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Return of Private Foundation

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

2013

Department 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
C JAY MOORHEAD FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 4267

City or town, state or province, country, and ZIP or foreign postal code
EAST HAMPTON, NY 11937-0258

A Employer identification number
26-4237776

B Telephone number
631 324-6258

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **5,070,300.** (Part I, column (d) must be on cash basis.)

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,677,691.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	65.	65.		STATEMENT 1
	4 Dividends and interest from securities	62,909.	62,909.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,743.			
	b Gross sales price for all assets on line 6a	609,185.			
	7 Capital gain net income (from Part IV, line 2)		8,743.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,749,408.	71,717.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	7,298.	0.		7,298.
	b Accounting fees STMT 4	1,390.	0.		1,390.
	c Other professional fees STMT 5	11,866.	11,866.		0.
	17 Interest				
	18 Taxes STMT 6	535.	1.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 7	539.	0.		539.	
24 Total operating and administrative expenses. Add lines 13 through 23	21,628.	11,867.		9,227.	
25 Contributions, gifts, grants paid	145,000.			145,000.	
26 Total expenses and disbursements Add lines 24 and 25	166,628.	11,867.		154,227.	
27 Subtract line 26 from line 24	1,582,780.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		59,850.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing		647,506.			
	2 Savings and temporary cash investments			987,464.	987,464.	
	3 Accounts receivable					
	Less allowance for doubtful accounts					
	4 Pledges receivable					
	Less allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable					
	Less allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations					
	b Investments - corporate stock	STMT 9	2,255,752.	1,370,403.	1,767,355.	
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis					
Less accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other	STMT 10	0.	2,126,171.	2,315,481.		
14 Land, buildings, and equipment basis						
Less accumulated depreciation						
15 Other assets (describe)						
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		2,903,258.	4,484,038.	5,070,300.		
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input checked="" type="checkbox"/>			
	24 Unrestricted		2,903,258.	4,484,038.		
	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					
30 Total net assets or fund balances		2,903,258.	4,484,038.			
31 Total liabilities and net assets/fund balances		2,903,258.	4,484,038.			

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	2,903,258.
2 Enter amount from Part I, line 27a	2	1,582,780.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	4,486,038.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	2,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,484,038.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
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 585,243.		600,442.	-15,199.
b 23,942.			23,942.
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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
a			-15,199.
b			23,942.
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	8,743.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	37,472.	2,861,068.	.013097
2011	0.	762,111.	.000000
2010	0.	0.	.000000
2009	0.	0.	.000000
2008	0.	0.	.000000

2 Total of line 1, column (d)	2	.013097
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	.002619
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,033,444.
5 Multiply line 4 by line 3	5	10,564.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	599.
7 Add lines 5 and 6	7	11,163.
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	154,227.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	599.
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	599.
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	599.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	5,000.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	12.
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	4,389.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 4,389. <input checked="" type="checkbox"/> Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► THE FOUNDATION Telephone no ► 631 324-6258 Located at ► PO BOX 4267, EAST HAMPTON, NY ZIP+4 ► 11937-0258			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(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
DAVID SADROFF PO BOX 4267 EAST HAMPTON, NY 11937-0258	TRUSTEE 5.00	0.	0.	0.
ROBERT SIEGEL PO BOX 4267 EAST HAMPTON, NY 11937-0258	TRUSTEE 5.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶ 0.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,195,140.
b	Average of monthly cash balances	1b	1,899,727.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,094,867.
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	4,094,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,423.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,033,444.
6	Minimum investment return. Enter 5% of line 5	6	201,672.

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	201,672.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	599.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	599.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	201,073.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	201,073.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	201,073.

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	154,227.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	154,227.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	599.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	153,628.

