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

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

Jones/Lippincott Family Foundation
c/o S. Roth (ML&B), 1701 Market St
Philadelphia, PA 19103

A Employer identification number: 25-6678655

B Telephone number (see the instructions): 215-963-4659

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 1,841,237.

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

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

	Line	(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 (att sch)	245.			
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	33,222.	33,222.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	52,625.			
	b Gross sales price for all assets on line 6a 261,245.				
	7 Capital gain net income (from Part IV, line 2)		52,625.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	86,092.	85,847.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 1	5,600.	2,800.		2,800.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 2	6,432.	3,234.		3,198.
	17 Interest	130.			
	18 Taxes (attach schedule)(see instrs) See Stm 3	6,616.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,778.	6,034.		5,998.
	25 Contributions, gifts, grants paid Part XV	57,268.			57,268.
	26 **Total expenses and disbursements.** Add lines 24 and 25	76,046.	6,034.	0.	63,266.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	10,046.			
	b **Net investment income** (if negative, enter -0-)		79,813.		
	c **Adjusted net income** (if negative, enter -0-)			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	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	29,201.	63,934.	63,934.
	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 sch) ►			
		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 (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 4	1,271,405.	1,275,219.	1,777,303.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment. basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,300,606.	1,339,153.	1,841,237.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► See Statement 5)		1.	
	23	**Total liabilities** (add lines 17 through 22)	0.	1.	
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 ► X **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	59,494.	59,494.	
	28	Paid-in or capital surplus, or land, building, and equipment fund	1,401.	1,401.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,239,711.	1,278,257.	
	30	**Total net assets or fund balances** (see instructions)	1,300,606.	1,339,152.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,300,606.	1,339,153.	

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	1,300,606.
2	Enter amount from Part I, line 27a	2	10,046.
3	Other increases not included in line 2 (itemize) ► See Statement 6	3	28,500.
4	Add lines 1, 2, and 3	4	1,339,152.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,339,152.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 7			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
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	52,625.
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	0.

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 (column (b) divided by column (c))
2012	66,483.	1,396,112.	0.047620
2011	65,466.	1,427,360.	0.045865
2010	13,271.	1,370,025.	0.009687
2009	12,077.	656,656.	0.018392
2008	71,686.	847,774.	0.084558

2	**Total** of line 1, column (d)	2	0.206122
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	0.041224
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,637,378.
5	Multiply line 4 by line 3	5	67,499.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	798.
7	Add lines 5 and 6	7	68,297.
8	Enter qualifying distributions from Part XII, line 4	8	63,266.

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)

1 a	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 instrs)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	1,596.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,596.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,596.
6	Credits/Payments:		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	36.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	1,632.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► Refunded ►	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1 a	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 the instructions for 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 ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4 a	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	N/A	
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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	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 ► Francis J. Mirabello Telephone no. ► 215-963-5248

Located at ► 1701 Market St., Phila., PA Philadelphia PA ZIP + 4 ► 19103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here . N/A . ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			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
1 a	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)?		1 b	N/A	
	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?		1 c		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 ► 20__ , 20__ , 20__ , 20__ .				
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.)		2 b	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 ► 20__ , 20__ , 20__ , 20__ .				
3 a	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.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		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**	N/A	
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 (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 Statement 8		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				

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

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

3 Five highest-paid independent contractors for professional services (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		

Total number of others receiving over $50,000 for professional services	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	1,631,504.
b	Average of monthly cash balances	1b	30,809.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,662,313.
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	1,662,313.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	24,935.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,637,378.
6	**Minimum investment return.** Enter 5% of line 5	6	81,869.

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	81,869.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,596.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,596.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	80,273.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	80,273.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	80,273.

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	63,266.
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	
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	63,266.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	63,266.

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				80,273.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			56,268.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 63,266.				
a Applied to 2012, but not more than line 2a			56,268.	
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				6,998.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				73,275.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

Elizabeth H. Lippincott

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 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 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 Statement 9				
Total			► **3a**	57,268.
***b** Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	33,222.	
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	52,625.	
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)				85,847.	

