14,969	14,046
THERMON GROUP HOLDINGS INC	THR	1,200	27,650	32,796
THORATEC CORP	THOR	1,228	35,543	44,945
TIBCO SOFTWARE INC	TIBX	761	4,887	17,107
TRIMAS CORP	TRS	802	28,642	31,992
TUMI HOLDINGS INC	TUMI	710	14,605	16,011
TWO HARBORS INVESTMENT CORP	TWO	2,142	22,991	19,878
ULTIMATE SOFTWARE GROUP INC	UTLTI	204	22,913	31,257
UMB FINANCIAL CORP	UMBF	247	11,420	15,877
UNITED NATURAL FOODS INC	UNFI	401	21,533	30,231
UNITED THERAPEUTICS CORP	UTHR	711	30,933	80,400
UNIVERSAL ELECTRONICS INC	UEIC	1,009	23,062	38,453
USG CORPORATION	USG	838	14,536	23,782
VEECO INSTRUMENTS INC DEL	VECO	790	26,556	25,999
VITAMIN SHOPPE INC	VSI	1,171	31,163	60,904
WABCO HOLDINGS INC	WBC	498	17,248	46,518
WASTE CONNECTIONS INC	WCN	1,156	23,941	50,436
WHITEWAVE FOODS CORP	WWAV	729	13,660	16,723
ZILLOW INC	Z	310	10,660	25,336
TOTAL STOCK AND OPTIONS # 111214			1,893,268	2,998,246

MORGAN STANLEY # 111213
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ALLSTATE CORP	ALL	2,109	56,474	115,025
AMER INTL GRP	AIG	2,239	86,288	114,301
AMERICAN ELECTRIC POWER CO INC	AEP	2,469	79,768	115,401
ARCHER-DANIELS-MIDLAND CO	ADM	2,636	72,590	114,402
CAPITAL ONE FINL CORP	COF	1,697	72,389	130,007
CENTURYLINK INC	CTL	4,298	154,553	136,891
CHEVRON CORP	CVX	1,150	90,827	143,647
CISCO SYS INC	CSCO	3,858	68,988	86,535
CONOCOPHILLIPS	COP	1,606	67,180	113,464
CVS CAREMARK CORP	CVS	1,969	73,537	140,921
DANAHER CORP DE	DHR	1,633	60,681	126,068
DOVER CORP	DOV	1,289	66,263	124,440
ELI LILLY & CO	LLY	2,274	90,352	115,974
EMC CORP-MASS	EMC	3,520	88,043	88,528
ENSCO PLC	ESV	1,876	109,916	107,270
ENTERGY CORPORATION-NEW	ETR	1,738	145,171	109,963
EXXON MOBIL CORP	XOM	1,179	94,563	119,315
FIFTH THRID BANK CORP	FITB	4,647	59,485	97,726
FLUOR CORP	FLR	1,536	92,542	123,325
FREEMPORT MCMORAN COPPER & GOLD	FCX	3,017	94,257	113,862
GENERAL DYNAMICS CORP	GD	1,350	83,437	128,993
GOLDMAN SACHS GROUP INC	GS	574	79,948	101,747
HARTFORD FIN SERS GRP INC	HIG	2,898	51,368	104,995
INTEL CORP	INTC	4,420	109,536	114,721
JOHNSON & JOHNSON	JNJ	1,297	83,443	118,792
JPMORGAN CHASE & CO	JPM	2,791	102,571	163,218
KIMBERLY CLARK CORP	KMB	1,025	61,877	107,072
KOHL'S CORP	KSS	1,921	99,321	109,017
MARATHON OIL CORP	MRO	3,491	80,531	123,232
MCKESSON CORPORATION	MCK	323	32,794	52,132
MERCK & CO INC NEW	MRK	2,609	98,229	130,580
METLIFE INC	MET	2,639	87,938	142,295
MICRON TECH INC	MU	3,934	57,689	85,565
MICROSOFT CORP	MSFT	3,549	98,486	132,768
MURPHY OIL CORP	MUR	1,706	91,929	110,685

