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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE DONALD B. AND DOROTHY L. STABLER FOUNDATION		A Employer identification number 26-3598470
Number and street (or P.O. box number if mail is not delivered to street address) ONE SOUTH MARKET SQUARE, PO BOX 1146		B Telephone number (see instructions) 717-231-6639
City or town, state or province, country, and ZIP or foreign postal code HARRISBURG PA 17108-1146		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 430,142,214 (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination year, check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	15,674,335		
	2 Check ☐ if the foundation is not required to attach Sch. B			
	3 Interest on savings and temporary cash investments	2,175,684	2,175,684	
	4 Dividends and interest from securities	7,504,666	7,504,666	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 16	10,690,323		
	b Gross sales price for all assets on line 6a	171,789,812		
	7 Capital gain net income from Part IV, line 21b		10,690,323	
	8 Net short-term capital gain			0
	9 Income modifications			
	10a Gross sales less returns and allowances			
Operating and Administrative Expenses	b Less: Cost of goods sold			
	c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule) STMT 1	97,587	97,587	
	12 Total. Add lines 1 through 11	36,142,595	20,468,260	0
	13 Compensation of officers, directors, trustees, etc.	63,333	31,667	31,666
	14 Other employee salaries and wages	29,345	14,673	14,672
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule) SEE STMT 2	12,440		12,440
	b Accounting fees (attach schedule) STMT 3	37,825	18,913	18,912
	c Other professional fees (attach schedule) STMT 4	1,354,013	1,354,013	
	17 Interest			
	18 Taxes (attach schedule) (see instructions) STMT 5	1,723,831	161,329	11,827
	19 Depreciation (attach schedule) and depletion STMT 6	695	695	
	20 Occupancy			
	21 Travel, conferences, and meetings	4,451	2,226	2,225
	22 Printing and publications			
	23 Other expenses (att. sch.) STMT 7	97,225	83,085	14,140
	24 Total operating and administrative expenses. Add lines 13 through 23	3,323,158	1,666,601	105,882
	25 Contributions, gifts, grants paid	21,014,500		21,014,500
	26 Total expenses and disbursements. Add lines 24 and 25	24,337,658	1,666,601	21,120,382
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	11,804,937		
	b Net investment income (if negative, enter -0-)		18,801,659	
	c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

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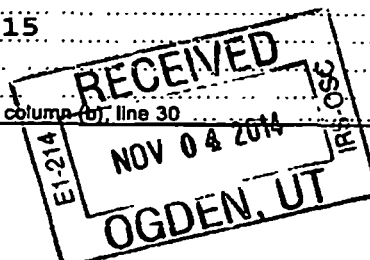
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,625,940	11,254,324	11,254,324
	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 (att. schedule)			
	Less: allowance for doubtful accounts	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	212,446		
	10a Investments - U.S. and state government obligations (attach schedule) STMT 8	13,475,061	12,493,298	12,493,298
	b Investments - corporate stock (attach schedule) SEE STMT 9	34,043,557	28,866,047	28,866,047
	c Investments - corporate bonds (attach schedule) SEE STMT 10	16,659,040	17,807,376	17,807,376
	Liabilities	11 Investments - land, buildings, and equipment: basis	4,962,000	
Less: accumulated depreciation (attach sch.) STMT 11			4,962,000	4,962,000
12 Investments - mortgage loans				
13 Investments - other (attach schedule) SEE STATEMENT 12		310,769,031	354,758,127	354,758,127
14 Land, buildings, and equipment: basis		4,861		
Less: accumulated depreciation (attach sch.) STMT 13		3,819		
15 Other assets (describe)		1,737	1,042	1,042
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, Item I)		379,786,812	430,142,214	430,142,214
17 Accounts payable and accrued expenses			106,475	
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe) SEE STATEMENT 14	880,094	2,069,013	
	23 Total liabilities (add lines 17 through 22)	880,094	2,175,488	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	378,906,718	427,966,726		
30 Total net assets or fund balances (see instructions)	378,906,718	427,966,726		
31 Total liabilities and net assets/fund balances (see instructions)	379,786,812	430,142,214		

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	378,906,718
2 Enter amount from Part I, line 27a	2	11,804,937
3 Other increases not included in line 2 (itemize) SEE STATEMENT 15	3	37,255,071
4 Add lines 1, 2, and 3	4	427,966,726
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	427,966,726

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(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 SEE WORKSHEET				
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
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	10,690,323
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	-517,051

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	18,419,435	371,004,173	0.049648
2011	19,102,308	370,030,476	0.051624
2010	14,769,119	342,009,522	0.043183
2009	15,226,941	307,296,711	0.049551
2008	11,358,298	230,720,758	0.049230
2 Total of line 1, column (d)			2 0.243236
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 0.048647
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 400,643,986
5 Multiply line 4 by line 3			5 19,490,128
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 188,017
7 Add lines 5 and 6			7 19,678,145
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 21,120,382

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	188,017
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	188,017
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	188,017
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	256,000	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	175,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		431,000
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		242,983
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 0 Refunded ☐	11		242,983

Part VII-A Statements Regarding Activities

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

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11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.STABLERFOUNDATION.ORG	13	X	
14	The books are in care of ► THE STABLER FOUNDATION 1 SOUTH MARKET SQUARE, 12TH FLOOR Located at ► HARRISBURG PA ZIP+4 ► 17108-1146 Telephone no. ► 717-231-6639			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► 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.)	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. ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	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)? (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)? ☐ 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? ☐ Yes ☒ No **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 16				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CITIBANK 100 CITIBANK DRIVE SAN ANTONIO TX 78245	INVESTMENT FEES	349,598
MONDRIAN INVESTMENT PARTNERS 1105 NORTH MARKET STREET WILMINGTON DE 19801	INVESTMENT FEES	187,506
CONCORD ADVISORY GROUP LTD. 700 ALEXANDER PARK, SUITE 203 PRINCETON NJ 08540	INVESTMENT FEES	146,223
CERKDEX VALUE ADVISORS 300 SOUTH ORANGE AVENUE, SUITE 1600 ORLANDO FL 32801	INVESTMENT FEES	137,132
ADVISORY RESEARCH INC. 180 NORTH STETSON AVE., SUITE 5500 CHICAGO IL 60601	INVESTMENT FEES	127,447
Total number of others receiving over \$50,000 for professional services		4

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	

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	392,455,345
b	Average of monthly cash balances	1b	9,327,818
c	Fair market value of all other assets (see instructions)	1c	4,962,000
d	Total (add lines 1a, b, and c)	1d	406,745,163
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	406,745,163
4	Cash deemed held for charitable activities. Enter 1% of line 3 (for greater amount, see instructions)	4	6,101,177
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	400,643,986
6	Minimum investment return. Enter 5% of line 5	6	20,032,199

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	20,032,199
2a	Tax on investment income for 2013 from Part VI, line 5	2a	188,017
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	188,017
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,844,182
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	19,844,182
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	19,844,182

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	21,120,382
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	21,120,382
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	188,017
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,932,365

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				19,844,182
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			720,250	
b Total for prior years: 20____, 20____, 20____				
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				
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 21,120,382				
a Applied to 2012, but not more than line 2a			720,250	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				19,844,182
e Remaining amount distributed out of corpus	555,950			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	555,950			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	555,950			
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	555,950			

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

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

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

	Prior 3 years				(e) Total
	Tax year (a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2% 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:
KATHLEEN O'HARE 717-231-6639

1 SOUTH MARKET SQUARE, 12TH FLOOR HARRISBURG PA 17108-1146

b The form in which applications should be submitted and information and materials they should include:
SEE STATEMENT 17

c Any submission deadlines:
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NONE

Form 990-PF (2013) **THE DONALD B. AND DOROTHY L.****26-3598470**Page **11****Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHED. OF GRANTS PAID				21,014,500
Total			▶ 3a	21,014,500
b Approved for future payment N/A				
Total			▶ 3b	

DAA

Form **990-PF** (2013)**048.001**

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

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

OMB No. 1545-0047

2013▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

**THE DONALD B. AND DOROTHY L.
STABLER FOUNDATION**

Employer identification number

26-3598470

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Page 2

Name of organization

THE DONALD B. AND DOROTHY L.

Employer identification number

26-3598470

Part I

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE DONALD B STABLER FOUNDATION U/W 213 E. MARKET STREET HARRISBURG PA 17011	\$ 15,661,972	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	DOROTHY L. STABLER TRUST UNDER WILL P.O. BOX 2961 HARRISBURG PA 17105	\$ 12,363	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

DAA

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THE DONALD B. AND DOROTHY L.

Employer Identification number

26-3598470

Part II

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning _____, and ending _____		

Name

**THE DONALD B. AND DOROTHY L.
STABLER FOUNDATION**

Employer Identification Number

26-3598470

(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.)
(1) FROM PASSTHROUGH K-1'S	P	VARIOUS	VARIOUS
(2) FROM PASSTHROUGH K-1'S	P	VARIOUS	VARIOUS
(3) FROM PASSTHROUGH K-1'S 1256 CONTRACT	P	VARIOUS	VARIOUS
(4) LOOMIS FIXED INCOME FUNDS	P	VARIOUS	VARIOUS
(5) M&T INVESTMENT GROUP A/C #1015543	P	VARIOUS	VARIOUS
(6) M&T INVESTMENT GROUP A/C #2003892	P	VARIOUS	VARIOUS
(7) M&T INVESTMENT GROUP A/C #1014523	P	VARIOUS	VARIOUS
(8) M&T INVESTMENT GROUP A/C #1015544	P	VARIOUS	VARIOUS
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1)		517,051	-517,051
(2) 2,904,190			2,904,190
(3) 121,561			121,561
(4) 223,312			223,312
(5) 12,788,979		11,045,299	1,743,680
(6) 40,397,302		38,698,415	1,698,887
(7) 22,771,131		22,672,570	98,561
(8) 32,583,337		28,166,154	4,417,183
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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))
(1)			-517,051
(2)			2,904,190
(3)			121,561
(4)			223,312
(5)			1,743,680
(6)			1,698,887
(7)			98,561
(8)			4,417,183
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

26012 The Donald B. and Dorothy L.
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 FYE: 12/31/2013

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
K-1 - OTHER PORTFOLIO INCOME	\$ 97,587	\$ 97,587	\$
TOTAL	\$ 97,587	\$ 97,587	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
RHOADS & SINON, LLP	\$ 12,440	\$	\$	\$ 12,440
TOTAL	\$ 12,440	\$ 0	\$ 0	\$ 12,440

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BROWN SCHULTZ SHERIDAN FRITZ	\$ 37,825	\$ 18,913	\$	\$ 18,912
TOTAL	\$ 37,825	\$ 18,913	\$ 0	\$ 18,912

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Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
M&T INVESTMENT GROUP	\$ 120,248	\$ 120,248		
AGINCOURT CAPITAL MGMT LLC	74,157	74,157		
CEREDEX VALUE ADVISORS	137,132	137,132		
STATE STREET GLOBAL ADVISORS	26,981	26,981		
MONDRIAN INVESTMENT PARTNERS	187,506	187,506		
CONCORD ADVISORY GROUP LTD.	146,223	146,223		
WESTERN ASSET MANAGEMENT CO.	126,454	126,454		
ADVISORY RESEARCH INC.	127,447	127,447		
CITIBANK	349,598	349,598		
PNC BANK	58,267	58,267		
TOTAL	\$ 1,354,013	\$ 1,354,013	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID/WITHHELD	\$ 149,501	\$ 149,501		
PAYROLL TAXES	23,655	11,828		
DEFERRED EXCISE TAX BENEFIT	1,188,919			11,827
FEDERAL EXCISE TAXES	361,756			
TOTAL	\$ 1,723,831	\$ 161,329	\$ 0	\$ 11,827

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Federal Statements

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Description		Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
OFFICE EQUIPMENT			\$ 4,861	\$ 3,124			\$ 695	\$ 695	\$ 695
TOTAL			\$ 4,861	\$ 3,124			\$ 695	\$ 695	\$ 695

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
INSURANCE	23,325	11,663		11,662
OFFICE EXPENSE	3,150	1,575		1,575
COMPUTER SERVICES	700	350		350
MISCELLANEOUS	1,107	554		553
INVESTMENT EXPENSES FROM PASS-THROUGH ENTITIES	68,943	68,943		
TOTAL	\$ 97,225	\$ 83,085	\$ 0	\$ 14,140

Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOV'T FIXED INCOME SECURITIES	\$ 13,475,061	\$ 12,493,298	MARKET	\$ 12,493,298
TOTAL	\$ 13,475,061	\$ 12,493,298		\$ 12,493,298

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Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
EQUITY SECURITIES	\$ 34,043,557	\$ 28,866,047	MARKET	\$ 28,866,047
TOTAL	\$ 34,043,557	\$ 28,866,047		\$ 28,866,047

Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$ 16,659,040	\$ 17,807,376	MARKET	\$ 17,807,376
TOTAL	\$ 16,659,040	\$ 17,807,376		\$ 17,807,376

Statement 11 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND	\$ 0	\$ 4,962,000	\$ 0	\$ 4,962,000
TOTAL	\$ 0	\$ 4,962,000	\$ 0	\$ 4,962,000