13 Total. Add line 12, columns (b), (d), and (e) 13 85,847.

(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)
N/A	

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	**1 a (1)**		X
(2) Other assets	**1 a (2)**		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4) Reimbursement arrangements	**1 b (4)**		X
(5) Loans or loan guarantees	**1 b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		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
N/A			

2 a 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
N/A		

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

RJ Roger J. Jones | 5-14-2014 | Trustee

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
Sheryl F. Roth	[signature]	5/7/2014		P01252276
Firm's name ► Morgan, Lewis & Bockius LLP			Firm's EIN ► 23-0891050	
Firm's address ► 1701 Market Street Philadelphia, PA 19103-2921			Phone no (215) 963-5000	

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Morgan Lewis & Bokius	$ 5,600.	$ 2,800.		$ 2,800.
Total	$ 5,600.	$ 2,800.	$ 0.	$ 2,800.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADR Fees	$ 37.	$ 37.		
Charles Schwab	6,395.	3,197.		$ 3,198.
Total	$ 6,432.	$ 3,234.	$ 0.	$ 3,198.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	$ 492.			
United States Treasury	6,124.			
Total	$ 6,616.	$ 0.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
	Cost	$ 1,275,219.	$ 1,777,303.
	Total	$ 1,275,219.	$ 1,777,303.

Statement 5
Form 990-PF, Part II, Line 22
Other Liabilities

Rounding	1.
Total	$ 1.

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

Checks written in 2013 but not cashed until 2014	$	28,500.
Total	$	28,500.

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	250 shares Whirlpool	Purchased	4/26/2012	3/04/2013
2	600 shares Coach	Purchased	8/02/2012	9/30/2013
3	450 shares Emerson Electric	Purchased	4/04/2012	6/05/2013
4	1,800 shares Keycorp	Purchased	4/04/2012	11/01/2013
5	100 shares Teva Pharmaceutical	Purchased	4/27/2011	1/18/2013
6	200 shares Vanguard	Purchased	6/15/2012	12/20/2013
7	100 shares Apache	Purchased	6/09/2010	4/22/2013
8	250 shares Emerson Electric	Purchased	2/19/2010	6/05/2013
9	150 shares Fedex	Purchased	2/19/2010	12/20/2013
10	600.89 shares Mairs and Power Growth Fd	Purchased	10/26/2009	6/05/2013
11	600 shares Microsoft	Purchased	2/19/2010	1/18/2013
12	250 shares Teva Pharmaceutical	Purchased	2/19/2010	1/18/2013

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	29,317.		16,513.	12,804.				$ 12,804.
2	32,680.		29,683.	2,997.				2,997.
3	25,561.		23,152.	2,409.				2,409.
4	22,545.		14,977.	7,568.				7,568.
5	3,784.		4,625.	-841.				-841.
6	21,762.		14,989.	6,773.				6,773.
7	6,910.		10,503.	-3,593.				-3,593.
8	14,200.		11,962.	2,238.				2,238.
9	21,157.		12,252.	8,905.				8,905.
10	57,552.		38,073.	19,479.				19,479.
11	16,318.		17,249.	-931.				-931.
12	9,459.		14,642.	-5,183.				-5,183.
							Total	$ 52,625.

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Elizabeth H. Lippincott 6112 Ensley Drive Flourtown, PA 19031	Trustee 0	$ 0.	$ 0.	$ 0.