MORGAN STANLEY # 111213
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
NATIONAL OILWELL VARCO INC	NOV	1,527	102,516	121,442
NUCOR CORPORATION	NUE	1,587	62,394	84,714
ORACLE CORP	ORCL	2,714	73,111	103,838
PUBLIC SERVICE ENTERPRISE GP	PEG	3,251	101,378	104,162
SMUCKER JM CO	SJM	973	103,139	100,822
ST JUDE MEDICAL INC	STJ	2,238	86,663	138,644
STANLEY BLACK & DECKER INC	SWK	1,265	91,328	102,073
STAPLES INC	SPLS	4,483	63,567	71,235
STATE STREET CORP	STT	1,749	73,287	128,359
TRAVELERS COMPANIES INC	TRV	755	43,842	68,358
UNITED HEALTH GROUP INC	UNH	1,848	69,630	139,154
V F CORP	VFC	1,892	55,573	117,947
TOTAL STOCK AND OPTIONS # 111213			3,869,392	5,343,625

MORGAN STANLEY # 111215
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ACTAVIS PLC	ACT	642	92,448	107,856
ADOBE SYSTEMS	ADBE	2,196	117,843	131,494
AFFILIATED MGRS GROUP INC	AMG	495	87,179	107,356
ALEXION PHARM INC	ALXN	1,108	140,699	147,235
ALLIANCE DATA SYSTEMS CORP	ADS	741	137,047	194,831
AMAZON COM INC	AMZN	631	139,475	251,636
AON PLC	AON	1,610	127,900	135,063
APPLE INC	AAPL	382	119,308	214,310
ARM HOLDINGS	ARMH	2,343	108,526	128,235
ASML HLDG NV NEW YORK REG	ASML	1,206	112,311	113,002
BAIDU INC	BIDU	428	69,079	76,133
BEST BUY CO	BBY	2,706	93,421	107,915
BIOGEN IDEC INC	BIIB	491	109,015	137,270
BOSTON SCIENTIFIC CORP	BSX	9,276	109,261	111,498
CELGENE CORP	CELG	812	114,578	137,202
CONSTELLATION BRANDS INC	STZ	3,060	150,948	215,363
DELPHI AUTOMOTICE PLC	DLPH	1,775	98,625	106,731
DELTA AIR LINES INC	DAL	4,866	105,516	133,669
DISCOVERY COMMUNICATIONS SER	DISCA	1,623	127,909	146,752
EATON CORP PLC	ETN	1,704	107,503	129,708
FACEBOOK INC	FB	3,243	121,119	177,227
GILEAD SCIENCE	GILD	2,079	91,638	156,133
GOOGLE INC CLASS A	GOOG	260	171,057	291,385
HOME DEPOT INC	HD	1,347	92,118	110,912
INTERCONTINENTAL EXCHANGE GROUP	ICE	933	152,703	209,851
KANSAS CY SOUTHN IND	KSU	1,128	138,810	139,680
LIBERTY GLOBAL PLC	LBTYK	2,045	139,431	172,434
LINKEDIN CORP	LNKD	483	74,386	104,729
MICHAEL KORS HOLDINGS LTD	KORS	1,325	104,677	107,577
MONSANTO CO NEW	MON	881	69,920	102,681
NETFLIX INC	NFLX	310	106,850	114,133
PIONEER NATURAL RESOURCES	PXD	670	84,322	123,327
PRECISION CASTPARTS CORP	PCP	589	87,095	158,618
SALESFORCE.COM INC	CRM	2,191	94,042	120,921
SBA COMMUNICATIONS CORP	SBAC	978	85,446	87,864
SERVICENOW INC	NOW	1,723	80,001	96,505

MORGAN STANLEY # 111215
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
STARBUCKS CORP	SBUX	1,756	74,783	137,653
TJX COS INC	TJC	2,193	98,700	139,760
VANTIV INC	VNTV	3,537	98,085	115,342
VISA INC	V	858	171,369	191,059
TOTAL STOCK AND OPTIONS # 111215			4,405,143	5,691,050