Statement 12 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS	\$ 183,687,216	\$ 203,882,257	MARKET	\$ 203,882,257
ALTERNATIVE INVESTMENTS	127,081,815	150,875,870	MARKET	150,875,870
TOTAL	\$ 310,769,031	\$ 354,758,127		\$ 354,758,127

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Federal Statements

Statement 13 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
OFFICE EQUIPMENT	\$ 1,737	\$ 4,861	\$ 3,819	\$ 1,042
TOTAL	\$ 1,737	\$ 4,861	\$ 3,819	\$ 1,042

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Federal Statements

Statement 14 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
DEFERRED FEDERAL EXCISE TAX	\$ 880,094	\$ 2,069,013
TOTAL	<u>\$ 880,094</u>	<u>\$ 2,069,013</u>

Statement 15 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
UNREALIZED GAINS	\$ 37,255,071
TOTAL	<u>\$ 37,255,071</u>

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Federal Statements

Statement 16 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
CYRIL C. DUNMIRE, JR. ONE SOUTH MARKET SQUARE, 12TH FLOOR HARRISBURG PA 17108-1146	PRESIDENT	1.00	0	0	0
PAUL B. SHANNON ONE SOUTH MARKET SQUARE, 12TH FLOOR HARRISBURG PA 17108-1146	TREASURER	1.00	0	0	0
SHERILL T. MOYER, ESQUIRE ONE SOUTH MARKET SQUARE, 12TH FLOOR HARRISBURG PA 17108-1146	SECRETARY	1.00	0	0	0
SENATOR PATRICIA H. VANCE ONE SOUTH MARKET SQUARE, 12TH FLOOR HARRISBURG PA 17108-1146	DIRECTOR	1.00	0	0	0
RICHARD A. ZIMMERMAN ONE SOUTH MARKET SQUARE, 12TH FLOOR HARRISBURG PA 17108-1146	DIRECTOR	1.00	0	0	0
ROBERT M. MCCANN ONE SOUTH MARKET SQUARE, 12TH FLOOR HARRISBURG PA 17108-1146	DIRECTOR	1.00	0	0	0
LARRY HARTMAN ONE SOUTH MARKET SQUARE, 12TH FLOOR HARRISBURG PA 17108-1146	EXEC DIRECTO	18.00	63,333	0	0

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Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Statement 17 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

APPLICATION SHOULD BE MADE BY LETTER INDICATING ANTICIPATED USE OF FUNDS AND FINANCIAL INFORMATION OF REQUESTEE.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

NONE

Statement 18 - Form 990-PF, Part XVII, Line 2b - Schedule Information

Name of Organization	Type of Organization	Description of Relationship
STABLER FOUNDATION HOLDINGS	501(C)(2)	STABLER FOUNDATION HOLDINGS IS ORGANIZED AS A 501(C)(2) TITLE HOLDING CORPORATION. ANY INCOME FROM HOLDINGS WOULD FLOW TO THE DONALD B. AND DOROTHY L. STABLER FOUNDATION.

THE DONALD B. AND DOROTHY L. STABLER FOUNDATION
990-PF ATTACHMENT
TAX YEAR 2013

<u>RECIPIENT NAME/ADDRESS</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT STATUS</u>	<u>GRANT AMOUNT</u>
Aaron's Acres 102 White Oak Dr., Lancaster, PA 17601	None	Summer Camp/Recreational Programs	Public Charity	\$6,500.00
Alder Health Services, Inc. 100 N. Cameron St., Ste. 301 Harrisburg, PA 17101	None	Expansion of Programs	Public Charity	\$7,500.00
Allentown Art Museum of Lehigh Valley 31 N. Fifth St., Allentown, PA 18101	None	Art Exhibition	Public Charity	\$5,000.00
ALS Association, Greater Philadelphia 321 Norristown Rd., Suite 260 Ambler, PA 19002	None	Services - Penn State Milton S. Hershey Medical Center Clinic	Public Charity	\$150,000.00 \$6,250.00
Alzheimer's Assn. - Greater PA Chap. 1100 Liberty Ave., Suite E-201 Pittsburgh, PA 15222	None	Care Consultation and Family Caregiver Programs in South Central PA	Public Charity	\$5,000.00
American Literacy Corporation 1714 Logan St., Harrisburg, PA 17102	None	500 Men Reading Week	Public Charity	\$5,000.00
American Red Cross Serving Central Pennsylvania 1804 N. 6th St., Harrisburg, PA 17102	None	Oklahoma Disaster Relief Philippines Disaster Relief	Public Charity	\$250,000.00 \$100,000.00
The Arc of Cumberland & Perry Counties 71 Ashland Ave., Carlisle, PA 17013	None	Food Service Training Program	Public Charity	\$6,200.00

THE DONALD B. AND DOROTHY L. STABLER FOUNDATION
 990-PF ATTACHMENT
 TAX YEAR 2013
 (Page 2)

<u>RECIPIENT NAME/ADDRESS</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT STATUS</u>	<u>GRANT AMOUNT</u>
The Arc of Lehigh & Northampton Counties, Inc. 2289 Avenue A, Bethlehem, PA 18017	None	Advocacy Services Program	Public Charity	\$20,000.00
The Arc of Pennsylvania 301 Chestnut St., Ste. 403 Harrisburg, PA 17101	None	Include Me From the Start (Discovery Process)	Public Charity	\$100,000.00
Army Heritage Center Foundation P. O. Box 839, Carlisle, PA 17013	None	General Operating Funds	Public Charity	\$10,000.00
ARTBA-TDF 1219 28th St., NW Washington, DC 20007	None	Scholarships	Public Charity	\$10,000.00
Audubon Pennsylvania/National Audubon Society 100 Wildwood Way, Harrisburg 17110	None	Educational Programs	Public Charity	\$5,000.00
Bethesda Mission P. O. Box 3041, Harrisburg, PA 17105	None	General Operating Funds	Public Charity	\$10,000.00
Big Brothers Big Sisters of Capital Region 1500 N. 2nd St., Suite H Harrisburg, PA 17102-2529	None	Mentoring Services	Public Charity	\$72,000.00

THE DONALD B. AND DOROTHY L. STABLER FOUNDATION

990-PF ATTACHMENT

TAX YEAR 2013

(Page 3)

<u>RECIPIENT NAME/ADDRESS</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT STATUS</u>	<u>GRANT AMOUNT</u>
Boys & Girls Club of Allentown 720 N. 6th St., Allentown, PA 18102	None	Put Us On The Map Program	Public Charity	\$5,000.00
Boys & Girls Club of Harrisburg 1227 Berryhill St., Harrisburg, PA 17104	None	Matching Grant	Public Charity	\$120,000.00
Bucknell University 701 Moore Ave., Lewisburg, PA 17837	None	Scholarships	Public Charity	\$700,000.00
Carlin's Smiles 3303 N. 6th St., Harrisburg, PA 17110	None	Creative Arts Care Program "Bag of Smiles"	Public Charity	\$5,000.00
Camp Koala 201 N. Hanover St., Carlisle, PA 17013	None	Camp for Grieving Teens	Public Charity	\$5,000.00
Capital Area Greenbelt Assn., Inc. P. O. Box 15405, Harrisburg, PA 17105	None	Trail Signage System	Public Charity	\$10,000.00
Capital Region Literacy Council P.O. Box 678, Harrisburg, PA 17108-0678	None	Books for Needy Children	Public Charity	\$15,000.00
Carlisle Arts Learning Center 19 N. Hanover St., Carlisle, PA 17013	None	Renovations	Public Charity	\$10,000.00
Carlisle C.A.R.E.S. 50 W. Penn St., Carlisle, PA 17013	None	Resource Center Program	Public Charity	\$100,000.00

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Carlisle Regional Performing Arts - Carlisle Theatre 40 W. High St., Carlisle, PA 17013	None	Capital Campaign to Preserve Theatre	Public Charity	\$10,000.00
Caron Treatment Centers P. O. Box 150, Wernersville, PA 19565	None	Student Assistance - Lehigh County	Public Charity	\$25,000.00
Catholic Charities, Diocese of Allentown 530 Union Blvd., Allentown, PA 18109	None	Food Purchases for Ecumenical Kitchen	Public Charity	\$15,000.00
Catholic Charities, Diocese of Hbg. 4800 Union Deposit Rd. Harrisburg, PA 17111	None	Interfaith Shelter for Homeless Families Disaster Relief - Philippines	Public Charity	\$25,000.00
Catholic Diocese of Allentown P. O. Box F Allentown, PA 18105-1538	None	Scholarships	Public Charity	\$100,000.00
Catholic Diocese of Harrisburg 4800 Union Deposit Rd. Harrisburg, PA 17111-3710	None	Scholarships	Public Charity	\$250,000.00
Center for Independent Living of Central PA 207 House Ave., Suite 107 Camp Hill, PA 17011-2308	None	Home Modifications in Perry, Upper Dauphin and Cumberland Counties	Public Charity	\$50,000.00

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Central Penn College Education Foundation P. O. Box 309, Summerdale, PA 17093	None	Scholarships	Public Charity	\$700,000.00
The Central Pennsylvania Conservancy 401 E. Louther St., Suite 308 Carlisle, PA 17013	None	Strategic Planning Process/ Website Upgrade	Public Charity	\$15,000.00
Central PA Food Bank 3908 Corey Rd., Harrisburg, PA 17109	None	Purchase of Food	Public Charity	\$115,000.00
Channels Food Rescue 3305 N. 6th St., Harrisburg, PA 17110	None	Food Pick-Up and Delivery and the Truck Fund	Public Charity	\$100,000.00
Children's Dyslexia Center of Central PA P. O. Box 5190, Harrisburg, PA 17110-5190	None	General Operating Funds	Public Charity	\$20,000.00
Children's Home of York 77 Shoe House Rd., York, PA 17406	None	Family Innovative Supportive Housing Program	Public Charity	\$14,400.00
Clayton, Carol and William L. Scholarship Fund, Lehigh University 27 Memorial Dr. West Bethlehem, PA 18015	None	Memorial Contribution	Public Charity	\$25,000.00

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Community Carepoint Inc. 1775 Lambs Gap Rd. Mechanicsburg, PA 17050	None	Matching Grant	Public Charity	\$80,000.00
Community Check-Up Center of South Harrisburg, Inc. 38-C Hall Manor, Harrisburg, PA 17104	None	General Operating Funds General Operating Funds	Public Charity	\$15,000.00 \$12,500.00
CRAM, Inc. P. O. Box 5464, Harrisburg, PA 17110	None	L.E.A.D.E.R. Project	Public Charity	\$12,000.00
Crispus Attucks Assn. of York, PA 605 S. Duke St., York, PA 17401-3111	None	Early Learning Center Meal Program	Public Charity	\$25,000.00
C.R.O.S.S., Inc. 712 Pinola Rd., Shippensburg, PA 17257	None	Van Purchase	Public Charity	\$35,000.00
Cultural Enrichment Fund P. O. Box 12084, Harrisburg, PA 17108	None	General Operating Funds	Public Charity	\$17,500.00
CURE International 701 Boster Ave., Lemoyne, PA 17043	None	Food - Africa	Public Charity	\$25,000.00
Dayspring Christian Academy 120 College Ave., Mountville, PA 17554	None	Special Education Program	Public Charity	\$25,000.00

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Diakon Lutheran Social Ministries 960 Century Avenue Mechanicsburg, PA 17055-0707	None	Flight Program	Public Charity	\$25,000.00
Dickinson College P. O. Box 1773, Carlisle, PA 17013-2896	None	Scholarships	Public Charity	\$700,000.00
Doctors Without Borders USA 333 Seventh Avenue, 2nd Floor New York, NY 10001-5004	None	Disaster Relief - Philippines	Public Charity	\$100,000.00
Domestic Violence Services of Cumberland/Perry Counties P. O. Box 1039, Carlisle, PA 17013	None	General Operating Funds	Public Charity	\$6,250.00
Downtown Daily Bread 310 N. Third St., Harrisburg, PA 17101	None	Purchase of Food General Operating Expenses	Public Charity	\$20,000.00 \$10,000.00
East Berlin Community Library P. O. Box 1014, 105 Locust St. East Berlin, PA 17316	None	Expansion and renovation project	Public Charity	\$25,000.00
Elizabethtown College One Alpha Drive Elizabethtown, PA 17022-2298	None	Scholarships Engineering Fabrication Lab	Public Charity	\$700,000.00 \$100,000.00

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Elwyn 111 Elwyn Rd., Elwyn, PA 19063	None	The Development Center Renovations	Public Charity	\$50,000.00
Evangelical Community Hospital One Hospital Dr., Lewisburg, PA 17837	None	Renovations	Public Charity	\$100,000.00
Faith Presbyterian Church 1801 Colonial Road Harrisburg, PA 17112	None	Organ Fund Stabler Memorial Concert	Public Charity	\$5,000.00 \$5,000.00
Family Support of Central PA 3700 Vartan Way, Harrisburg, PA 17110	None	General Operating Funds	Public Charity	\$10,000.00
Feed My Sheep of Dauphin Co., Inc. P. O. Box 88, Dauphin, PA 17018	None	General Operating Funds	Public Charity	\$10,000.00
First Church of God 323 Reno Ave. New Cumberland, PA 17070	None	General Operating Funds	Public Charity	\$25,000.00
Franklin & Marshall College P. O. Box 3003, Lancaster, PA 17604	None	Scholarships	Public Charity	\$700,000.00
Gamut Theatre Group, Inc. 605 Strawberry Sq., Harrisburg 17101	None	Theatre Alive! After-School Program	Public Charity	\$5,000.00