Statement 8 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Roger Livingston Jones P.O. Box 371 Jamestown, RI 02835	Trustee 0	$ 0.	$ 0.	$ 0.
Edith Bolling Jones Box 93, Manapouri Soughland, New Zealand	Trustee 0	0.	0.	0.
Hadley Jones Ferguson 6112 Ensley Drive Flourtown, PA 19031	Trustee 0	0.	0.	0.
Elizabeth L. Edie 86 Windsor Road Nedham, MA 02491	Trustee 0	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Bancroft School 110 Shore Drive Worcester, MA 01605	N/A	Public	Education assistance	$ 500.
SCH Academy 500 West Willow Grove Avenue Philadelphia, PA 19118	N/A	Public	General purposes	3,000.
Philabundance 3616 South Galloway Street Philadelphia, PA 19148	N/A	Public	General purposes	10,756.
Camp Dudley YMCA 126 Camp Dudley Road Westport, NY 12993	N/A	Public	General purposes	500.
Nature Conservancy 99 Bedford Street, 5th Floor Boston, MA 02111	N/A	Public	General purposes	10,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Juvenile Diabetes Research Foundation 60 Walnut Street Wellesley Hills, MA 02481	N/A	Public	General purposes	$ 3,000.
Squashbusters 795 Columbus Avenue Roxbury Crossing, MA 02120	N/A	Public	General purposes	1,000.
Foundation Cristosol 9641 Carousel Center Drive Syracuse, NY 13290	N/A	Public	General purposes	2,000.
Habitat for Humanity 111 Park Avenue Worcester, MA 01609	N/A	Public	General purposes	1,000.
Barton Center for Diabetes Education 30 Ennis Road North Oxford, MA 01537	N/A	Public	General purposes	1,000.
University of Pennsylvania 3451 Walnut Street Philadelphia, PA 19104	N/A	Public	General purposes	4,000.
Saint Georges School P O Box 1910 Newport, RI 02840	N/A	Public	General purposes	500.
Brooks School 1160 Great Pond Road Nort Andover, MA 01845	N/A	Public	General purposes	500.
Sweet Briar College 134 Chapel Road Sweet Briar, VA 24595	N/A	Public	General purposes	1,756.
City Squash 602 East 187th Street #204 Bronx, NY 10458	N/A	Public	General purposes	1,000.
Children's Hospital of Philadelphia Civic Center Blvd Philadelphia, PA 19104	N/A	Public	General Purposes	1,000.
Greater Boston Foodbank 70 S. Bay Avenue Boston, MA 02118	N/A	Public	General Purposes	8,756.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Be Like Brit 62 Vista Circle Holden, MA 01520	N/A	Public	General Purposes	$ 1,000.
The edCamp FOundation PMB 7383 2711 Centerville Rd (120) Wilmington, DE 19808	N/A	Public	General Purposes	5,000.
Northeastern University 360 Huntington Avenue Boston, MA 02115	N/A	Public	General Purposes	500.
U.S. Coast Guard Foundation 394 Taugwonk Road Stonington, CT 06378	N/A	Public	General Purposes	500.
			Total	$ 57,268.

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Schwab One® Trust Account of
E EDIE & E JONES TTEE
JONES/LIPPINCOTT FAMILY
FOUNDATION U/A DTD 10/29/1999

Account Number 1861-2420

Statement Period December 1-31, 2013

Income Summary	This Period: Federally Tax-Exempt	This Period: Federally Taxable	Year to Date: Federally Tax-Exempt	Year to Date: Federally Taxable
Money Funds Dividends	0.00	0.00	0.00	2.38
Cash Dividends	0.00	5,148.93	0.00	32,727.87
Total Income	0.00	5,148.93	0.00	32,730.25

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	1,364.60	<1%
Total Cash	1,364.60	<1%

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB US TREAS MONEY FD: SWUXX	62,569.3600	1.0000	62,569.36	0.00%	3%
Total Money Market Funds [Sweep]			62,569.36		3%
Total Cash & Money Market [Sweep]			63,933.96		3%

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
AETNA INC NEW	600.0000	68.5900	41,154.00	2%	12,988.25	1.16%	480.00
SYMBOL: AET	600.0000	46.9429	28,165.75	01/18/13	12,988.25	347	Short-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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INSTITUTIONAL

Schwab One® Trust Account of
E EDIE & E JONES TTEE
JONES/LIPPINCOTT FAMILY
FOUNDATION U/A DTD 10/29/1999