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				201,073.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			142,291.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 154,227.				
a Applied to 2012, but not more than line 2a			142,291.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				11,936.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				189,137.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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
<i>a Paid during the year</i>				
AMERICAN FRIENDS OF THE V & A 61 LONDONDERRY DRIVE GREENWICH, CT 06830-3508	N/A	PC	MUSEUM	5,000.
AMERICAN MUSEUM OF NATURAL HISTORY 15 WEST 77TH STREET NEW YORK, NY 10024-5193	N/A	PC	MUSEUM	10,000.
CENTRAL PARK CONSERVANCY, INC. 14 EAST 60TH STREET, 8TH FLOOR NEW YORK, NY 10022-7122	N/A	PC	NATURE CONSERVANCY	5,000.
COUNCIL ON FOREIGN RELATIONS, INC. 58 EAST 68TH STREET NEW YORK, NY 10065-5939	N/A	PC	COMMITMENT TO TRANSPARENCY	5,000.
EAST END HOSPICE, INC. PO BOX 1048 WESTHAMPTON BEACH, NY 11978-7048	N/A	PC	END OF LIFE CARE	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				145,000.
<i>b Approved for future payment</i>				
NONE				
Total ▶ 3b				0.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains one entry with 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains one entry with 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 7/19/14, Title: TRUSTEE. May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: THOMAS F. BLANEY, CPA, CFE; Preparer's signature: [Signature]; Date: 6/30/14; Check [] if self-employed; PTIN: P00234022; Firm's name: O'CONNOR DAVIES, LLP; Firm's address: 665 FIFTH AVENUE, NEW YORK, NY 10022; Firm's EIN: 27-1728945; Phone no: (212) 286-2600

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2013

Name of the organization

C JAY MOORHEAD FOUNDATION

Employer identification number

26-4237776

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 foundationCheck 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).

LHA 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)

Name of organization

Employer identification number

C JAY MOORHEAD FOUNDATION

26-4237776

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	C JAY MOORHEAD TRUST PO BOX 4145 EAST HAMPTON, NY 11937-0255	\$ 1,677,691.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

C JAY MOORHEAD FOUNDATION

26-4237776

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

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

Name of organization C JAY MOORHEAD FOUNDATION	Employer identification number 26-4237776
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN CHASE	65.	65.	
TOTAL TO PART I, LINE 3	65.	65.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN CHASE	86,851.	23,942.	62,909.	62,909.	
TO PART I, LINE 4	86,851.	23,942.	62,909.	62,909.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SOLOMAN & SOLOMAN, PC PATTERSON, BELKNAP, WEBB & TYLER	7,000. 298.	0. 0.		7,000. 298.
TO FM 990-PF, PG 1, LN 16A	7,298.	0.		7,298.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KENDELL, FARNWORTH & PUBINS, CPA'S, PC	1,390.	0.		1,390.
TO FORM 990-PF, PG 1, LN 16B	1,390.	0.		1,390.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JP MORGAN CHASE	11,866.	11,866.		0.
TO FORM 990-PF, PG 1, LN 16C	11,866.	11,866.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	534.	0.		0.
FOREIGN TAXES WITHHELD	1.	1.		0.
TO FORM 990-PF, PG 1, LN 18	535.	1.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PO BOX RENTAL	186.	0.		186.
FILING FEES	250.	0.		250.
OFFICE EXPENSES	103.	0.		103.
TO FORM 990-PF, PG 1, LN 23	539.	0.		539.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION		AMOUNT
ADJUSTMENT TO CASH FOR OUTSTANDING CHECK 2012		2,000.
TOTAL TO FORM 990-PF, PART III, LINE 5		2,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
<u>DESCRIPTION</u>		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE STOCK (SEE ATTACHMENT A)		1,370,403.	1,767,355.
TOTAL TO FORM 990-PF, PART II, LINE 10B		1,370,403.	1,767,355.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
EXCHANGE TRADED FUNDS & HEDGE FUNDS (SEE ATTCHAMENT A)	COST	1,970,174.	2,158,112.
ALTERNATIVE INVESTMENTS (SEE ATTACHMENT A)	COST	155,997.	157,369.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,126,171.	2,315,481.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **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
- 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	
Type or print	Name of exempt organization or other filer, see instructions. C JAY MOORHEAD FOUNDATION	Employer identification number (EIN) or 26-4237776
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. PO BOX 4267	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. EAST HAMPTON, NY 11937-0258	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-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 FOUNDATION

- The books are in the care of ▶ **PO BOX 4267 - EAST HAMPTON, NY 11937-0258**
Telephone No. ▶ **631 324-3286** Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, 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	\$	5,000.
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	\$	0.
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	\$	5,000.

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.