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Geisinger Health System 100 N. Academy Dr., M.C. 40-20 Danville, PA 17822	None	Nurse Practitioner Clinical Collaboration	Public Charity	\$100,000.00
Gettysburg College 300 N. Washington St. Gettysburg, PA 17325	None	Scholarships	Public Charity	\$700,000.00
Girl Scouts in the Heart of PA 350 Hale Ave., Harrisburg, PA 17104	None	Matching Grant	Public Charity	\$100,000.00
Good Shepherd Rehabilitation Network 850 S. 5th St., Allentown, PA 18103	None	Pediatric Rehabilitation Programs	Public Charity	\$56,000.00
Goodwill Keystone Area 1150 Goodwill Dr., Harrisburg, PA 17101	None	General Operating Funds	Public Charity	\$5,000.00
Gretna Music One Alpha Dr. Elizabethtown, PA 17022	None	General Operating Funds	Public Charity	\$1,500.00
Gretna Theatre P. O. Box 578, Mt. Gretna, PA 17064	None	Theatre for Young Audiences Children's Program	Public Charity	\$6,000.00
Hamilton Health Center 110 S. 17th St., Harrisburg, PA 17104	None	Construction - Phase II	Public Charity	\$1,000,000.00

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Harcum College 750 Montgomery Ave. Bryn Mawr, PA 19010	None	Clinic Renovations	Public Charity	\$50,000.00
Harrisburg Academy 10 Erford Rd., Wormleysburg, PA 17043	None	Scholarships	Public Charity	\$50,000.00
Harrisburg Area Riverboat Society, Inc. P. O. Box 910, Harrisburg, PA 17108	None	General Operating Funds	Public Charity	\$15,000.00
Harrisburg Christian School 2000 Blue Mountain Parkway Harrisburg, PA 17112	None	Scholarships	Public Charity	\$30,000.00
Harrisburg Food Ministry 1201 Slate Hill Rd., Camp Hill, PA 17011	None	Purchase of Food	Public Charity	\$80,000.00
Harrisburg Singers P. O. Box 10501, Harrisburg, PA 17105	None	Scholarships	Public Charity	\$1,000.00
Harrisburg Symphony Orchestra 800 Corporate Circle, Suite 101 Harrisburg, PA 17110	None	Educational Programming General Operating Funds	Public Charity	\$75,000.00 \$12,500.00
Haven Behavioral Health Services 1530 Hanover Avenue Allentown, PA 18109	None	Mental Health Services	Public Charity	\$50,000.00

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Hawk Mountain Sanctuary Association 1700 Hawk Mountain Rd. Kempton, PA 19529	None	Educational Programming	Public Charity	\$20,000.00
Helping A Hero, Central PA P. O. Box 1485, Mechanicsburg, PA 17055	None	Program Expenses	Public Charity	\$15,000.00
Hershey Christian School P. O. Box 378, Hershey, PA 17033	None	Scholarships/Special Education Programs	Public Charity	\$100,000.00
Hispanic Center of the Lehigh Valley 520 E. Fourth St., Bethlehem, PA 18015	None	The Basilio Huertas Senior Center	Public Charity	\$6,000.00
Hittinger, William C. Scholarship Fund Lehigh University 27 Memorial Dr. West Bethlehem, PA 18015	None	Memorial Contribution	Public Charity	\$25,000.00
Holy Spirit Health System 503 N. 21st St., Camp Hill, PA 17011	None	Operating Rooms and Related Equipment	Public Charity	\$1,000,000.00
Homeland Center 1901 N. Fifth St., Harrisburg, PA 17102	None	Indigent Care	Public Charity	\$375,000.00
Hope Presbyterian Church 931 Red Hill Rd., Dauphin, PA 17018	None	General Operating Funds	Public Charity	\$10,000.00

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Hope Station 149 W. Penn St., Carlisle, PA 17013	None	Hire Plus Program	Public Charity	\$2,000.00
Hospice of Central PA 1320 Lingiestown Rd. Harrisburg, PA 17110	None	Programs	Public Charity	\$50,000.00
Institute on Disabilities Temple University 1755 N. 13th St., Student Center, Room 411S, Philadelphia, PA 19122	None	REEP Program	Public Charity	\$20,000.00
Jewish Family Service of Lehigh Valley 2004 Allen St., Allentown, PA 18104	None	Emergency Food Pantry	Public Charity	\$3,000.00
Fund for Johns Hopkins Medicine 100 N. Charles St., Suite 440 Baltimore, MD 21201	None	Rheumatology Research	Public Charity	\$1,000,000.00
Join Hands Ministry P. O. Box 335 New Bloomfield, PA 17068	None	Programs	Public Charity	\$35,000.00
Joshua Group 1442 Market St., Harrisburg, PA 17103	None	Matching Gift	Public Charity	\$200,000.00

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Junior Achievement of Central PA 2420 Gehman Lane, Suite 100 Lancaster, PA 17602	None	Educational Programs	Public Charity	\$10,000.00
Junior Achievement of Greater Reading & Lehigh Valley, 601 Penn St., 1st Floor Reading, PA 19601	None	Educational Programs	Public Charity	\$5,000.00
Junior Achievement of South Central Pennsylvania 610 S. George St., York, PA 17404	None	Educational Programs	Public Charity	\$15,000.00
Lancaster Cleft Palate 223 N. Lime St., Lancaster, PA 17602	None	General Operating Funds	Public Charity	\$100,000.00
Learning Ally, Inc. 20 Roszel Rd., Princeton, NJ 08540	None	General Operating Funds Restricted to Hbg. Area	Public Charity	\$25,000.00
Leg Up Farm 4880 N. Sherman St. Mount Wolf, PA 17347-9637	None	Matching Grant	Public Charity	\$250,000.00
Lehigh University 27 Memorial Drive West Bethlehem, PA 18015-3086	None	Teaching Award	Public Charity	\$10,000.00

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Lehigh Valley Center for Independent Living 435 Allentown Dr., Allentown, PA 18109	None	Restricted to Programs	Public Charity	\$15,000.00
Lehigh Valley Military Affairs Council P. O. Box 22522, Lehigh Valley, PA 18002	None	Scholarships	Public Charity	\$7,500.00
LifePath Foundation 3500 High Point Blvd. Bethlehem, PA 18017	None	Generator	Public Charity	\$39,000.00
Love in the Name of Christ of Greater Hershey 64 W. Chocolate Ave., Hershey 17033	None	Personal Care Closet	Public Charity	\$5,000.00
Lycoming College 700 College Place, Box 165 Williamsport, PA 17701	None	Scholarships	Public Charity	\$700,000.00
Macula Vision Research Foundation 100 Front St., Suite 300 West Conshohocken, PA 19428-2894	None	Restricted to Research	Public Charity	\$10,000.00
Make-A-Wish Foundation of Philadel- phia & Susquehanna Valley 1054 New Holland Ave. Lancaster, PA 17601	None	Sponsor a Child in Hbg. Area	Public Charity	\$10,000.00

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Meals on Wheels of Northampton County, Inc. 4240 Fritch Dr., Bethlehem, PA 18020	None	New Box Truck for Meal Delivery	Public Charity	\$10,000.00
Memorial Hospital 91 Hospital Dr., Towanda, PA 18848	None	Expansion	Public Charity	\$100,000.00
Mennonite Central Committee P. O. Box 500, Akron, OH 17501	None	Disaster Relief - Philippines	Public Charity	\$100,000.00
Mennonite Disaster Service 583 Airport Rd., Lititz, PA 17543	None	Portable Kitchen and Bathroom Trailers	Public Charity	\$70,000.00
Men of the South-East League Field, Inc. - Harrisburg R81 P. O. Box 1541, Harrisburg, PA 17105	None	Program Expenses	Public Charity	\$10,000.00
Messiah College One College Ave., Suite 3013 Mechanicsburg, PA 17055	None	Scholarships	Public Charity	\$700,000.00
Misericordia University 301 Lake St., Dallas, PA 18612	None	Scholarships	Public Charity	\$50,000.00

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Mission for Educating Citizens with Autism 4119 Meadow Lane Newton Square, PA 19073	None	General Operating Funds	Public Charity	\$15,000.00
Mission of Mercy, Inc. 22 S. Market St., Suite 6D Frederick, MD 21710	None	Mobile Clinics	Public Charity	\$10,000.00
Moravian Academy 7 E. Market St., Bethlehem, PA 18018	None	Capital Campaign Fund	Public Charity	\$25,000.00
Morning Star Pregnancy Services 3837 Walnut St., Harrisburg, PA 17109	None	One Ultrasound Machine	Public Charity	\$20,000.00
Naaman Center 4600 East Harrisburg Pike Elizabethtown, PA 17022	None	Van Purchase	Public Charity	\$30,000.00
National Multiple Sclerosis Society, Central PA Chapter 2040 Lingestown Rd., Suite 104 Harrisburg, PA 17110	None	What A Difference A Day Makes Program	Public Charity	\$100,000.00
The Nativity School of Harrisburg P. O. Box 5500, Harrisburg, PA 17110	None	Scholarships	Public Charity	\$25,000.00

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Olivet Boys & Girls Club 1161 Pershing Blvd., Reading, PA 19611	None	Scholarships	Public Charity	\$15,000.00
PBS39 WLVT-TV Lehigh Valley Telecommunications Corp. 839 Sesame St., Bethlehem, PA 18015	None	Educational Programming	Public Charity	\$25,000.00
PENN HOSA Foundation, Inc. P. O. Box 678, Harrisburg, PA 17108-0678	None	Scholarships	Public Charity	\$25,000.00
Penn State M. S. Hershey Medical Center 500 University Dr., Hershey, PA 17033	None	Jake Gittlen Cancer Research College of Medicine	Public Charity	\$100,000.00 \$700,000.00
The PA Assistive Technology Foundation 1004 W. 9th Avenue King of Prussia, PA 19406	None	Production of Resource Material	Public Charity	\$40,000.00
PA Friends of Agriculture Foundation P. O. Box 8736 Camp Hill, PA 17001-8736	None	Mobile Agricultural Education Science Lab Program	Public Charity	\$10,000.00
Pennsylvania Regional Ballet 211 N. Enola Dr., Enola, PA 17025	None	The Uging Duckling Program	Public Charity	\$5,000.00
Pennsylvania Vent Camp P. O. Box 850, Hershey, PA 17033	None	Young Adult Empowerment Camp	Public Charity	\$50,000.00

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Perry Housing Partnership P. O. Box 266, New Bloomfield, PA 17068	None	Programs	Public Charity	\$40,000.00
The Pine Street Presbyterian Church 310 N. Third St., Harrisburg, PA 17101	None	Adult Learning Center	Public Charity	\$25,000.00
PinnacleHealth Foundation P. O. Box 8700, Harrisburg, PA 17105	None	Cardiac Unit	Public Charity	\$1,000,000.00
Presbyterian Homes of Tennessee, Inc. 801 Vanosdale Rd., Knoxville, TN 37909	None	Equipment - Shannondale at Maryville Location	Public Charity	\$58,000.00
Pressley Ridge 331 Bridge St. New Cumberland, PA 17070	None	ParentWorks Program	Public Charity	\$15,000.00
Project Forward Leap 1706 Race St., 2nd Floor Philadelphia, PA 19103	None	Program Expenses for Students in Harrisburg, Steelton-Highspire and Susquehanna School Districts	Public Charity	\$30,000.00
Project SHARE of Carlisle 5 N. Orange St., Ste. 4, Carlisle, PA 17013	None	Food Programs	Public Charity	\$100,000.00
Rebuilding Together Greater Harrisburg 251 Verbeke St., Harrisburg, PA 17102	None	Home Repairs	Public Charity	\$10,000.00

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Ronald McDonald House Charities 745 W. Governor Rd., Hershey, PA 17033	None	Renovations	Public Charity	\$30,000.00
Sacred Heart Hospital 421 Chew St., Allentown, PA 18102	None	Come Home to Your Heart Capital Campaign	Public Charity	\$500,000.00
St. Barnabas Center for Ministry 249 Seneca St., Harrisburg, PA 17110	None	Program Expenses	Public Charity	\$5,000.00
St. Stephen's Episcopal School 215 N. Front St., Harrisburg, PA 17101	None	Scholarships	Public Charity	\$30,000.00
The Salvation Army P. O. Box 2205, Harrisburg, PA 17105	None	Programs	Public Charity	\$300,000.00
Schreiber Pediatric Rehab Center of Lancaster County 625 Community Way Lancaster, PA 17603	None	Camp Programs	Public Charity	\$10,000.00
The Seeing Eye P. O. Box 375, Morristown, NJ 07963	None	Program Expenses - Restricted to Central PA	Public Charity	\$10,000.00
Shalom House 9 S. 15th St. Harrisburg, PA 17104	None	After-Care Rental Assistance Program for Homeless Women Veterans	Public Charity	\$5,000.00