Account Number
1861-2420

Statement Period
December 1-31, 2013

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ANADARKO PETROLEUM CORP	**450.0000**	**79.3200**	**35,694.00**	**2%**	**4,758.10**	**0.90%**	**324.00**
SYMBOL: APC	350.0000	65.7215	23,002.55	08/02/12	4,759.45	516	Long-Term
	100.0000	79.3335	7,933.35	12/20/13	(1.35)	11	Short-Term
Cost Basis			*30,935.90*				
APPLE INC	**50.0000**	**561.0200**	**28,051.00**	**2%**	**2,334.42**	**2.17%**	**610.00**
SYMBOL: AAPL	25.0000	456.9152	11,422.88	02/03/12	2,602.62	697	Long-Term
	25.0000	571.7480	14,293.70	06/15/12	(268.20)	564	Long-Term
Cost Basis			*25,716.58*				
AUTO DATA PROCESSING	**350.0000**	**80.7990**	**28,279.65**	**2%**	**13,748.04**	**2.15%**	**609.00**
SYMBOL: ADP	100.0000	41.5186	4,151.86	02/19/10	3,928.04	1411	Long-Term
	100.0000	41.5190	4,151.90	02/19/10	3,928.00	1411	Long-Term
	150.0000	41.5190	6,227.85	02/19/10	5,892.00	1411	Long-Term
Cost Basis			*14,531.61*				***Accrued Dividend: 168.00***
BECTON DICKINSON & CO	**400.0000**	**110.4900**	**44,196.00**	**2%**	**13,795.97**	**1.97%**	**872.00**
SYMBOL: BDX	200.0000	77.5080	15,501.60	02/19/10	6,596.40	1411	Long-Term
	200.0000	74.4921	14,898.43	08/02/12	7,199.57	516	Long-Term
Cost Basis			*30,400.03*				
BRISTOL-MYERS SQUIBB CO	**400.0000**	**53.1500**	**21,260.00**	**1%**	**8,259.85**	**2.63%**	**560.00**
SYMBOL: BMY	400.0000	32.5003	13,000.15	08/02/12	8,259.85	516	Long-Term
C V S CAREMARK CORP	**400.0000**	**71.5700**	**28,628.00**	**2%**	**14,948.40**	**1.25%**	**360.00**
SYMBOL: CVS	400.0000	34.1990	13,679.60	02/19/10	14,948.40	1411	Long-Term
CARNIVAL CORP NEW F	**1,100.0000**	**40.1700**	**44,187.00**	**2%**	**8,761.35**	**2.48%**	**1,100.00**
PAIRED STK	1,100.0000	32.2051	35,425.65	06/05/13	8,761.35	209	Short-Term
SPECIAL VTG TR							
SYMBOL: CCL							

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CATERPILLAR INC	**300.0000**	**90.8100**	**27,243.00**	**1%**	**1,914.86**	**2.64%**	**720.00**
SYMBOL: CAT	300.0000	84.4271	25,328.14	04/25/13	1,914.86	250	Short-Term
CHEVRON CORPORATION	**250.0000**	**124.9100**	**31,227.50**	**2%**	**5,364.30**	**3.20%**	**1,000.00**
SYMBOL: CVX	250.0000	103.4528	25,863.20	11/20/12	5,364.30	406	Long-Term
COGNIZANT TECH SOL CL A	**500.0000**	**100.9800**	**50,490.00**	**3%**	**16,879.12**	**0.00%**	**0.00**
SYMBOL: CTSH	300.0000	73.4579	22,037.38	04/26/12	8,256.62	614	Long-Term
	100.0000	59.6595	5,965.95	06/15/12	4,132.05	564	Long-Term
	100.0000	56.0755	5,607.55	08/02/12	4,490.45	516	Long-Term
Cost Basis			*33,610.88*				
COMERICA INCORPORATED	**800.0000**	**47.5400**	**38,032.00**	**2%**	**13,321.45**	**1.43%**	**544.00**
SYMBOL: CMA	800.0000	30.8881	24,710.55	10/12/12	13,321.45	445	Long-Term
						Accrued Dividend: 136.00	
DANAHER CORP DEL	**400.0000**	**77.2000**	**30,880.00**	**2%**	**12,059.15**	**0.12%**	**40.00**
SYMBOL: DHR	150.0000	43.3910	6,508.65	08/24/11	5,071.35	860	Long-Term
	250.0000	49.2488	12,312.20	11/14/11	6,987.80	778	Long-Term
Cost Basis			*18,820.85*			***Accrued Dividend: 10.00***	
DIAGEO PLC NEW ADR F	**200.0000**	**132.4200**	**26,484.00**	**1%**	**13,230.60**	**2.86%**	**757.51**
SPONSORED ADR 1 ADR REPS 4 ORD SYMBOL: DEO	200.0000	66.2670	13,253.40	02/19/10	13,230.60	1411	Long-Term
DU PONT E I DE NEMOUR&CO	**600.0000**	**64.9700**	**38,982.00**	**2%**	**9,138.65**	**2.77%**	**1,080.00**
SYMBOL: DD	600.0000	49.7389	29,843.35	06/15/12	9,138.65	564	Long-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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INSTITUTIONAL

Schwab One® Trust Account of
E EDIE & E JONES TTEE
JONES/LIPPINCOTT FAMILY
FOUNDATION U/A DTD 10/29/1999