Schedule of Investments Held

<u>Description</u>	<u>Attachment</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Corporate Stock</u>			
Equities	Attachment A, Page 02 of 26	480,649	844,768
Equities	Attachment A, Page 07 of 26	449,096	466,608
Equities	Attachment A, Page 12 of 26	241,176	248,522
Equities	Attachment A, Page 17 of 26	199,482	207,457
Total Corporate Stock (Form 990-PF, Page 2, Part II, Line 10b)		1,370,403	1,767,355
<u>Other Investments - Exchange Traded Funds & Hedge Funds</u>			
US Large Cap Equity	Attachment A, Page 19 of 26	425,109	538,063
US Mid Cap Equity	Attachment A, Page 19 of 26	131,318	160,997
EAFE Equity	Attachment A, Page 20 of 26	286,823	325,662
European Large Cap Equity	Attachment A, Page 20 of 26	21,580	26,813
Asia ex-Japan Equity	Attachment A, Page 20 of 26	106,456	111,555
Emerging Market Equity	Attachment A, Page 21 of 26	152,132	156,463
Hedge Funds	Attachment A, Page 23 of 26	357,943	352,345
US Fixed Income	Attachment A, Page 25 of 26	415,893	414,811
Foreign Exchange & Non-USD Fixed Income	Attachment A, Page 26 of 26	72,920	71,403
Total Exchange Traded Funds & Hedge Funds (Form 990-PF, Page 2, Part II, Line 13)		1,970,174	2,158,112
<u>Alternative Investments</u>			
Real Estate & Infrastructure			
Tortoise MLP & Pipeline-INS	Attachment A, Page 18 of 26	35,959	37,293
Ishares Cohen & Steers Realty Majors	Attachment A, Page 23 of 26	18,836	18,008
Hard Assets			
PIMCO Commodity Strat-P	Attachment A, Page 24 of 26	101,201	102,068
Total Alternative Investments (Form 990-PF, Page 2, Part II, Line 13)		155,997	157,369
Total Investments		\$ 3,496,573	\$ 4,082,836