MORGAN STANLEY # 111211
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ALLEGION PUB LTD	ALLE	508	12,884	22,449
AXA S.A.SPONS ADR	AXAHY	1,080	28,275	30,121
BASF SE COMMON STOCK	BASFY	670	49,014	72,219
BHP BILLITON LTD SPONS	BHP	1,590	139,792	108,438
BRITISH AMERICAN TOBACCO	BTI	690	54,275	74,120
BROOKFIELD ASSET MGMT INC	BAM	655	23,761	25,434
CANADIAN NATL RAILWAY CO	CNI	1660	47,157	94,653
CANADIAN NATURAL RES LTD	CNQ	1,685	79,114	57,020
CANADIAN PACIFIC RAILWAY	CP	1,090	74,247	164,939
CORE LABORATORIES N V-USD	CLB	350	23,748	66,833
DIAGEO PLC SPON ADR-NEW	DEO	740	60,028	97,991
EATON CORP	ETN	1053	55,286	80,154
ENSCO PLC	ESV	899	53,383	51,403
ENSIGN ENERGY SVCS INC-CAD	ESVIF	530	11,783	8,353
FINNING INTERNATIONAL INC	FINGF	155	4,029	3,959
INGERSOLL-RAND PUBLIC LTD	IR	1,525	50,117	93,940
MANULIFE FINANCIAL CORP	MFC	605	23,557	11,937
NABORS INDUSTRIES LTD-USD	NBR	3,250	115,773	55,218
NESTLE S A SPONSORED ADR	NSRGY	1,650	81,224	121,424
NOBLE CORPORATION-CHF	NE	2,605	159,760	97,609
NOVARTIS AG ADR	NVS	925	47,536	74,352
PARTNERRE LTD -BMD	PRE	320	23,745	33,738
POTASH CORP SASK INC-	POT	2,205	84,650	72,677
RIO TINTO PLC-GBP	RIO	2215	188,433	124,992
SCHLUMBERGER LTD	SLB	1,145	120,397	103,176
SUNCOR ENERGY INC NEW	SU	1,870	120,684	65,544
TALISMAN ENERGY INC	TLM	1,020	24,395	11,883
TECK RESOURCES LTD CL B	TCK	945	48,691	24,579
TENARIS S A	TS	2,235	121,733	97,647
UBS AG (NEW)	UBS	1,910	51,289	36,766
UNILEVER NV NY SHS-NEW	UN	1,580	53,781	63,563

MORGAN STANLEY # 111211
STOCK AND OPTIONS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
VALE S A SPON ADR	VALE	2,365	93,706	36,066
WEATHERFORD INTERNATIONAL	WFT	4,440	150,720	68,776
YARA INTL ASA-USD	YARIY	55	4,634	2,361
TOTAL STOCK AND OPTIONS # 111211			<u>2,281,599</u>	<u>2,154,334</u>

Lillian S. Wells Foundation, Inc.

**Form 990-PF
For the year ended December 31, 2013**

**Appendix B
Open End Mutual Funds
Mortgage and Asset Backed Securities**

NOTE: totals may differ slightly from the amounts
reported in the body of the Form 990-PF due to
the rounding of each line item to whole dollars.

MORGAN STANLEY # 111207
OPEN END MUTUAL FUNDS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
PIA MBS Bond Fund	PMTGX	65,113.60	598,104	592,532
PIA BBB Bond Fund	PBBBX	15,428.32	154,261	147,340
TOTAL OPEN MUTUAL FUNDS # 111207			752,365	739,872

MORGAN STANLEY # 111216
OPEN END MUTUAL FUNDS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ALLIANZ FX INC SHRS SERIES C	FXICX	103,150	1,283,679	1,257,399
ALLIANZ FIX INC SHS: SERIES M	FXIMX	114,765	1,087,457	1,214,214
TOTAL OPEN MUTUAL FUNDS # 111216			2,371,136	2,471,613