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Shiloh Center for Community Outreach 900 N. 16th St. Harrisburg, PA 17103	None	Purchase of Technology Equipment for Adult and Youth Services Programs	Public Charity	\$6,800.00
Special Olympics PA 2570 Blvd. of the Generals, Suite 124 Norristown, PA 19403-3697	None	General Operating Funds	Public Charity	\$17,500.00
State Street Academy of Music 110 State St., Harrisburg, PA 17101	None	Scholarships	Public Charity	\$9,000.00
Stephen's Place Incorporated 729 Ridge St., Bethlehem, PA 18015	None	General Operating Funds	Public Charity	\$5,000.00
SUN Home Health & Hospice P. O. Box 232 Northumberland, PA 17857	None	Hospice Care Center	Public Charity	\$20,000.00
Susquehanna Health Foundation 1001 Gramplan Blvd. Williamsport, PA 17701-1946	None	Health Innovation Center at Williamsport Regional Medical Center campus	Public Charity	\$100,000.00
Susquehanna University 514 University Avenue Selinsgrove, PA 17870-1164	None	Scholarships	Public Charity	\$700,000.00

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United Cerebral Palsy of Central Pennsylvania, Inc. 925 Linda Lane, Camp Hill, PA 17011	None	D.R.E.A.M. Partnership Program	Public Charity	\$250,000.00
United Disabilities Services P. O. Box 10485, Lancaster, PA 17605	None	Adaptive Seating Program	Public Charity	\$50,000.00
United Methodist Home for Children 5120 Simpson Ferry Road Mechanicsburg, PA 17050	None	General Operating Funds	Public Charity	\$6,250.00
United Way of the Capital Region 2235 Millennium Way, Enola, PA 17025	None	Annual Allocations	Public Charity	\$80,000.00
United Way of Carlisle & Cumberland County 145 S. Hanover St., Carlisle, PA 17013	None	Taking It To The Streets Project	Public Charity	\$5,000.00
Vickie's Angel Foundation 511 Bridge St. New Cumberland, PA 17070	None	Program Expenses	Public Charity	\$50,000.00
Volunteers of America Pennsylvania 2112 Walnut St., Harrisburg, PA 17103	None	Supportive/Emergency Services for Homeless Veterans in Central PA	Public Charity	\$10,000.00

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Water Street Health Services 210 S. Prince St., Lancaster, PA 17604	None	Dental Care for Water Street Mission Homeless Residents	Public Charity	\$50,000.00
West House, Inc. 616 W. Edwin St., Williamsport, PA 17701	None	Food Program	Public Charity	\$7,000.00
Whitaker Center for Science and Arts 225 Market St., Harrisburg, PA 17101	None	Access Fund	Public Charity	\$25,000.00
Willson College 1015 Philadelphia Ave. Chambersburg, PA 17201-1285	None	Scholarships	Public Charity	\$700,000.00
WITF, Inc. 4801 Lindle Rd., Harrisburg, PA 17111	None	Educational Programming General Operating Funds	Public Charity	\$50,000.00 \$6,250.00
Woods Services P. O. Box 36, Langhorne, PA 19047	None	Expansion	Public Charity	\$250,000.00
World Surgical Foundation P. O. Box 1006, Camp Hill, PA 17001-1006	None	Disaster Relief - Philippines	Public Charity	\$100,000.00
York College P. O. Box 15199, York, PA 17405-7199	None	Scholarships	Public Charity	\$700,000.00
York Country Day School 1071 Regents' Glen Rd., York, PA 17403	None	Scholarships	Public Charity	\$100,000.00

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York County Cerebral Palsy Home, Inc. dba Margaret E. Moul Home 2050 Barley Rd., York, PA 17408	None	Nurse Call System	Public Charity	\$25,000.00
York County Literary Council 800 E. King St., York, PA 17403	None	Technology Equipment for Adult Reading Program	Public Charity	\$5,000.00
YMCA, Harrisburg Area 123 Forster St., Harrisburg, PA 17102-3409	None	Programs	Public Charity	\$75,000.00
YWCA of Bethlehem 3895 Adler Place, Bldg. A, Suite 180 Bethlehem, PA 18017	None	Adult Day Services Center	Public Charity	\$3,100.00
YWCA of Carlisle 301 G Street, Carlisle, PA 17013-1389	None	Girl Power Leadership Development Program	Public Charity	\$5,000.00
The YWCA of Greater Harrisburg 1101 Market St., Harrisburg, PA 17103	None	Matching Grant	Public Charity	\$500,000.00
YWCA of York 320 E. Market St., York, PA 17403	None	Early Learning Center	Public Charity	\$10,000.00
TOTAL				\$21,014,500.00

Asset Detail**Statement of Value and Activity**

January 1, 2013 - December 31, 2013

Asset Detail

Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Cash & Equivalents				
Wilmington US Govt Money	47,588.18	\$47,588.18	\$47,588.18	\$4.66
Mkt CL Sct		1.00	\$0.00	0.01%
TICKER: AKGXX				
Income Cash		\$23,053,402.20		
Total Cash & Equivalents		\$23,100,990.38	\$47,588.18 \$0.00	\$4.66
Domestic Equities				
SSgA Credit 1-3 Yr Index CTF	689,418.23	\$7,289,908.37	\$6,995,177.92	\$0.00
		10.57	\$294,730.45	0.00%
SSgA FTSE Rafi U.S. 1000	796,051.58	\$11,729,820.09	\$10,000,000.00	\$0.00
Index NL		14.74	\$1,729,820.09	0.00%
SSgA US Agency 1-3 Yr Index	227,964.83	\$2,349,859.40	\$2,308,302.33	\$0.00
		10.31	\$41,557.07	0.00%
SSgA US Treasury 1-3 Yr	1,667,822.51	\$17,547,160.84	\$17,201,329.29	\$0.00
Index CTF		10.52	\$345,831.35	0.00%
Vanguard Institutional Index CL	401,122.21	\$87,901,968.05	\$44,368,298.42	\$1,254,309.16
I		169.28	\$23,533,669.63	1.85%
TICKER: VINIX				
Vanguard Small-Cap Index CL	335,274.27	\$17,672,306.61	\$10,094,967.61	\$232,345.07
Inst		52.71	\$7,577,339.00	1.31%
TICKER: VSCIX				
Wellington Opportunistic	1,422,712.51	\$23,787,753.18	\$10,941,148.11	\$0.00
Growth CTF		16.72	\$12,846,607.07	0.00%
Total Domestic Equities		\$148,278,778.34	\$101,909,221.68 \$46,369,554.68	\$1,486,654.23
International Equities				
Vanguard FTSE All-World	614,865.41	\$61,136,067.42	\$54,117,618.24	\$1,651,528.48
Ex-Us CL I		99.43	\$7,018,449.18	2.70%
TICKER: VFWSX				
Total International Equities		\$61,136,067.42	\$54,117,618.24 \$7,018,449.18	\$1,651,528.48
Hedged Strategy				
Wellington Inflation Hedges	1,344,341.55	\$19,304,744.59	\$14,135,544.12	\$0.00
Strategy		14.36	\$5,169,200.47	0.00%
Total Hedged Strategy		\$19,304,744.59	\$14,135,544.12 \$5,169,200.47	\$0.00

Asset Detail (continued)**Statement of Value and Activity**

January 1, 2013 - December 31, 2013

Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Other Holdings				
Mondrian Intl Equity Fd LP	1,594,663.92	\$47,534,220.57 29.81	\$29,917,325.63 \$17,616,894.94	\$0.00 0.00%
Western Asset Absolute Return	1,236,231.00	\$21,332,402.19 17.26	\$12,608,759.42 \$8,723,642.77	\$0.00 0.00%
Total Other Holdings		\$68,866,622.76	\$42,528,085.05 \$26,340,537.71	\$0.00
Fixed Income				
Loomis Sayles Fixed Income Fund	1,201,892.56	\$17,367,347.43 14.45	\$11,372,651.36 \$5,994,696.07	\$0.00 0.00%
TICKER: LSFIX PIMCO All Asset Fund TICKER: PAAIX	3,295,080.11	\$39,804,567.74 12.08	\$37,033,670.02 \$2,770,897.72	\$1,950,687.43 4.90%
Total Fixed Income		\$57,171,915.17	\$48,408,321.38 \$8,765,593.79	\$1,950,687.43
Total All Assets		\$377,859,116.66	\$261,142,378.65 \$93,663,335.81	\$5,088,874.80
Cash & Equivalents				
Principal Cash		-\$23,053,402.20		
Total Cash & Equivalents		-\$23,053,402.20	\$0.00 \$0.00	\$0.00
Total All Liabilities		-\$23,053,402.20	\$0.00 \$0.00	\$0.00
Portfolio Grand Total		\$354,805,714.46	\$261,142,378.65 \$93,663,335.81	\$5,088,874.80

Asset Detail**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Asset Detail				
Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Cash & Equivalents				
Wilmington US Govt Money	130,626.08	\$130,626.08	\$130,626.08	\$12.80
Mkt CL Slt		1.00	\$0.00	0.01%
TICKER: AKGXX				
Income Cash		\$1,469,096.98		
Total Cash & Equivalents		\$1,599,723.04	\$130,626.08	\$12.80
Domestic Equities				
Air Products & Chemicals Inc	2,040.00	\$228,031.20	\$163,812.79	\$5,793.60
TICKER: APD		111.78	\$64,218.41	2.54%
American Express Co	2,870.00	\$260,395.10	\$114,289.14	\$2,640.40
TICKER: AXP		90.73	\$146,105.96	1.01%
American International Group	5,445.00	\$277,967.25	\$206,146.46	\$2,178.00
TICKER: AIG		51.05	\$71,820.79	0.78%
Bed Bath & Beyond Inc Com	3,640.00	\$292,292.00	\$205,188.46	\$0.00
TICKER: BBBY		80.30	\$87,103.54	0.00%
Berkshire Hathaway Inc DEL	2,777.00	\$329,241.12	\$128,174.01	\$0.00
CL B		118.66	\$201,067.11	0.00%
TICKER: BRK/B				
Biglari Holdings Inc	310.00	\$157,058.40	\$117,550.55	\$0.00
TICKER: BH		506.64	\$39,507.85	0.00%
Carrizo Oil & Gas Incorporated	4,700.00	\$210,419.00	\$98,812.22	\$0.00
TICKER: CRZO		44.77	\$111,606.78	0.00%
Chevron Corp	2,140.00	\$267,307.40	\$141,992.42	\$8,560.00
TICKER: CVX		124.91	\$125,314.98	3.20%
CIT Group Inc	3,220.00	\$167,858.60	\$128,238.75	\$1,288.00
TICKER: CIT		52.13	\$39,619.85	0.77%
Comcast Corp New A	3,740.00	\$194,349.10	\$53,633.73	\$2,917.20
TICKER: CMCSA		51.97	\$140,715.37	1.50%
Comerica Inc	5,080.00	\$241,503.20	\$150,995.38	\$3,454.40
TICKER: CMA		47.54	\$90,507.82	1.43%
Convergys Corp	8,930.00	\$187,976.50	\$161,058.47	\$2,143.20
TICKER: CVG		21.05	\$26,918.03	1.14%
Core-Mark Holding Co Inc	3,495.00	\$265,375.35	\$119,710.80	\$3,075.60
TICKER: CORE		75.93	\$145,664.55	1.16%
CST Brands Inc	10,475.00	\$384,642.00	\$333,197.51	\$2,618.75
TICKER: CST		36.72	\$51,444.49	0.68%
CSX Corp Common	6,250.00	\$179,812.50	\$146,303.12	\$3,750.00
TICKER: CSX		28.77	\$33,509.38	2.09%
Deere & Co Common	2,570.00	\$234,718.10	\$215,869.77	\$5,242.80
TICKER: DE		91.33	\$18,848.33	2.23%
DirectTV	2,690.00	\$185,771.40	\$149,539.45	\$0.00
TICKER: DTV		69.06	\$36,231.95	0.00%