Account Number
1861-2420

Statement Period
December 1-31, 2013

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
E M C CORP MASS	**1,300.0000**	**25.1500**	**32,695.00**	**2%**	**134.25**	**1.59%**	**520.00**
SYMBOL: EMC	600.0000	25.9229	15,553.75	08/02/12	(463.75)	516	Long-Term
	300.0000	24.5068	7,352.05	11/08/12	192.95	418	Long-Term
	400.0000	24.1373	9,654.95	01/18/13	405.05	347	Short-Term
Cost Basis			*32,560.75*				
EXPRESS SCRIPTS HLDG CO	**500.0000**	**70.2400**	**35,120.00**	**2%**	**9,146.55**	**0.00%**	**0.00**
SYMBOL: ESRX	100.0000	51.9469	5,194.69	11/20/12	1,829.31	406	Long-Term
	200.0000	51.9469	10,389.38	11/20/12	3,658.62	406	Long-Term
	200.0000	51.9469	10,389.38	11/20/12	3,658.62	406	Long-Term
Cost Basis			*25,973.45*				
EXXON MOBIL CORPORATION	**500.0000**	**101.2000**	**50,600.00**	**3%**	**11,023.05**	**2.49%**	**1,260.00**
SYMBOL: XOM	200.0000	65.9390	13,187.80	02/19/10	7,052.20	1411	Long-Term
	300.0000	87.9638	26,389.15	11/08/12	3,970.85	418	Long-Term
Cost Basis			*39,576.95*				
GENERAL ELECTRIC COMPANY	**1,900.0000**	**28.0300**	**53,257.00**	**3%**	**18,764.05**	**2.71%**	**1,444.00**
SYMBOL: GE	850.0000	16.1390	13,718.15	02/19/10	10,107.35	1411	Long-Term
	1,050.0000	19.7855	20,774.80	04/04/12	8,656.70	636	Long-Term
Cost Basis			*34,492.95*				***Accrued Dividend: 418.00***
GOOGLE INC CLASS A	**50.0000**	**1,120.7100**	**56,035.50**	**3%**	**24,233.05**	**0.00%**	**0.00**
SYMBOL: GOOG	50.0000	636.0490	31,802.45	04/04/12	24,233.05	636	Long-Term
INTL BUSINESS MACHINES	**100.0000**	**187.5700**	**18,757.00**	**1%**	**6,049.10**	**2.02%**	**380.00**
SYMBOL: IBM	100.0000	127.0790	12,707.90	02/19/10	6,049.10	1411	Long-Term
JOHNSON & JOHNSON	**250.0000**	**91.5900**	**22,897.50**	**1%**	**6,965.25**	**2.88%**	**660.00**
SYMBOL: JNJ	250.0000	63.7290	15,932.25	02/19/10	6,965.25	1411	Long-Term

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Schwab One® Trust Account of
E EDIE & E JONES TTEE
JONES/LIPPINCOTT FAMILY
FOUNDATION U/A DTD 10/29/1999