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
AT&T INC 00206R-10-2 T	35.16	764,000	26,862.24	18,633.96	8,228.28	1,405.76	5.23%
CBS CORP CLASS B W/ 124857-20-2 CBS	63.74	51,000	3,250.74	N/A	N/A	24.48 6.12	0.75%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
EXXON MOBIL CORP 30231G-10-2 XOM	101.20	2,500,000	253,000.00	165,225.00	87,775.00	6,300.00	2.49%
GENERAL ELECTRIC CO 369604-10-3 GE	28.03	10,000,000	280,300.00	177,300.00	103,000.00	8,800.00 2,200.00	3.14%
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	187.57	1,500,000	281,355.00	119,490.00	161,865.00	5,700.00	2.03%
Total US Large Cap Equity			\$844,767.98	\$480,648.96	\$360,868.28	\$22,230.24 \$2,206.12	2.63%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
AMERICAN ELECTRIC POWER CO 025537-10-1 AEP	46.74	101,000	4,720.74	4,625.15	95.59	202.00	4.28%
AMERICAN TOWER CORPORATION 03027X-10-0 AMT	79.82	130,000	10,376.60	9,964.59	412.01	150.80	1.45%
AT&T INC 00206R-10-2 T	35.16	312,000	10,969.92	10,611.65	358.27	574.08	5.23%
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	80.80	130,000	10,503.87	10,011.13	492.74	249.60	2.38%
CATERPILLAR INC 149123-10-1 CAT	90.81	56,000	5,085.36	4,885.72	199.64	134.40	2.64%
CHEVRON CORP 166764-10-0 CVX	124.91	82,000	10,242.62	9,856.36	386.26	328.00	3.20%
COMCAST CORPORATION SPL A + 20030N-20-0 CMCS K	49.88	247,000	12,320.36	11,712.57	607.79	192.66 48.17	1.56%
COST OF PENDING PURCHASES							
	1.00	(2,503.990)	(2,503.99)	(2,503.99)			
EI DU PONT DE NEMOURS & CO 263534-10-9 DD	64.97	183,000	11,889.51	11,103.22	786.29	329.40	2.77%
EXXON MOBIL CORP 30231G-10-2 XOM	101.20	183,000	18,519.60	17,751.20	768.40	461.16	2.49%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
GENERAL ELECTRIC CO 369604-10-3 GE	28.03	599,000	16,789.97	16,236.02	553.95	527.12 131.78	3.14%
HOME DEPOT INC 437076-10-2 HD	82.34	81,000	6,669.54	6,414.32	255.22	126.36	1.89%
HONDA MOTOR LTD SPONS ADR 438128-30-8 HMC	41.35	166,000	6,864.10	6,634.72	229.38	119.52 24.89	1.74%
INTEL CORP 458140-10-0 INTC	25.96	480,000	12,458.40	11,787.02	671.38	432.00	3.47%
INTERNATIONAL PAPER CO 460146-10-3 IP	49.03	199,000	9,756.97	9,601.82	155.15	278.60	2.86%
JOHNSON & JOHNSON 478160-10-4 JUNJ	91.59	113,000	10,349.67	10,293.61	56.06	298.32	2.88%
KIMBERLY-CLARK CORP 494368-10-3 KMB	104.46	123,000	12,848.58	12,677.13	171.45	398.52	3.10%
MERCK AND CO INC 58933Y-10-5 MRK	50.05	222,000	11,111.10	10,634.83	476.27	390.72	3.52%
METLIFE INC 59156R-10-8 MET	53.92	196,000	10,568.32	9,966.01	602.31	215.60	2.04%
MICROSOFT CORP 594918-10-4 MSFT	37.41	270,000	10,100.70	9,925.09	175.61	302.40	2.99%
NESTLE S A SPONS ADR REPSTG REG SH 641069-40-6 NSRG Y	73.59	139,000	10,229.01	9,957.27	271.74	252.42	2.47%
NEXTERA ENERGY INC 65339F-10-1 NEE	85.62	90,000	7,705.80	7,440.84	264.96	237.60	3.08%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95.10	53,000	5,040.30	4,810.56	229.74	135.68	2.69%
ORACLE CORP 68389X-10-5 ORCL	38.26	135,000	5,165.10	5,026.12	138.98	64.80	1.25%
PEOPLE'S UNITED FINANCIAL INC 712704-10-5 PBCT	15.12	317,000	4,793.04	4,635.90	157.14	206.05	4.30%
PEPSICO INC 713448-10-8 PEP	82.94	59,000	4,893.46	4,761.01	132.45	133.93	2.74%
PFIZER INC 717081-10-3 PFE	30.63	379,000	11,608.77	11,413.59	195.18	394.16	3.40%
PPG INDUSTRIES INC 693506-10-7 PPG	189.66	45,000	8,534.70	8,217.21	317.49	109.80	1.29%
PROCTER & GAMBLE CO 742718-10-9 PG	81.41	122,000	9,932.02	9,918.92	13.10	293.53	2.96%
QUALCOMM INC 747525-10-3 QCOM	74.25	136,000	10,098.00	9,846.95	251.05	190.40	1.89%