Asset Detail (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Emerson Electric Co	3,440.00	\$241,419.20	\$165,855.78	\$5,916.80
TICKER: EMR		70.18	\$75,563.42	2.45%
Foot Locker Inc	3,580.00	\$148,355.20	\$37,244.18	\$2,884.00
TICKER: FL		41.44	\$111,111.02	1.93%
Gulfport Energy Corp	2,650.00	\$167,284.50	\$119,685.65	\$0.00
TICKER: GPOR		63.13	\$47,608.85	0.00%
H & R Block Common	6,110.00	\$177,434.40	\$172,938.11	\$4,888.00
TICKER: HRB		29.04	\$4,486.29	2.75%
IBM Corporation	1,150.00	\$215,705.50	\$222,580.68	\$4,370.00
TICKER: IBM		187.57	-\$6,875.18	2.03%
JM Smucker Co	990.00	\$102,583.80	\$48,194.88	\$2,296.80
TICKER: SJM		103.62	\$54,388.92	2.24%
Johnson & Johnson	2,430.00	\$222,563.70	\$127,383.10	\$6,415.20
TICKER: JNJ		91.59	\$95,200.60	2.88%
JPMorgan Chase & Co	5,175.00	\$302,634.00	\$155,363.55	\$7,866.00
TICKER: JPM		58.48	\$147,270.45	2.60%
Loews Corp	4,730.00	\$228,175.20	\$218,710.60	\$1,182.60
TICKER: L		48.24	\$9,464.60	0.52%
McDonald's Corporation	2,210.00	\$214,436.30	\$150,974.56	\$7,160.40
TICKER: MCD		97.03	\$63,461.74	3.34%
Medtronic Inc	3,950.00	\$226,690.50	\$128,963.41	\$4,424.00
TICKER: MDT		57.39	\$97,727.09	1.95%
Microsoft Corp	6,780.00	\$253,639.80	\$145,098.44	\$7,593.60
TICKER: MSFT		37.41	\$108,541.36	2.99%
Mondelez International Inc	6,890.00	\$243,217.00	\$221,784.36	\$3,858.40
TICKER: MDLZ		35.30	\$21,432.64	1.59%
Motorola Solutions Inc	2,783.00	\$167,852.50	\$106,595.02	\$3,450.82
TICKER: MSI		67.50	\$91,257.48	1.84%
News Corp/New	9,780.00	\$176,235.60	\$148,272.37	\$0.00
TICKER: NWSA		18.02	\$27,963.23	0.00%
Northfield Bancorp Inc	11,050.00	\$145,860.00	\$131,989.38	\$2,652.00
TICKER: NFBK		13.20	\$13,870.62	1.82%
OshKosh Corporation	5,750.00	\$289,685.00	\$160,119.60	\$3,450.00
TICKER: OSK		50.38	\$129,565.40	1.18%
Owens Corning Inc	4,200.00	\$171,024.00	\$140,117.17	\$0.00
TICKER: OC		40.72	\$30,906.83	0.00%
Pepsico Inc Com	3,350.00	\$277,849.00	\$210,747.93	\$7,804.50
TICKER: PEP		82.94	\$67,101.07	2.74%
Pioneer Natural Resources Common	870.00	\$160,140.80	\$67,961.00	\$69.60
TICKER: PXD		184.07	\$72,179.90	0.04%
Range Resources Corporation	2,130.00	\$179,580.30	\$77,003.97	\$340.80
TICKER: RRC		84.31	\$102,576.33	0.19%
Raytheon Co Com New	3,325.00	\$301,577.50	\$169,021.20	\$7,315.00
TICKER: RTN		90.70	\$132,558.30	2.43%

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Market Value Current Price</i>	<i>Tax Cost Unrealized G/L</i>	<i>Est. Ann. Income Current Yield</i>
Ross Stores Inc Com TICKER: ROST	3,810.00	\$285,483.30 74.93	\$247,490.97 \$37,992.33	\$2,590.80 0.91%
Seacor Holdings Inc TICKER: CKH	1,235.00	\$112,832.00 91.20	\$81,960.49 \$20,671.51	\$0.00 0.00%
Target Corp Com TICKER: TGT	3,340.00	\$211,321.80 63.27	\$169,104.70 \$42,217.10	\$5,744.80 2.72%
Teletech Hldgs Inc TICKER: TTEC	6,128.00	\$148,704.32 23.94	\$152,166.57 -\$5,462.25	\$0.00 0.00%
Tribune Company TICKER: TRBAA	2,630.00	\$203,562.00 77.40	\$140,121.60 \$63,440.40	\$0.00 0.00%
U S Bancorp DEL Com New TICKER: USB	5,770.00	\$233,108.00 40.40	\$187,123.17 \$45,984.83	\$5,308.40 2.28%
Union Pacific Corp Com TICKER: UNP	1,700.00	\$285,600.00 168.00	\$225,608.71 \$59,993.29	\$5,372.00 1.88%
United Technologies Corp Com TICKER: UTX	2,040.00	\$232,152.00 113.80	\$101,839.85 \$130,512.15	\$4,814.40 2.07%
UnitedHealth Group Inc TICKER: UNH	4,640.00	\$349,392.00 75.30	\$161,567.90 \$187,824.10	\$5,196.80 1.49%
Wal Mart Stores Inc Com TICKER: WMT	2,915.00	\$229,381.35 78.69	\$154,150.41 \$75,230.94	\$5,480.20 2.39%
Total Domestic Equities		\$10,968,008.89	\$7,432,030.34	\$161,887.87
			\$3,576,978.55	
International Equities				
Allied World Assurance Co TICKER: AWH	2,715.00	\$306,279.16 112.81	\$258,401.82 \$49,877.23	\$5,430.00 1.77%
Enstar Group Limited TICKER: ESGR	1,180.00	\$163,913.80 138.91	\$78,729.26 \$87,184.54	\$0.00 0.00%
Unilever PLC Sponsored ADR TICKER: UL	5,510.00	\$227,012.00 41.20	\$159,177.84 \$67,834.16	\$7,686.45 3.39%
Total International Equities		\$697,204.96	\$492,308.02	\$13,116.45
			\$604,586.43	
Total All Assets		\$13,284,936.88	\$8,034,965.42	\$175,017.12
			\$3,780,874.48	

Asset Detail (continued)

Statement of Value and Activity

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Cash & Equivalents				
Principal Cash		-\$1,469,096.98		
Total Cash & Equivalents		-\$1,469,096.98	\$0.00 \$0.00	\$0.00
Total All Liabilities		-\$1,469,096.98	\$0.00 \$0.00	\$0.00
Portfolio Grand Total		\$11,815,839.90	\$8,034,965.42 \$3,780,874.48	\$175,017.12

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Market Value Current Price</i>	<i>Tax Cost Unrealized G/L</i>	<i>Est. Ann. Income Current Yield</i>
<i>Cash & Equivalents</i>				
Wilmington US Govt Money	289,945.18	\$289,945.16	\$289,945.18	\$28.41
Mkt CL Sct		1.00	\$0.00	0.01%
TICKER: AKGXX				
Income Cash		\$1,658,755.97		

Total Cash & Equivalents	\$1,846,761.15	\$289,945.16	\$267,100.00
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A O Smith Corporation	9,129.00	\$492,418.26	\$131,018.21	\$4,381.92
TICKER: AOS		53.94	\$361,400.05	0.89%
ABM Industries Incorporated	5,500.00	\$157,245.00	\$137,546.25	\$3,410.00
TICKER: ABM		28.59	\$19,698.75	2.17%
AMC Entertainment Holdings Inc	7,922.00	\$162,797.10	\$149,665.07	\$0.00
TICKER: AMC		20.55	\$13,132.03	0.00%
American Realty	12,400.00	\$159,352.40	\$177,694.82	\$11,656.00
TICKER: ARCP		12.85	-\$18,342.42	7.31%
Avista Corp	700.00	\$19,733.00	\$14,060.28	\$854.00
TICKER: AVA		28.19	\$5,672.72	4.33%
Bank of Hawaii Corp	3,800.00	\$224,732.00	\$195,508.78	\$6,840.00
TICKER: BOH		59.14	\$29,223.22	3.04%
Barnes Group Incorporated	1,500.00	\$57,465.00	\$41,252.92	\$860.00
TICKER: B		38.31	\$16,212.08	1.15%
Black Box Corporation Com	2,400.00	\$71,520.00	\$65,201.11	\$864.00
TICKER: BBOX		29.80	\$6,318.89	1.21%
Bristow Group Inc	6,100.00	\$382,806.00	\$231,820.42	\$5,100.00
TICKER: BRS		75.06	\$150,985.58	1.33%
Brunswick Corp Com	4,653.00	\$214,317.18	\$93,339.94	\$1,861.20
TICKER: BC		46.06	\$120,977.24	0.87%
Cabot Corp Com	7,800.00	\$400,920.00	\$257,410.99	\$6,240.00
TICKER: CBT		51.40	\$143,509.01	1.58%
California Water Service Group	4,000.00	\$92,280.00	\$77,026.91	\$2,560.00
TICKER: CWT		23.07	\$15,253.09	2.77%
Campus Crest Communities Inc	10,000.00	\$94,100.00	\$102,072.98	\$6,600.00
TICKER: CCG		9.41	-\$7,972.98	7.01%
Carbo Ceramics Inc Common	4,600.00	\$536,038.00	\$405,919.08	\$5,520.00
TICKER: CRR		116.53	\$130,118.92	1.03%
Carpenter Technology Corp Com	3,400.00	\$211,480.00	\$143,320.60	\$2,448.00
TICKER: CRS		62.20	\$68,159.40	1.16%

Asset Detail (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Caseys General Stores Inc	1,600.00	\$112,400.00	\$80,524.80	\$1,152.00
TICKER: CASY		70.25	\$31,875.20	1.02%
Cash America Intl Inc	9,400.00	\$360,020.00	\$305,926.26	\$1,316.00
TICKER: CSH		38.30	\$54,093.74	0.37%
Chicos Fas Inc	16,600.00	\$312,744.00	\$282,397.82	\$4,980.00
TICKER: CHS		18.84	\$30,346.18	1.59%
Clarcor Inc	4,700.00	\$302,445.00	\$238,914.96	\$3,196.00
TICKER: CLC		64.35	\$63,530.04	1.06%
Corrections Corp of America	4,772.00	\$153,038.04	\$123,617.18	\$9,162.24
TICKER: CXW		32.07	\$29,420.86	5.99%
Cubsmart	17,979.00	\$286,585.26	\$286,360.87	\$9,349.08
TICKER: CUBE		15.94	\$224.39	3.28%
Daktronics Inc	6,225.00	\$97,608.00	\$89,534.76	\$2,241.00
TICKER: DAKT		15.68	\$8,073.24	2.30%
Destination Maternity Corp	1,604.00	\$47,927.52	\$28,598.22	\$1,203.00
TICKER: DEST		29.88	\$19,329.30	2.51%
Dst Systems Inc Com	1,200.00	\$108,888.00	\$62,828.92	\$1,440.00
TICKER: DST		90.74	\$46,058.08	1.32%
Einstein Noah Restaurant Group Inc	1,500.00	\$21,750.00	\$16,500.65	\$780.00
TICKER: BAGL		14.50	\$5,249.35	3.58%
Emcor Group Inc	4,900.00	\$207,958.00	\$158,178.16	\$1,176.00
TICKER: EME		42.44	\$49,777.84	0.57%
Ensign Group Inc	2,300.00	\$101,821.00	\$32,157.98	\$844.00
TICKER: ENSG		44.27	\$69,663.02	0.63%
Evercore Partners Inc CL A	5,200.00	\$310,856.00	\$112,101.45	\$5,200.00
TICKER: EVR		59.78	\$198,754.55	1.67%
Fair Isaac Inc	6,000.00	\$377,040.00	\$304,777.95	\$480.00
TICKER: FICO		62.84	\$72,262.05	0.13%
Fei Co	3,400.00	\$303,824.00	\$212,291.49	\$1,632.00
TICKER: FEIC		89.38	\$91,532.51	0.54%
Flir Systems Inc	9,500.00	\$285,950.00	\$183,513.39	\$3,420.00
TICKER: FLIR		30.10	\$102,436.61	1.20%
Globe Specialty Metals Inc	2,277.00	\$41,008.77	\$40,900.92	\$626.18
TICKER: GSM		18.01	\$107.85	1.53%
Granite Construction Incorporated	2,000.00	\$69,960.00	\$62,437.38	\$1,040.00
TICKER: GVA		34.98	\$7,522.62	1.49%
Great Lakes Dredge & Dock	9,900.00	\$91,080.00	\$68,697.59	\$0.00
TICKER: GLDD		9.20	\$22,382.41	0.00%
Guess? Inc	17,000.00	\$528,190.00	\$457,586.82	\$13,600.00
TICKER: GES		31.07	\$70,603.18	2.57%
Hanover Insurance Group Inc	6,400.00	\$382,144.00	\$264,201.42	\$9,472.00
TICKER: THG		59.71	\$117,942.58	2.48%