Account Number
1861-2420

Statement Period
December 1-31, 2013

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
JPMORGAN CHASE & CO	**800.0000**	**58.4800**	**46,784.00**	**3%**	**12,940.65**	**2.59%**	**1,216.00**
SYMBOL: JPM	400.0000	40.0290	16,011.60	02/19/10	7,380.40	1411	Long-Term
	400.0000	44.5793	17,831.75	04/04/12	5,560.25	636	Long-Term
Cost Basis			*33,843.35*				
KEYCORP INC NEW	**1,800.0000**	**13.4200**	**24,156.00**	**1%**	**9,179.13**	**1.63%**	**396.00**
SYMBOL: KEY	1,800.0000	8.3204	14,976.87	04/04/12	9,179.13	636	Long-Term
LOWES COMPANIES INC	**350.0000**	**49.5500**	**17,342.50**	**<1%**	**9,264.85**	**1.45%**	**252.00**
SYMBOL: LOW	350.0000	23.0790	8,077.65	02/19/10	9,264.85	1411	Long-Term
MC DONALDS CORP	**300.0000**	**97.0300**	**29,109.00**	**2%**	**(446.05)**	**3.33%**	**972.00**
SYMBOL: MCD	300.0000	98.5168	29,555.05	04/05/12	(446.05)	635	Long-Term
NIKE INC CLASS B	**500.0000**	**78.6400**	**39,320.00**	**2%**	**17,189.05**	**1.06%**	**420.00**
SYMBOL: NKE	100.0000	44.2619	4,426.19	06/29/12	3,437.81	550	Long-Term
	200.0000	44.2619	8,852.38	06/29/12	6,875.62	550	Long-Term
	200.0000	44.2619	8,852.38	06/29/12	6,875.62	550	Long-Term
Cost Basis			*22,130.95*			***Accrued Dividend: 120.00***	
NORDSTROM INC	**600.0000**	**61.8000**	**37,080.00**	**2%**	**4,693.25**	**1.94%**	**720.00**
SYMBOL: JWN	600.0000	53.9779	32,386.75	03/07/13	4,693.25	299	Short-Term
NOVARTIS A G SPON ADR F	**300.0000**	**80.3800**	**24,114.00**	**1%**	**9,462.30**	**3.01%**	**727.94**
SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: NVS	300.0000	48.8390	14,651.70	06/16/10	9,462.30	1294	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
PEPSICO INCORPORATED	**400.0000**	**82.9400**	**33,176.00**	**2%**	**6,071.90**	**2.73%**	**908.00**
SYMBOL: PEP	150.0000	63.8010	9,570.15	08/24/11	2,870.85	860	Long-Term
	50.0000	70.1358	3,506.79	10/12/12	640.21	445	Long-Term
	200.0000	70.1358	14,027.16	10/12/12	2,560.84	445	Long-Term
Cost Basis			*27,104.10*				***Accrued Dividend: 227.00***
PRAXAIR INC	**300.0000**	**130.0300**	**39,009.00**	**2%**	**13,093.45**	**1.84%**	**720.00**
SYMBOL: PX	200.0000	77.0680	15,413.60	02/19/10	10,592.40	1411	Long-Term
	100.0000	105.0195	10,501.95	06/15/12	2,501.05	564	Long-Term
Cost Basis			*25,915.55*				
PROCTER & GAMBLE	**400.0000**	**81.4100**	**32,564.00**	**2%**	**6,299.25**	**2.95%**	**962.40**
SYMBOL: PG	200.0000	63.3490	12,669.80	02/19/10	3,612.20	1411	Long-Term
	200.0000	67.9747	13,594.95	10/12/12	2,687.05	445	Long-Term
Cost Basis			*26,264.75*				
ROBERT HALF INTL	**900.0000**	**41.9900**	**37,791.00**	**2%**	**14,319.34**	**1.52%**	**576.00**
SYMBOL: RHI	600.0000	25.4810	15,288.61	10/11/12	9,905.39	446	Long-Term
	300.0000	27.2768	8,183.05	11/08/12	4,413.95	418	Long-Term
Cost Basis			*23,471.66*				
ROCHE HLDG LTD SPON ADRF	**800.0000**	**70.2000**	**56,160.00**	**3%**	**21,391.05**	**0.00%**	**0.00**
1 ADR REPS 1/4	200.0000	43.4312	8,686.24	04/04/12	5,353.76	636	Long-Term
GENUSSHEIN ORD	600.0000	43.4711	26,082.71	04/04/12	16,037.29	636	Long-Term
SYMBOL: RHHBY							
Cost Basis			*34,768.95*				
ROWE T PRICE GROUP INC	**400.0000**	**83.7700**	**33,508.00**	**2%**	**8,151.37**	**1.81%**	**608.00**
SYMBOL: TROW	400.0000	63.3915	25,356.63	04/26/12	8,151.37	614	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
SCHLUMBERGER LTD F	**400.0000**	**90.1100**	**36,044.00**	**2%**	**9,748.65**	**1.38%**	**500.00**
SYMBOL: SLB	400.0000	65.7383	26,295.35	06/15/12	9,748.65	564	Long-Term
							Accrued Dividend: 125.00
SPECTRA ENERGY CORP	**900.0000**	**35.6200**	**32,058.00**	**2%**	**7,321.08**	**3.42%**	**1,098.00**
SYMBOL: SE	400.0000	25.5586	10,223.47	08/24/11	4,024.53	860	Long-Term
	500.0000	29.0269	14,513.45	10/12/12	3,296.55	445	Long-Term
Cost Basis			*24,736.92*				
STATE STREET CORP	**700.0000**	**73.3900**	**51,373.00**	**3%**	**21,230.10**	**1.41%**	**728.00**
SYMBOL: STT	50.0000	46.6990	2,334.95	02/19/10	1,334.55	1411	Long-Term
	300.0000	46.6990	14,009.70	02/19/10	8,007.30	1411	Long-Term
	350.0000	39.4235	13,798.25	08/02/12	11,888.25	516	Long-Term
Cost Basis			*30,142.90*				
TAIWAN SEMICONDUCTR ADRF	**3,600.0000**	**17.4400**	**62,784.00**	**3%**	**(1,108.85)**	**2.87%**	**1,803.90**
SPONSORED ADR	1,500.0000	18.7925	28,188.85	06/05/13	(2,028.85)	209	Short-Term
1 ADR REPS 5 ORD	200.0000	16.8897	3,377.95	07/18/13	110.05	166	Short-Term
SYMBOL: TSM	1,900.0000	17.0137	32,326.05	09/30/13	809.95	92	Short-Term
Cost Basis			*63,892.85*				
UNILEVER PLC ADR NEW F	**350.0000**	**41.2000**	**14,420.00**	**<1%**	**4,092.79**	**3.57%**	**514.92**
SPONSORED ADR	50.0000	29.5050	1,475.25	11/17/10	584.75	1140	Long-Term
1 ADR REP 1 ORD	100.0000	29.5063	2,950.63	11/17/10	1,169.37	1140	Long-Term
SYMBOL: UL	100.0000	29.5066	2,950.66	11/17/10	1,169.34	1140	Long-Term
	100.0000	29.5067	2,950.67	11/17/10	1,169.33	1140	Long-Term
Cost Basis			*10,327.21*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
UNITED TECHNOLOGIES CORP	**400.0000**	**113.8000**	**45,520.00**	**2%**	**16,963.65**	**2.07%**	**944.00**
SYMBOL: UTX	200.0000	68.4590	13,691.80	02/19/10	9,068.20	1411	Long-Term
	200.0000	74.3227	14,864.55	06/15/12	7,895.45	564	Long-Term
Cost Basis			*28,556.35*				
VISA INC CL A	**175.0000**	**222.6800**	**38,969.00**	**2%**	**26,189.00**	**0.71%**	**280.00**
CLASS A	125.0000	72.3084	9,038.55	05/25/10	18,796.45	1316	Long-Term
SYMBOL: V	50.0000	74.8290	3,741.45	07/22/10	7,392.55	1258	Long-Term
Cost Basis			*12,780.00*				
3M COMPANY	**300.0000**	**140.2500**	**42,075.00**	**2%**	**15,844.25**	**1.81%**	**762.00**
SYMBOL: MMM	300.0000	87.4358	26,230.75	06/15/12	15,844.25	564	Long-Term
Total Equities	**26,075.0000**		**1,557,506.65**	**65.85%**	**459,708.02**		**28,429.67**
		Total Cost Basis:	***1,097,798.63***		[illegible]		