RAYTHEON CO 755111-50-7 RTN	90.70	122,000	11,065.40	10,596.26	469.14	268.40	2.43%
SCHLUMBERGER LTD 806857-10-8 SLB	90.11	163,000	14,687.93	14,210.35	477.58	203.75	1.39%
SPECTRA ENERGY CORPORATION 847560-10-9 SE	35.62	304,000	10,828.48	10,039.29	789.19	370.88	3.43%
TARGET CORP 87612E-10-6 TGT	63.27	130,000	8,225.10	8,035.00	190.10	223.60	2.72%
TEXAS INSTRUMENTS INC 882508-10-4 TXN	43.91	125,000	5,488.75	5,290.63	198.12	150.00	2.73%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	90.54	123,000	11,136.42	10,669.52	466.90	246.00	2.21%
TIME WARNER INC NEW 887317-30-3 TWX	69.72	161,000	11,224.92	10,635.03	589.89	185.15	1.65%
UNION PACIFIC CORP 907818-10-8 UNP	168.00	53,000	8,904.00	8,563.22	340.78	167.48	1.88%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	75.30	143,000	10,767.90	10,097.52	670.38	160.16	1.49%
UNITED PARCEL SERVICE INC CL B 911312-10-6 UPS	105.08	106,000	11,138.48	10,823.18	315.30	262.88	2.36%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	113.80	106,000	12,062.80	11,480.53	582.27	250.16	2.07%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	49.14	225,000	11,056.50	10,749.00	307.50	477.00	4.31%
WALMART STORES INC 931142-10-3 WMT	78.69	163,000	12,826.47	12,618.77	207.70	306.44	2.39%
WALT DISNEY CO 254687-10-6 DIS	76.40	153,000	11,689.20	10,759.65	929.55	131.58	1.13%
WASTE MANAGEMENT INC 94106L-10-9 WM	44.87	222,000	9,961.14	9,662.57	298.57	324.12	3.25%
WEYERHAEUSER CO 962166-10-4 WY	31.57	212,000	6,692.84	6,414.38	278.46	186.56	2.79%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
WISCONSIN ENERGY CORP 976657-10-6 WEC	41.34	167,000	6,903.78	6,840.78	63.00	255.51	3.70%
3M CO 88579Y-10-1 MMM	140.25	102,000	14,305.50	13,394.02	911.48	348.84	2.44%
Total US Large Cap Equity			\$466,607.75	\$449,096.24	\$17,511.51	\$12,264.13 \$274.37	2.36%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
EAFE Equity							
ABB LTD SPONS ADR 000375-20-4 ABB	26.56	250 000	6,640.00	6,418.15	221.85	176.00	2.65%
ALSTOM ADR 021244-20-7 ALSM Y	3.60	1,790,000	6,444.00	6,324.96	119.04	128.88	2.00%
ASTRAZENECA PLC SPONS ADR 046353-10-8 AZN	59.37	45 000	2,671.65	2,646.00	25.65	126.00	4.72%
BAE SYSTEMS PLC SPONS ADR 05523R-10-7 BAES Y	29.29	215,000	6,297.35	6,249.06	48.29	257.14	4.08%
BAYER A G SPONS ADR 072730-30-2 BAYR Y	142.00	35,000	4,970.00	4,751.78	218.22	63.17	1.27%
BHP LTD SPONS ADR 088606-10-8 BHP	68.20	65,000	4,433.00	4,243.85	189.15	150.80	3.40%
BOC HONG KONG HOLDINGS LTD SPONS ADR 096813-20-9 BHKL Y	64.52	90,000	5,806.80	5,685.05	121.75	283.59	4.88%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
BRITISH AMERICAN TOBACCO PLC SPONS ADR 110448-10-7 BTI	107.42	85.000	9,130.70	8,890.30	240.40	367.71	4.03%
DEUTSCHE TELEKOM AG SPONS ADR 251566-10-5 DTEG Y	17.26	525.000	9,061.50	8,855.60	205.90	470.40	5.19%
DEUTSCHE POST AG SPONS ADR 25157Y-20-2 DPSG Y	36.70	215.000	7,890.50	7,628.22	262.28	190.70	2.42%
GDF SUEZ SPONS ADR 36160B-10-5 GDFZ Y	23.67	355.000	8,402.85	8,230.60	172.25	481.38	5.73%
GLAXOSMITHKLINE PLC SPONS ADR 37733W-10-5 GSK	53.39	145.000	7,741.55	7,477.13	264.42	349.30	4.51%
HSBC HOLDINGS PLC SPONS ADR 404280-40-6 HSBC	55.13	165.000	9,096.45	8,868.35	228.10	395.00	4.35%
IMPERIAL TOBACCO PLC ADR 453142-10-1 IITYB Y	77.78	90.000	7,000.20	6,805.84	194.36	331.20	4.73%
KIRIN HOLDINGS COMPANY LTD SPONS ADR 497350-30-6 KNBW Y	14.40	480.000	6,912.00	6,943.68	(31.68)	132.96 125.40	1.92%
LUKOIL OAO SPONS ADR 677862-10-4 LUKO Y	63.12	140.000	8,836.80	8,683.58	153.22	511.84	5.79%
MTN GROUP LTD SPONS ADR 62474M-10-8 MTNO Y	21.00	320.000	6,720.00	6,303.65	416.35	235.20	3.50%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