Asset Detail (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Harris Teeter Supermarkets Inc TICKER: HTSI	5,200.00	\$256,620.00 49.35	\$200,375.47 \$56,244.53	\$3,120.00 1.22%
Harsco Corp Common TICKER: HSC	3,200.00	\$89,696.00 28.03	\$85,070.91 \$4,625.09	\$2,624.00 2.92%
Haynes International Inc TICKER: HAYN	1,500.00	\$82,860.00 55.24	\$78,062.02 \$4,797.98	\$1,320.00 1.59%
HCC Ins Hldgs Inc Com TICKER: HCC	8,600.00	\$396,804.00 46.14	\$207,794.00 \$189,010.00	\$7,740.00 1.95%
Herman Miller Inc TICKER: MLHR	11,800.00	\$348,336.00 29.52	\$289,843.03 \$58,492.97	\$6,608.00 1.90%
Horace Mann Educators Corp New Com TICKER: HMN	5,600.00	\$176,624.00 31.54	\$100,935.83 \$75,688.07	\$4,368.00 2.47%
Hsn Incorporated TICKER: HSN	9,300.00	\$579,390.00 62.30	\$341,919.20 \$237,470.80	\$9,300.00 1.60%
Interface Inc TICKER: TILE	20,500.00	\$450,180.00 21.96	\$116,860.49 \$333,319.51	\$2,460.00 0.55%
ITT Corp TICKER: ITT	549.00	\$23,837.58 43.42	\$16,374.69 \$7,462.89	\$219.60 0.92%
JMP Group Inc TICKER: JMP	5,300.00	\$39,220.00 7.40	\$36,571.58 \$2,648.42	\$848.00 2.16%
Knoll Inc TICKER: KNL	8,166.00	\$149,519.46 18.31	\$129,592.09 \$19,927.37	\$3,919.68 2.62%
Landauer Inc Com TICKER: LDR	2,500.00	\$131,525.00 52.61	\$137,902.94 -\$6,377.94	\$5,500.00 4.18%
Lennox Intl Inc Com TICKER: LII	2,306.00	\$196,148.36 85.06	\$89,910.30 \$126,238.06	\$2,213.76 1.13%
Linn Co LLC TICKER: LNCO	4,304.00	\$132,606.24 30.81	\$87,335.81 \$45,270.43	\$12,477.30 9.41%
Lithia Motors Inc Cl-A TICKER: LAD	3,200.00	\$222,144.00 69.42	\$47,173.55 \$174,970.45	\$1,664.00 0.75%
Macquarie Infrastructure Co TR TICKER: MIC	3,050.00	\$166,011.50 54.43	\$173,479.44 -\$7,467.94	\$10,675.00 6.43%
Manitowoc Co Inc Com TICKER: MTW	6,100.00	\$142,252.00 23.32	\$118,471.25 \$23,780.75	\$488.00 0.34%
Meredith Corp Com TICKER: MDP	5,900.00	\$305,820.00 51.80	\$174,685.17 \$130,934.83	\$9,617.00 3.15%
Mine Safety Appliances Co TICKER: MSA	3,343.00	\$171,195.03 51.21	\$123,760.56 \$47,434.47	\$4,011.60 2.34%
Monmouth REIT CL A TICKER: MNR	1,200.00	\$10,908.00 9.09	\$9,053.98 \$1,854.02	\$720.00 6.60%
Mueller Water Products Inc-A TICKER: MWA	16,100.00	\$150,857.00 9.37	\$141,586.56 \$9,270.44	\$1,127.00 0.75%
National Retail Properties Inc TICKER: NNN	1,600.00	\$48,528.00 30.33	\$28,820.90 \$19,707.10	\$2,592.00 5.34%

Asset Detail (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Market Value Current Price</i>	<i>Tax Cost Unrealized G/L</i>	<i>Est. Ann. Income Current Yield</i>
International Equities				
Arcos Dorados Holdings Inc A TICKER: ARCO	24,400.00	\$295,728.00 12.12	\$317,727.27 -\$21,999.27	\$5,831.60 1.97%
Banco Latinoamericano TICKER: BLX	2,600.00	\$72,852.00 28.02	\$32,580.00 \$40,272.00	\$3,840.00 5.00%
China Yuchai International LTD TICKER: CYD	1,100.00	\$22,957.00 20.87	\$17,372.50 \$5,584.50	\$550.00 2.40%
Grupo Aeroportuario Del-Adr TICKER: PAC	2,500.00	\$133,050.00 53.22	\$53,359.26 \$79,690.74	\$4,562.50 3.43%
Grupo Aeroportuario Spons ADR TICKER: ASR	500.00	\$62,315.00 124.63	\$35,679.36 \$26,635.64	\$3,313.00 5.32%
Luxfer Holdings PLC Spons ADR TICKER: LXFR	1,100.00	\$22,948.00 20.86	\$22,194.69 \$751.31	\$418.00 1.82%
Oppenheimer Holdings Inc CL A TICKER: OPY	1,800.00	\$44,604.00 24.78	\$44,414.30 \$189.70	\$782.00 1.78%
Progressive Waste Solutions TICKER: BIN	18,900.00	\$467,775.00 24.75	\$204,329.36 \$263,445.64	\$10,924.20 2.33%
Ritchie Bros Auctioneers TICKER: RBA	4,300.00	\$98,599.00 22.93	\$89,220.35 \$9,378.65	\$2,236.00 2.27%
Total International Equities		\$1,229,826.00	\$516,977.09 \$400,948.91	\$32,267.30
Total All Assets		\$19,029,535.64	\$11,906,048.18 \$5,564,731.49	\$317,172.71
Cash & Equivalents				
Principal Cash		-\$1,558,755.97		
Total Cash & Equivalents		-\$1,558,755.97	\$0.00 \$0.00	\$0.00
Total All Liabilities		-\$1,558,755.97	\$0.00 \$0.00	\$0.00
Portfolio Grand Total		\$17,470,779.67	\$11,906,048.18 \$5,564,731.49	\$317,172.71

Asset Detail**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Asset Detail				
Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Cash & Equivalents				
Wilmington US Govt Money	90,063.06	\$90,063.06	\$90,063.06	\$8.83
Mkt CL Admn		1.00	\$0.00	0.01%
TICKER: AIXX				
Income Cash		\$7,941,023.94		

Total Cash & Equivalents		\$8,031,087.00	\$90,063.06	\$8.83
			\$0.00	

Fixed Income				
Kroger Co 7.500%	160,000.00	\$160,364.80	\$168,164.05	\$12,000.00
1/15/14		100.23	-\$7,789.25	7.48%
Hewlett-Packard Co 8.125%	60,000.00	\$60,508.20	\$59,736.80	\$3,675.00
3/01/14		100.85	\$771.60	6.07%
Southern CA Gas 5.500%	75,000.00	\$75,726.00	\$79,504.50	\$4,125.00
3/15/14		100.97	-\$3,778.50	5.45%
Goldman Sachs MTN	160,000.00	\$162,857.80	\$171,185.60	\$9,600.00
6.000% 5/01/14		101.79	-\$8,328.00	5.88%
American Express Co 7.250%	240,000.00	\$248,309.60	\$277,949.25	\$17,400.00
5/20/14		102.63	-\$31,639.65	7.06%
Commercl CMO V-M	300,000.00	\$306,336.00	\$290,343.75	\$17,399.16
5.79972% 6/10/14		102.11	\$15,992.25	5.68%
TICKER: CCV5814				
U.S. Treasury Notes 0.500%	200,000.00	\$200,468.00	\$200,492.86	\$1,000.00
8/15/14		100.23	-\$24.86	0.50%
Interpublic Group Co 6.250%	60,000.00	\$62,475.00	\$66,750.00	\$3,750.00
11/15/14		104.13	-\$4,275.00	6.00%
America Movil Sab 5.750%	153,000.00	\$160,191.00	\$147,401.73	\$8,797.50
1/15/15		104.70	\$12,789.27	5.48%
Life Technologies 4.400%	125,000.00	\$130,138.75	\$133,888.75	\$5,500.00
3/01/15		104.11	-\$3,750.00	4.23%
Waste Management 6.375%	25,000.00	\$26,625.75	\$28,385.75	\$1,593.75
3/11/15		106.50	-\$1,760.00	5.98%
Lincoln Natl Corp 4.300%	185,000.00	\$193,946.80	\$193,088.55	\$7,955.00
6/15/15		104.84	\$858.05	4.10%
HSBC Finance Corp 5.000%	140,000.00	\$147,940.80	\$151,518.20	\$7,000.00
6/30/15		105.67	-\$3,577.40	4.73%
TCI Communications 8.750%	105,000.00	\$118,089.30	\$124,607.70	\$9,187.50
8/01/15		112.47	-\$6,518.40	7.78%
Symantec Corp 2.750%	225,000.00	\$231,142.50	\$227,035.10	\$6,187.50
9/15/15		102.73	\$4,107.40	2.68%
Bear Stearns 5.300%	390,000.00	\$420,661.80	\$431,674.10	\$20,870.00
10/30/15		107.86	-\$11,012.30	4.91%
BP Capital PLC 3.200%	180,000.00	\$189,014.40	\$181,592.70	\$5,760.00
3/11/16		105.01	\$7,421.70	3.05%

December 1, 2013 - December 31, 2013

Description		Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
XEROX Corp	6.400%	130,000.00	\$143,687.70	\$144,342.90	\$8,320.00
3/15/16			110.53	-\$655.20	5.79%
Owens & Minor	6.350%	120,000.00	\$130,928.40	\$125,804.40	\$7,620.00
4/15/16			109.11	\$5,124.00	5.82%
Prudential FIN MTN	3.000%	125,000.00	\$130,172.50	\$124,580.25	\$3,750.00
5/12/16			104.14	\$5,592.25	2.88%
DTE Energy Co	6.350%	25,000.00	\$27,958.75	\$24,354.75	\$1,587.50
6/01/16			111.84	\$3,604.00	5.68%
Bank of Amer Crp	6.500%	185,000.00	\$208,881.65	\$200,004.55	\$12,026.00
8/01/16			112.91	\$8,877.10	5.76%
Capital One Finl	6.150%	35,000.00	\$39,148.80	\$37,865.80	\$2,152.50
9/01/16			111.85	\$1,281.00	5.50%
Barclays Bank MTN	5.000%	100,000.00	\$110,094.00	\$102,378.00	\$5,000.00
9/22/16			110.09	\$7,718.00	4.54%
Comcast Corporation	6.500%	125,000.00	\$143,200.00	\$148,981.25	\$8,125.00
1/15/17			114.66	-\$3,761.25	5.87%
GECC MTN	5.400%	225,000.00	\$250,407.00	\$248,577.50	\$12,150.00
2/15/17			111.29	\$1,829.50	4.85%
Intuit Inc	5.750% 3/15/17	85,000.00	\$95,037.65	\$93,852.55	\$4,887.50
			111.81	\$1,185.10	5.14%
FNMA	1.125%	500,000.00	\$501,945.00	\$498,138.87	\$5,625.00
4/27/17			100.39	\$3,806.13	1.12%
CSX Corp	7.900%	98,000.00	\$117,094.32	\$101,636.85	\$7,742.00
5/01/17			119.48	\$15,457.47	6.61%
Can Natural RES	5.700%	150,000.00	\$168,573.00	\$149,671.90	\$8,550.00
5/15/17			112.38	\$19,001.10	5.07%
Symantec Corp	2.750%	75,000.00	\$75,805.50	\$77,184.30	\$2,062.50
6/15/17			101.07	-\$1,378.80	2.72%
Telefonica Emisiones	6.221%	190,000.00	\$214,190.80	\$198,445.10	\$11,819.90
7/03/17			112.73	\$15,746.70	5.52%
Kroger Co.	6.400%	95,000.00	\$108,845.30	\$113,794.55	\$6,080.00
8/15/17			114.57	-\$4,949.25	5.59%
Safeway Inc	6.350%	55,000.00	\$61,536.20	\$51,619.75	\$3,492.50
8/15/17			111.88	\$9,916.45	5.68%
Merrill Lynch MTN	6.400%	155,000.00	\$178,701.05	\$143,306.80	\$9,920.00
8/28/17			115.29	\$35,394.25	5.55%
Capital One Finl	6.750%	180,000.00	\$188,992.00	\$196,040.55	\$10,800.00
9/15/17			116.87	-\$9,048.55	5.78%
Gen Elec Cap Crp MTN	5.625% 9/15/17	95,000.00	\$108,072.00	\$91,246.55	\$5,343.75
			113.76	\$16,826.45	4.94%
Bear Stearns Co	6.400%	155,000.00	\$179,886.80	\$184,835.75	\$9,920.00
10/02/17			116.06	-\$4,948.95	5.51%
BP Capital PLC	1.375%	20,000.00	\$19,898.00	\$19,983.60	\$275.00
11/08/17			98.48	-\$287.60	1.40%
Interpublic Group	2.250%	10,000.00	\$9,858.80	\$9,976.40	\$225.00
11/15/17			98.59	-\$117.60	2.28%