MORGAN STANLEY # 111216
MORTGAGE AND ASSET BACKED SECURITIES
12/31/2013

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
FMNA PL #745580 DTD 9/27/13	31403DJZ3	33,000 00	4,565.00	4,575.00
FMNA PL #AL0527 DTD 3/18/13	3138EGSR6	121,000.00	41,693.00	41,758.00
FHLMC 30 YR GOLD #GO8323 DTD 9/18/13	3128MJLDO	19,000.00	3,511 00	3,492 00
FNMA PL #AB1389 DTD 2/2/11	31416WRK0	244,000	74,729	77,936
FMNA PL #AH5583 DTD 2/9/11	3138A7FZ6	168,000	84,072	88,425
FHLMC 30 YR GOLD #A97047 DTD 2/11/11	312945ZL5	38,000	17,532	18,457
FNMA PL #AL1700 DTD 4/26/13	3138EH3J9	6,000	4,035	3,883
FMNA PL #AB4115 DTD 4/9/12	31417ASD2	250,000	129,262	125,948
FMNA PL #AL1948 DTD 8/7/12	3138EJEW4	195,000	177,425	167,415
FMNA PL #AK9445 DTD 3/13/13	3138EEP78	7,000	4,875	4,721
FMNA PL #AB5472 DTD 6/7/12	31417CCJ2	79,000	58,766	55,671
FMNA PL #AP0495 DTD 10/5/12	3138M3RR7	174,000	170,391	157,987
FMNA PL #AB7079 DTD 11/7/12	31417D2M4	163,000	163,031	147,007
FMNA PL #AB7316 DTD 4/26/13	31417EDW8	1,000	995	927
FMNA PL #AQ7081 DTD 7/10/13	3138MN2P4	3,000	2,787	2,773
FMNA PL #AL3424 DTD 7/10/13	3138EKYW9	1,000	914	911
FMNA PL #AQ9330 DTD 3/11/13	3138MRLL3	1,000	947	896
FMNA PL #MB0221 DTD 12/16/13	3138MTG76	1,000	1,021	1,016
FMNA PL #AR2583 DTD 2/13/13	3138NY2R5	8,000	7,966	7,514
FMNA PL# AR3315 DTD 11/8/13	3138WOVH9	14,000	13,515	13,305
FMNA PL#AR5265 DTD 2/15/13	3138W2Z73	1,000	1,000	923
FMNA PL #AR5858 DTD 9/23/13	3138W3QL0	1,000	926	908
FMNA PL #AT0181 DTD 12/16/13	3138WMFX4	9,000	8,353	8,301
FHLMC 30 YR GOLD #Q16644 DTD 9/18/13	3132J7ZJ4	4,000	3,826	3,826
FMNA PL #AR9902 DTD 8/12/13	3138W8AC6	10,000	9,885	9,722
FHLMC 30 YR GOLD #Q17639 DTD 9/16/13	3132J84ZO	4,000	3,649	3,655
FHLMC 30 YR GOLD #Q17665 DTD 7/10/13	3132J86B1	2,000	1,848	1,839
FMNA PL #AT6306 DTD 12/16/13	3138WUAG8	15,000	15,358	15,288
FMNA PL #AS0203 DTD 8/12/13	3138W9GM6	7,000	6,682	6,536
FMNA PL #AS0203 DTD 12/16/13	3138W9GM6	7,000	6,581	6,536
FMNA PL#AU3751 DTD 10/11/13	3138X3EZ1	14,000	14,344	14,098
FMNA PL # AU7305 DTD 8/26/13	3138X7DK6	16,000	16,423	16,385
FMNA PL #AS0415 DTD 9/18/13	3138W9N97	11,000	11,198	11,101
FMNA PL #AU2933 DTD 9/16/13	3138X2HK3	4,000	3,943	3,947

TOTAL MORTGAGE AND ASSET BACKED SECURITIES # 111216

1,066,048	1,027,682
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MORGAN STANLEY # 111212
EXCHANGE TRADED & CLOSED-END FUNDS
12/31/2013

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
MAIN STREET CAPITAL CORP °	MAIN	599	18,082	19,581
TOTAL EXCHANGE TRADED & CLOSED ENDED FUNDS # 111212			18,082	19,581

Lillian S. Wells Foundation, Inc.

**Form 990-PF
For the year ended December 31, 2013**

**Appendix C
Corporate and Foreign Bonds
Other Securities and U.S. Obligations**

NOTE: totals may differ slightly from the amounts
reported in the body of the Form 990-PF due to
the rounding of each line item to whole dollars.

MORGAN STANLEY # 111207
TREASURY SECURITIES
12/31/2013

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
UNITED STATES TREASURY NOTE	912828SK7	248,000	248,524	248,513
UNITED STATES TREASURY NOTE	912828EE6	371,000	404,703	394,696
UNITED STATES TREASURY NOTE	912828FY1	390,000	445,455	432,900
UNITED STATES TREASURY NOTE	912828MP2	224,000	240,435	243,811
UNITED STATES TREASURY NOTE	912828SV3	101,000	102,148	93,393
UNITED STATES TREASURY NOTE	912828VS6	152,000	149,845	145,967
TOTAL TREASURY SECURITIES # 111207			1,591,110	1,559,280

MORGAN STANLEY # 111207
MORTGAGE AND ASSET BACKED SECURITIES
12/31/2013

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
FED NATL MTG ASSN	31398AZV7	380,000.00	387,344	388,311
FED HOME LN MTG CORP	3137EACH0	336,000.00	345,526	345,825
FED HOME LN MTG CORP	3137EACM9	390,000.00	399,287	399,095
TOTAL MORTGAGE AND ASSET BACKED SECURITIES # 111207			1,132,157	1,133,231