Total Accrued Dividend for Equities: 1,204.00

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

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DUPLICATE STATEMENT

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Investment Detail - Other Assets

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
DIGITAL REALTY TRUST INC	**700.0000**	**49.1200**	**34,384.00**	**2%**	**(6,030.68)**		
REIT	500.0000	61.5399	30,769.95	11/08/12	(6,209.95)	418	Long-Term
SYMBOL: DLR	200.0000	48.2236	9,644.73	11/01/13	179.27	60	Short-Term
Cost Basis			*40,414.68*			***Accrued Dividend: 546.00***	
VANGUARD FTSE EMERGING	**2,100.0000**	**41.1400**	**86,394.00**	**5%**	**2,940.20**		
MARKETS ETF	1,000.0000	39.4211	39,421.10	02/03/10	1,718.90	1427	Long-Term
SYMBOL: VWO	300.0000	43.2578	12,977.35	04/05/12	(635.35)	635	Long-Term
	800.0000	38.8191	31,055.35	06/15/12	1,856.65	564	Long-Term
Cost Basis			*83,453.80*				
VANGUARD MID CAP	**900.0000**	**110.0200**	**99,018.00**	**5%**	**45,465.66**		
SYMBOL: VO	900.0000	59.5026	53,552.34	02/03/10	45,465.66	1427	Long-Term
Total Other Assets	**3,700.0000**		**219,796.00**	**12%**	**42,375.18**		
		Total Cost Basis:	*177,420.82*				

Total Accrued Dividend for Other Assets: 546.00

Total Investment Detail	**1,841,236.61**
Total Account Value	**$ 1,841,236.61**
Total Cost Basis	**$ 1,275,219.45**
+ Cash + MMF	6393396
	$1339,15341

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