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Description		Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Citigroup Inc	6.125%	150,000.00	\$172,806.50	\$168,740.10	\$9,187.50
11/21/17			115.27	\$4,166.40	6.31%
Kohls Corp	6.250%	120,000.00	\$137,622.00	\$127,522.85	\$7,500.00
12/15/17			114.69	\$10,099.15	5.45%
HCP Inc MTN	6.700%	185,000.00	\$215,029.20	\$214,680.05	\$12,395.00
1/30/18			116.23	\$369.15	5.76%
Wachovia Corp MTN	5.750%	310,000.00	\$357,454.80	\$331,406.80	\$17,825.00
2/01/18			115.31	\$26,048.20	4.89%
Kinder Morgan Energy	5.950%	170,000.00	\$193,186.30	\$195,358.80	\$10,115.00
2/15/18			113.64	-\$2,172.60	5.24%
Pemex Master TR	5.750%	180,000.00	\$200,700.00	\$199,800.00	\$10,350.00
3/01/18			111.50	\$1,100.00	5.16%
Burlington North	5.750%	145,000.00	\$165,311.80	\$165,249.25	\$8,337.50
3/15/18			114.01	\$62.35	6.04%
CSX Corp	6.250%	100,000.00	\$115,567.00	\$118,862.40	\$6,250.00
3/15/18			115.57	-\$3,295.40	5.41%
Yum! Brands Inc	6.250%	32,000.00	\$36,870.72	\$36,682.92	\$2,000.00
3/15/18			115.22	\$187.80	5.42%
American Express	7.000%	155,000.00	\$185,200.20	\$194,834.45	\$10,850.00
3/19/18			119.48	-\$9,734.25	5.86%
Goldman Sachs GP	6.150%	150,000.00	\$172,002.00	\$155,952.05	\$9,225.00
4/01/18			114.67	\$16,049.95	5.36%
Southern CA Gas Co	5.450%	155,000.00	\$176,594.60	\$172,280.25	\$8,447.50
4/15/18			113.93	\$4,304.35	4.78%
Spectra Energy	6.200%	145,000.00	\$163,599.15	\$175,980.70	\$8,980.00
4/15/18			112.83	-\$12,381.55	5.49%
Ford Motor Cred	5.000%	200,000.00	\$222,782.00	\$219,644.00	\$10,000.00
5/15/18			111.39	\$3,138.00	4.49%
GlaxoSmithKline Cap	5.650%	75,000.00	\$86,335.50	\$74,496.00	\$4,237.50
5/15/18			115.11	\$11,839.50	4.91%
Philip Morris Intl	5.850%	105,000.00	\$120,594.60	\$128,623.70	\$5,932.50
5/16/18			114.85	-\$6,029.10	4.92%
Intl Paper Co	7.950%	150,000.00	\$182,203.50	\$181,572.25	\$11,925.00
6/15/18			121.47	\$631.25	6.54%
Sempra Energy	6.150%	20,000.00	\$22,859.60	\$24,662.80	\$1,230.00
6/15/18			114.80	-\$1,703.20	5.36%
Time Warner Cable	6.750%	50,000.00	\$56,072.00	\$58,050.50	\$3,375.00
7/01/18			112.14	-\$1,978.50	6.02%
Pacific Gas & Elec	8.250%	50,000.00	\$62,534.00	\$54,720.50	\$4,125.00
10/15/18			125.07	\$7,813.50	6.80%
Natl Rural Util	10.375%	120,000.00	\$162,285.60	\$130,843.20	\$12,450.00
11/01/18			135.24	\$31,442.40	7.87%
Verizon Comm Inc	8.750%	120,000.00	\$153,548.40	\$144,995.55	\$10,500.00
11/01/18			127.96	\$8,552.85	8.84%
Dominion Resources	8.875%	220,000.00	\$279,536.40	\$298,336.30	\$19,525.00
1/15/19			127.08	-\$18,799.90	8.98%

Asset Detail (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Market Value Current Price</i>	<i>Tax Cost Unrealized G/L</i>	<i>Est. Ann. Income Current Yield</i>
Prog Energy Carolina 5.300%	90,000.00	\$102,387.80	\$89,917.20	\$4,770.00
1/15/19		113.74	\$12,450.60	4.66%
Reed Elsevr Cptl 8.625%	110,000.00	\$137,909.20	\$140,209.65	\$9,487.50
1/15/19		125.37	-\$2,300.45	6.88%
United Tech Corp 6.125%	90,000.00	\$106,236.00	\$103,951.15	\$5,512.50
2/01/19		118.04	\$2,284.85	5.19%
Novartis SEC INV 5.125%	80,000.00	\$90,589.60	\$88,803.20	\$4,100.00
2/10/19		113.24	\$1,786.40	4.53%
MetLife Inc 7.717%	150,000.00	\$185,926.50	\$192,227.70	\$11,576.50
2/15/19		123.95	-\$6,301.20	6.23%
Sempra Energy 9.800%	50,000.00	\$66,052.00	\$70,676.00	\$4,900.00
2/15/19		132.10	-\$4,624.00	7.42%
Wellpoint Inc 7.000%	105,000.00	\$124,582.50	\$125,544.30	\$7,950.00
2/15/19		118.65	-\$961.80	5.90%
News Amer Inc 6.800%	120,000.00	\$143,956.80	\$151,005.60	\$8,280.00
3/01/19		119.96	-\$7,048.80	5.75%
Waste Management Inc	95,000.00	\$114,898.70	\$117,339.50	\$7,008.25
7.375% 3/11/19		120.95	-\$2,440.80	6.10%
Atmos Energy Corp 8.500%	65,000.00	\$83,284.80	\$64,878.45	\$5,525.00
3/15/19		128.15	\$18,416.45	6.63%
Lyondellbasell Ind 5.000%	200,000.00	\$222,124.00	\$219,280.00	\$10,000.00
4/16/19		111.08	\$2,844.00	4.50%
Canadian Pac RR 7.250%	110,000.00	\$133,214.40	\$120,286.90	\$7,975.00
5/15/19		121.10	\$12,927.50	6.99%
Dow Chemical Co 8.550%	170,000.00	\$219,502.30	\$180,176.20	\$14,535.00
5/15/19		129.12	\$39,326.10	6.62%
TICKER: DCC8519				
Eqt Corp 8.125%	70,000.00	\$84,921.80	\$71,259.40	\$5,687.50
6/01/19		121.32	\$13,662.50	6.70%
Bunge LTD FIN 8.500%	115,000.00	\$141,275.20	\$128,803.75	\$9,775.00
6/15/19		122.85	\$12,471.45	6.92%
Prudential Finl MTN 7.375%	95,000.00	\$116,630.55	\$118,355.65	\$7,006.25
6/15/19		122.77	\$274.90	6.01%
Baxter International 4.500%	15,000.00	\$16,434.00	\$14,949.90	\$675.00
8/15/19		109.56	\$1,484.10	4.11%
Roper Industries Inc 6.250%	185,000.00	\$212,178.35	\$206,838.85	\$11,562.50
9/01/19		114.69	\$5,539.50	5.45%
America Movil Sab 5.000%	100,000.00	\$109,250.00	\$115,774.00	\$5,000.00
10/16/19		109.25	-\$6,524.00	4.58%
Enterprise Products 5.250%	110,000.00	\$122,642.30	\$114,328.85	\$5,775.00
1/31/20		111.49	\$8,313.45	4.71%
Ameriprise Financial 5.300%	105,000.00	\$118,413.75	\$113,847.60	\$5,565.00
3/15/20		112.78	\$4,566.15	4.70%
Ontario Province 4.400%	125,000.00	\$137,150.00	\$147,427.90	\$5,500.00
4/14/20		109.72	-\$10,277.90	4.01%

Asset Detail (continued)**Statement of Value and Activity**

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Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Diageo Capital PLC 4.828%	85,000.00	\$94,124.75	\$87,888.40	\$4,103.80
7/15/20		110.74	-\$3,763.65	4.36%
U.S. Treasury Notes 2.625%	2,315,000.00	\$2,362,017.65	\$2,360,453.41	\$60,768.75
8/15/20		102.03	\$1,564.24	2.57%
Wellpoint Inc 4.350%	95,000.00	\$100,406.45	\$99,832.85	\$4,132.50
8/15/20		105.89	\$573.60	4.12%
Intl CCE Inc 3.500%	200,000.00	\$199,924.00	\$204,407.00	\$7,000.00
9/15/20		99.96	-\$4,483.00	3.50%
Verizon Com 4.500%	120,000.00	\$128,488.40	\$123,414.60	\$5,400.00
9/15/20		107.06	\$5,053.80	4.20%
FNMA PL #745394 4.500%	49,834.27	\$53,062.53	\$52,226.17	\$2,242.54
11/01/20		106.48	\$836.36	4.23%
TICKER: 745394A				
Rio Tinto Financial 3.500%	145,000.00	\$148,040.65	\$143,141.45	\$5,075.00
11/02/20		102.10	\$4,899.20	3.43%
FHLMC Gd PL #G11880	29,180.08	\$30,980.20	\$30,716.02	\$1,459.00
5.000% 12/01/20		106.17	\$264.18	4.71%
TICKER: G11880F				
CVS Caremark 4.125%	125,000.00	\$129,571.25	\$132,389.30	\$5,166.25
5/15/21		103.68	-\$2,818.05	3.98%
Hewlett-Pack Co 4.300%	50,000.00	\$50,877.50	\$50,242.00	\$2,150.00
6/01/21		101.38	\$435.50	4.24%
TC Pipelines LP 4.650%	145,000.00	\$146,722.60	\$150,298.85	\$6,742.50
6/15/21		101.19	-\$3,576.25	4.59%
Lincoln Natl Corp 4.850%	55,000.00	\$59,075.50	\$60,954.85	\$2,667.50
5/24/21		107.41	-\$1,879.15	4.51%
FHLMC Gd PL #G12317	20,773.35	\$22,592.06	\$22,287.15	\$1,142.53
5.500% 8/01/21		108.76	\$304.91	5.06%
TICKER: G12317F				
Intl Paper Co 7.500%	20,000.00	\$24,517.80	\$26,304.20	\$1,500.00
8/15/21		122.59	-\$1,786.40	6.12%
Hewlett-Pack Co 4.375%	90,000.00	\$91,640.70	\$90,008.00	\$3,937.50
9/15/21		101.82	\$1,632.70	4.30%
Kohls Corporation 4.000%	40,000.00	\$39,982.80	\$40,227.20	\$1,600.00
11/01/21		99.96	-\$244.40	4.00%
Ecolab Inc 4.350%	105,000.00	\$108,877.65	\$109,950.40	\$4,567.50
12/08/21		103.69	-\$1,072.75	4.19%
FNMA PL #889010 4.500%	43,967.43	\$46,866.20	\$46,022.27	\$1,978.53
1/01/22		106.59	\$843.93	4.22%
TICKER: 889010A				
Toyota Mtr Cred MTN 3.300%	130,000.00	\$130,037.70	\$138,759.10	\$4,290.00
1/12/22		100.03	-\$8,721.40	3.30%
Citigroup Inc 4.500%	85,000.00	\$90,075.35	\$94,417.15	\$3,825.00
1/14/22		105.97	-\$4,341.80	4.25%

Asset Detail (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
FNMA PL #888922 5.500%	23,484.39	\$25,861.63	\$25,860.62	\$1,291.64
2/01/22		109.27	-\$198.99	5.03%
TICKER: 888922A				
Kellogg Co 3.125%	85,000.00	\$80,589.35	\$84,826.20	\$2,658.25
5/17/22		94.81	-\$4,236.85	3.30%
Anheuser-Busch 2.500%	40,000.00	\$38,998.80	\$39,161.60	\$1,000.00
7/15/22		92.50	-\$2,162.80	2.70%
Comcast Corp 3.125%	95,000.00	\$90,658.50	\$96,775.55	\$2,968.75
7/15/22		95.43	-\$6,117.05	3.27%
AbbVie Inc 2.900%	125,000.00	\$116,832.50	\$124,389.80	\$3,625.00
11/08/22		93.47	-\$7,557.30	3.10%
FNMA PL #257061 5.000%	15,152.63	\$16,353.63	\$16,963.53	\$757.63
1/01/23		107.93	-\$609.90	4.63%
TICKER: 257061A				
Bank of Amer Crp MTN 3.300% 1/11/23	90,000.00	\$85,164.30	\$89,001.90	\$2,970.00
		94.63	-\$3,837.60	3.49%
Time Warner Entmt 8.375%	85,000.00	\$97,785.30	\$107,321.80	\$7,118.75
3/15/23		115.02	-\$9,556.50	7.28%
FNMA PL #973865 4.500%	212,685.05	\$226,820.04	\$218,320.22	\$9,569.93
4/01/23		106.66	\$10,499.82	4.22%
TICKER: 973865A				
FNMA PL #963138 6.000%	41,016.05	\$44,292.82	\$44,109.41	\$2,050.80
5/01/23		107.99	\$183.41	4.83%
TICKER: 963138A				
Statohydro ASA 7.750%	165,000.00	\$212,148.75	\$194,505.10	\$12,787.50
6/15/23		128.58	\$17,643.65	6.03%
Fed Ex Corp ABS 6.720%	110,427.27	\$129,199.91	\$105,181.96	\$7,420.71
7/15/23		117.00	\$24,017.95	5.74%
Kroger Co/The 3.850%	85,000.00	\$83,687.60	\$84,884.00	\$3,272.50
8/01/23		98.46	-\$1,176.40	3.91%
Quebec Province 7.125%	155,000.00	\$193,511.30	\$213,558.60	\$11,043.75
2/09/24		124.85	-\$20,047.30	5.71%
FNMA PL #Ah2366 3.500%	679,282.03	\$710,841.47	\$684,058.23	\$23,774.87
1/01/26		104.65	\$28,783.24	3.34%
TICKER: AH2366A				
Norfolk Southern 7.800%	50,000.00	\$63,492.50	\$66,391.50	\$3,900.00
5/15/27		126.99	-\$2,899.00	6.14%
FHLMC Gd PL #E09015 2.500% 12/01/27	519,985.52	\$515,908.83	\$543,141.13	\$12,999.84
		99.22	-\$27,232.30	2.52%
TICKER: E09015F				
Deutsche Telekom 8.750%	75,000.00	\$105,808.50	\$89,100.00	\$6,562.50
6/15/30		141.08	\$16,708.50	6.20%
Verizon Global 7.750%	40,000.00	\$51,089.60	\$43,920.80	\$3,100.00
12/01/30		127.72	\$7,168.80	6.07%