MORGAN STANLEY # 111207
TREASURY SECURITIES
12/31/2013

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
UNITED STATES TREASURY NOTE	912828SK7	248,000	248,524	248,513
UNITED STATES TREASURY NOTE	912828EE6	371,000	404,703	394,696
UNITED STATES TREASURY NOTE	912828FY1	390,000	445,455	432,900
UNITED STATES TREASURY NOTE	912828MP2	224,000	240,435	243,811
UNITED STATES TREASURY NOTE	912828SV3	101,000	102,148	93,393
UNITED STATES TREASURY NOTE	912828VS6	152,000	149,845	145,967
TOTAL TRESURY SECURITIES # 111207			1,591,110	1,559,280

MORGAN STANLEY # 111207
MORTGAGE AND ASSET BACKED SECURITIES
12/31/2013

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
FED NATL MTG ASSN	31398AZV7	380,000.00	387,344	388,311
FED HOME LN MTG CORP	3137EACH0	336,000.00	345,526	345,825
FED HOME LN MTG CORP	3137EACM9	390,000.00	399,287	399,095
TOTAL MORTGAGE AND ASSET BACKED SECURITIES # 111207			1,132,157	1,133,231

MORGAN STANLEY # 111216
TREASURY SECURITIES
12/31/2013

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
US TREASURY NOTE	912828TWO	441,000	440,989	433,009
US TREASURY NOTE	912828UF5	272,000	267,879	256,890
US TREASURY NOTE	912828RR3	209,000	211,589	199,480
US TREASURY NOTE-INFLATION INDEXED	912828TEO	382,000	418,076	371,648
US TREASURY NOTE	912828UN8	189,000	189,143	175,328
US TREASURY BOND- INFLATION INDEXED	912810FR4	78,000	115,017	111,094
US TREASURY BOND- INFLATION INDEXED	912810PV4	24,000	34,119	28,647
US TREASURY BOND- INFLATION INDEXED	912810PZ5	129,000	199,666	164,916
TOTAL TREASURY SECURITIES # 111216			1,876,478	1,741,012

MORGAN STANLEY # 111207
CORPORATE BONDS
12/31/2013

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
VERIZON COMMUNICATIONS	92343VBD5	147,000	146,924	150,410
JP MORGAN CHASE & CO	46625HJL5	139,000	150,029	151,776
GENERAL ELECTRIC CAPITAL CORP	36962G2G8	132,000	128,421	146,905
WACHOVIA CORP	92976WBH8	129,000	150,264	148,747
GOLDMAN SACHS GROUP	38141GFM1	141,000	152,279	161,682
UNITED TECHNOLOGIES CORP	913017BV0	140,000	150,161	136,889
AT&T	00206RAM4	126,000	129,393	143,087
TARGET CORP	87612EAV8	136,000	152,525	143,377
THERMO FISHER SCIENTIFIC	883556AZ5	147,000	151,825	145,683
TOTAL CORPORATE BONDS # 111207			1,311,821	1,328,556

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
LILLIAN S. WELLS FOUNDATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

RESOLVED, that the Articles of Incorporation of this corporation be, and they hereby are, amended to replace section (1), which shall read as follows:

"(1) The number of persons constituting the Board of Directors of this corporation shall be four (4)"

SECOND: Date of adoption:

February 25, 2013.

THIRD: Adoption of Amendment:

There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

Lillian S. Wells Foundation, Inc.
Corporation Name

Barbara S. Wells
Signature of Chairman, Vice Chairman, President or other officer

Barbara S. Wells
Typed or printed name

President
Title *Date*

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

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

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

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

Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions.
File by the due date for filing your return. See instructions	Employer identification number (EIN) or
	LILLIAN S. WELLS FOUNDATION, INC.
	23-7433827
	Number, street, and room or suite no. If a P.O. box, see instructions
	600 SAGAMORE ROAD
	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.
	FORT LAUDERDALE, FL 33301

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

0 4

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

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

J. PALMIERI

• The books are in the care of **600 SAGAMORE ROAD - FORT LAUDERDALE, FL 33301**

Telephone No. **954-712-9912**

Fax No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

THE FOUNDATION IS REQUESTING AN ADDITIONAL 3 MONTH EXTENSION DUE TO THE RETURN NOT BEING REVIEWED AND APPROVED BY THE FOUNDATION'S LEGAL TEAM AND THE FOUNDATION'S BOARD OF DIRECTORS.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	52,300.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	52,300.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **J. Palmieri, CPA**

Title **CERTIFIED PUBLIC ACCOUNTANT**

Date **7/22/2014**

Form 8868 (Rev. 1-2014)