Asset Detail (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
British Telecom PL 9.625% 12/15/30 TICKER: BTP9830	120,000.00	\$179,068.80 149.22	\$127,184.00 \$51,874.80	\$11,550.00 6.45%
Archer Daniels 7.000% 2/01/31	60,000.00	\$72,161.40 120.27	\$72,939.00 -\$777.60	\$4,200.00 5.82%
France Telecom 8.750% 3/01/31 TICKER: FT88731	90,000.00	\$124,280.30 138.07	\$124,835.55 -\$575.25	\$7,875.00 6.34%
Burlington RES FIN 7.200% 8/15/31	40,000.00	\$50,798.00 127.00	\$56,799.20 -\$6,001.20	\$2,880.00 5.67%
Devon Financing 7.875% 9/30/31	55,000.00	\$70,741.00 128.62	\$76,982.40 -\$6,241.40	\$4,331.25 6.12%
Conoco Funding 7.250% 10/15/31	20,000.00	\$25,829.20 129.15	\$20,784.20 \$5,045.00	\$1,450.00 5.61%
Boeing Co 8.825% 11/15/31	45,000.00	\$62,171.55 138.16	\$50,891.85 \$11,279.70	\$3,881.25 6.24%
GE Capital Corp MTN 8.750% 3/15/32	20,000.00	\$24,786.20 123.83	\$25,764.00 -\$997.80	\$1,350.00 5.45%
AOL Time Warner 7.700% 5/01/32	70,000.00	\$89,877.90 128.40	\$85,482.05 \$4,395.85	\$5,390.00 6.00%
FNMA PL #254868 5.000% 8/01/33 TICKER: 254868A	305,538.77	\$332,789.77 108.92	\$307,286.10 \$25,503.67	\$15,278.94 4.59%
GNMA PL #781746 5.000% 5/15/34 TICKER: 781746X	12,567.84	\$13,763.54 109.51	\$12,832.60 \$930.94	\$628.39 4.57%
FHLMC Gd PL #G01740 5.500% 12/01/34 TICKER: G01740F	117,571.88	\$129,011.60 109.73	\$118,012.74 \$10,998.86	\$6,466.45 5.01%
News Amer Inc 6.200% 12/15/34	80,000.00	\$88,557.80 110.70	\$87,181.95 \$1,375.85	\$4,980.00 5.60%
FNMA PL #735503 6.000% 4/01/35 TICKER: 735503A	479,301.28	\$537,862.31 112.22	\$487,239.69 \$50,622.62	\$28,758.08 5.35%
FNMA PL #745168 V-A 2.387% 9/01/35 TICKER: 745168A	182,941.71	\$193,954.80 106.02	\$181,712.58 \$12,242.22	\$4,366.82 2.25%
FHLMC Gd PL #G01979 5.000% 12/01/35 TICKER: G01979F	11,650.19	\$12,579.53 107.98	\$11,745.15 \$834.38	\$582.51 4.83%
FNMA PL #745336 5.000% 3/01/36 TICKER: 745336A	31,088.91	\$33,747.83 108.55	\$32,126.32 \$1,621.31	\$1,554.45 4.61%
FNMA PL #745418 5.500% 4/01/36 TICKER: 745418A	384,029.61	\$400,174.11 109.93	\$370,287.21 \$29,886.90	\$20,021.63 5.00%

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Market Value Current Price</i>	<i>Tax Cost Unrealized G/L</i>	<i>Est. Ann. Income Current Yield</i>
Midamer Ener Hld 6.125% 4/01/36	95,000.00	\$107,925.70 113.61	\$106,276.15 \$1,649.55	\$5,818.75 5.39%
FNMA PL #886224 6.500% 7/01/36	15,807.68	\$17,555.54 111.06	\$16,752.05 \$803.49	\$1,027.50 5.85%
TICKER: 886224A				
Energy East Corp 6.750% 7/15/36	45,000.00	\$48,875.85 108.61	\$49,260.60 -\$384.75	\$3,037.50 6.21%
FNMA PL #888029 6.000% 12/01/36	8,519.68	\$9,461.70 111.06	\$9,037.73 \$423.97	\$511.18 5.40%
TICKER: 888029A				
Vodafone Group PLC 6.150% 2/27/37	40,000.00	\$43,350.80 108.38	\$42,672.00 \$678.80	\$2,480.00 5.67%
FHLMC PL #1J1569 V-A 3.051% 4/01/37	88,521.88	\$95,314.16 107.67	\$89,351.76 \$5,962.40	\$2,700.80 2.83%
TICKER: 1J1569F				
Midamer Ener Hld 5.950% 5/15/37	50,000.00	\$54,713.00 109.43	\$46,115.50 \$8,597.50	\$2,975.00 5.44%
Valero Energy Corp 6.625% 6/15/37	45,000.00	\$51,332.85 114.07	\$48,326.40 \$3,006.45	\$2,981.25 5.81%
FHLMC Gd PL #G03050 5.000% 7/01/37	9,901.54	\$10,659.50 107.66	\$10,017.68 \$641.82	\$495.08 4.64%
TICKER: G03050F				
FHLMC Gd PL #G03609 5.500% 10/01/37	21,357.50	\$23,276.90 108.99	\$22,275.39 \$1,001.51	\$1,174.66 5.05%
TICKER: G03609F				
Target Corp 6.500% 10/15/37	10,000.00	\$11,846.00 118.46	\$12,889.70 -\$1,043.70	\$650.00 5.49%
GNMA PL #782222 5.500% 11/15/37	30,385.64	\$33,502.30 110.26	\$32,593.40 \$908.90	\$1,671.21 4.99%
TICKER: 782222X				
UnitedHealth Group 6.875% 2/15/38	60,000.00	\$74,728.20 124.55	\$65,321.40 \$9,406.80	\$4,125.00 5.52%
Verizon Comm Inc 6.400% 2/15/38	55,000.00	\$61,763.35 112.30	\$67,259.45 -\$5,496.10	\$3,520.00 5.70%
Wal-Mart Stores Inc 6.200% 4/15/38	85,000.00	\$102,157.25 120.19	\$96,404.45 \$5,752.80	\$5,270.00 5.16%
AT&T Inc 6.400% 5/15/38	17,000.00	\$18,928.82 111.35	\$14,384.89 \$4,543.93	\$1,088.00 5.76%
United Tech Corp 6.125% 7/15/38	35,000.00	\$41,729.10 119.23	\$42,450.10 -\$721.00	\$2,143.75 5.14%
GNMA II #082166 V-A 3.500% 9/20/38	31,279.98	\$32,558.08 104.09	\$32,189.05 \$369.03	\$1,094.80 3.36%
TICKER: 082166M				
GNMA PL #688023 6.000% 10/15/38	49,207.03	\$54,767.92 111.30	\$52,942.96 \$1,824.96	\$2,952.42 5.39%
TICKER: 688023X				

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
Shell Intl FIN 6.375%	35,000.00	\$43,468.65	\$38,754.90	\$2,231.25
12/15/38		124.20	\$4,714.75	5.13%
U.S. Treasury Bonds 4.600%	605,000.00	\$670,606.20	\$659,583.88	\$27,225.00
8/15/39		110.84	\$11,022.34	4.06%
Progress Energy Inc 6.000%	40,000.00	\$44,863.20	\$45,536.95	\$2,400.00
12/01/38		112.16	-\$673.75	5.35%
CISCO Systems Inc 5.500%	40,000.00	\$42,321.20	\$41,743.60	\$2,200.00
1/15/40		105.80	\$577.60	5.20%
Lb-Ubs CMO 5.424%	110,000.00	\$121,225.50	\$126,087.50	\$5,966.40
2/15/40		110.21	-\$4,862.00	4.92%
FHLMC Gd PL #A91538	275,091.75	\$291,330.42	\$283,774.35	\$12,379.13
4.500% 3/01/40		105.90	\$7,556.07	4.25%
TICKER: A91538F				
AMGEN Inc 5.750%	15,000.00	\$16,071.15	\$16,519.80	\$862.50
3/15/40		107.14	-\$448.65	5.37%
Puget Sound Energy 5.795%	60,000.00	\$68,404.80	\$63,893.10	\$3,477.00
3/15/40		114.01	\$4,511.70	5.08%
FNMA PL #Ab2082 4.000%	912,341.03	\$939,968.72	\$912,055.91	\$38,493.64
1/01/41		103.03	\$27,910.81	3.88%
TICKER: AB2082A				
Wachovia Bank CMO	123,926.16	\$123,991.84	\$126,830.68	\$6,462.75
5.215% 1/15/41		100.05	-\$2,838.84	5.21%
Wellpoint Inc 4.825%	30,000.00	\$27,726.30	\$30,928.50	\$1,387.50
5/15/42		92.42	-\$3,202.20	5.00%
Bear Stearns CMO 4.735%	3,451.92	\$3,447.26	\$3,466.70	\$163.45
9/11/42		99.87	-\$19.44	4.74%
FHLMC Gd PL #C04444	947,603.33	\$898,858.61	\$979,333.25	\$28,428.10
3.000% 1/01/43		94.86	-\$80,474.64	3.16%
TICKER: C04444F				
FHLMC Gd PL #C09022	862,881.43	\$818,494.81	\$897,854.51	\$25,886.44
3.000% 1/01/43		94.86	-\$79,359.70	3.16%
TICKER: C09022F				
GNMA II PL #Ma0783	1,934,309.30	\$1,954,426.12	\$2,025,584.52	\$67,700.83
3.500% 2/20/43		101.04	-\$71,158.40	3.46%
TICKER: MA0783M				
FHLMC Gd PL #G08525	243,342.94	\$230,825.38	\$243,495.04	\$7,300.29
3.000% 5/01/43		94.86	-\$12,669.66	3.16%
TICKER: G08525F				
JP Morgan CMO 5.814%	141,382.05	\$152,509.86	\$143,145.61	\$8,218.79
6/12/43		107.89	\$9,384.25	5.39%
JP Morgan CMO 4.625%	41,945.26	\$41,950.29	\$42,760.89	\$1,939.97
3/15/46		100.01	-\$810.60	4.62%
JP Morgan Chase CMO	75,000.00	\$78,225.75	\$75,749.70	\$2,381.83
3.1491% 8/15/46		104.30	\$2,476.05	3.02%
JP Morgan Chase CMO	166,523.54	\$171,745.72	\$168,932.36	\$9,048.89
5.434% 1/15/49		103.14	\$2,813.36	5.27%

Asset Detail (continued)**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Market Value Current Price	Tax Cost Unrealized G/L	Est. Ann. Income Current Yield
JP Morgan CMO V-M 6.70605% 2/12/49 TICKER: JMC5849A	175,000.00	\$184,321.75 111.04	\$134,715.62 \$59,606.13	\$9,885.59 5.14%
Wachovia CMO V-M 5.72757% 6/15/49 TICKER: WCV5749	141,836.68	\$145,175.49 102.35	\$147,421.48 -\$2,245.99	\$8,123.80 5.60%
Comm Mtg CMO V-M 5.79972% 12/10/49 TICKER: CMC5849	295,000.00	\$332,650.85 112.76	\$241,738.67 \$90,912.18	\$17,109.17 5.14%
Bear Stearns Co CMO 5.700% 6/11/50	65,000.00	\$73,061.30 112.40	\$76,344.53 -\$3,283.23	\$3,705.00 5.07%
Total Fixed Income		\$30,300,873.24	\$29,658,948.59 \$441,724.66	\$1,362,295.17
Total All Assets		\$38,331,760.24	\$29,949,011.64 \$441,724.66	\$1,362,304.00
Cash & Equivalents				
Principal Cash		-\$7,941,023.94		
Total Cash & Equivalents		-\$7,941,023.94	\$0.00 \$0.00	\$0.00
Total All Liabilities		-\$7,941,023.94	\$0.00 \$0.00	\$0.00
Portfolio Grand Total		\$30,390,736.30	\$29,949,011.64 \$441,724.66	\$1,362,304.00

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

► File a separate application for each return.

OMB No 1545-1709

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE DONALD A. AND DOROTHY B. STABLER FOUNDATION	Employer identification number (EIN) or 26-3598470
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions ONE SOUTH MARKET SQUARE, PO BOX 1146	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HARRISBURG PA 17108-1146	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

- The books are in the care of ►

Telephone No. ►

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) 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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2013** or

► ☐ tax year beginning _____ and ending _____

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

3a 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.	3a	\$	646,500
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.	3b	\$	256,000
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	390,500

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

FILED - ACCEPTED 2/7/14

Form 8868 (Rev. 1-2014)

0408 . 0001

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).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions. THE DONALD A. AND DOROTHY B. STABLER FOUNDATION	Employer identification number (EIN) or 26-3598470
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE SOUTH MARKET SQUARE, PO BOX 1146	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. HARRISBURG PA 17108-1146		

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

04

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

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

THE STABLER FOUNDATION
1 SOUTH MARKET SQUARE, 12TH FLOOR

- The books are in the care of **HARRISBURG** Telephone No. **717-231-6639** FAX No. **PA 17108-1146**
- 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 **11/15/14**

5 For calendar year **2013**, or other tax year beginning **2013**, and ending **2014**

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

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	182,268
b If this application is for Form 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	\$	646,500
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

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

Signature **▶**

Title **▶ C.P.A.**

Date **▶**

Form 8868 (Rev. 1-2014)

E-FILED - ACCEPTED 8/6/14