MUENCHENER RUECKVERSICHERUNGS - GESELLSCHAFT ADR 626188-10-6 MURG Y	22.24	290,000	6,449.02	6,334.88	114.14	179.80	2.79%
NESTLE S A SPONS ADR REPSTG REG SH 641089-40-6 NSRG Y	73.59	125,000	9,198.75	8,953.70	245.05	227.00	2.47%
NIPPON TEL & TEL CORP ADR 654624-10-5 NTT	27.04	335,000	9,058.40	8,898.81	159.59	244.55	2.70%
NOVARTIS A G ADR 66987V-10-9 NVS	80.38	125,000	10,047.50	9,813.75	233.75	257.12	2.56%
RECKITT BENCKISER GROUP PLC SPONSORED ADR 756255-20-4 RBGL Y	16.09	405,000	6,516.45	6,263.33	253.12	166.45	2.55%
ROCHE HOLDINGS LTD SPONS ADR 771195-10-4 RHBB Y	70.20	90,000	6,318.00	6,095.57	222.43	146.16	2.31%
ROYAL DUTCH SHELL PLC ADR 780259-10-7 RDS B	75.11	70,000	5,257.70	5,092.15	165.55	252.00	4.79%
SANOFI 80105N-10-5 SNY	53.63	120,000	6,435.60	6,161.09	274.51	150.60	2.34%
SIEMENS A G SPONS ADR 826197-50-1 SI	138.51	60,000	8,310.60	8,007.30	303.30	179.76	2.16%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
E.A.F.E Equity							
SINGAPORE TELECOMMUNICATIONS LTD ADR 82929R-30-4 SGAP Y	29.10	225,000	6,547.50	6,240.38	307.12	288.90	4.41%
SMITHS GROUP PLC SPONSORED ADR 83239P-20-3 SMGZ Y	25.20	210,000	5,292.00	4,975.97	316.03	128.10	2.42%
STATOIL ASA SPONS ADR 85771P-10-2 STO	24.13	240,000	5,791.20	5,611.20	180.00	206.16	3.56%
TELEKOMUNIKASI IND SPONS ADR 715684-10-6 TLK	35.85	70,000	2,509.50	2,452.10	57.40	85.33	3.40%
TESCO PLC SPONS ADR 881575-30-2 TSCD Y	16.84	165,000	2,610.20	2,478.25	131.95	99.97	3.83%
TOTAL SA SPONS ADR 89151E-10-9 TOT	61.27	150,000	9,190.50	8,889.08	301.42	393.90	4.29%
UNILEVER N V 904784-70-9 UN	40.23	240,000	9,655.20	9,298.32	356.88	284.64	2.95%
UNITED OVERSEAS BANK LTD SPONS ADR 911271-30-2 UOVE Y	33.62	175,000	5,883.50	5,612.78	270.71	166.07	2.82%
VODAFONE GROUP PLC SPONS ADR 92857W-20-9 VOD	39.31	195,000	7,665.45	7,469.67	195.78	310.05	4.04%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
ZURICH INSURANCE GROUP-ADR 989825-10-4 ZURV Y	29.17	265,000	7,730.05	7,521.47	208.58		
Total EAFE Equity			\$248,522.47	\$241,175.61	\$7,346.86	\$8,421.47 \$126.74	3.27%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
AEGION CORPORATION 00770F-10-4 AEGN	21.89	150,000	3,283.50	3,301.92	(18.42)		
AGCO CORP 001084-10-2 AGCO	59.19	92,000	5,445.48	5,567.17	(121.69)	36.80	0.68%
AGILENT TECHNOLOGIES INC 00846U-10-1 A	57.19	60,000	3,431.40	3,394.16	37.24	31.68 7.92	0.92%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
AIRGAS INC 009363-10-2 ARG	111.85	38,000	4,250.30	4,070.75	179.55	72.96	1.72%
AMERICAN WATER WORKS CO INC 030420-10-3 AWK	42.26	84,000	3,549.84	3,438.08	111.76	94.08	2.65%
AQUA AMERICA INC 03836W-10-3 WTR	23.59	97,000	2,288.23	2,270.38	17.85	58.97	2.58%
AXIALL CORPORATION 05463D-10-0 AXLL	47.44	36,000	1,707.84	1,656.04	51.80	23.04 5.76	1.35%
CARBO CERAMICS INC 140781-10-5 CRR	116.53	35,000	4,078.55	4,097.76	(19.21)	42.00	1.03%
CENTERPOINT ENERGY INC 15189T-10-7 CNP	23.18	160,000	3,708.80	3,648.27	60.53	132.80	3.58%
CHICAGO BRIDGE & IRON CO N V 167250-10-9 CBI	83.14	67,000	5,570.38	5,231.22	339.16	13.40	0.24%
CLEAN HARBORS INC 184496-10-7 CLH	59.96	149,000	8,934.04	8,388.23	545.81		
DANAHER CORP 235851-10-2 DHR	77.20	48,000	3,705.60	3,600.97	104.63	4.80 1.20	0.13%
DARLING INTL INC 237266-10-1 DAR	20.88	229,000	4,781.52	4,477.36	304.16		
DOW CHEMICAL CO 260543-10-3 DOW	44.40	38,000	1,687.20	1,591.85	95.35	48.64 12.16	2.88%
DTE ENERGY CO 233331-10-7 DTE	66.39	53,000	3,518.67	3,481.69	36.98	138.86	3.95%
ECOLAB INC 278865-10-0 ECL	104.27	34,000	3,545.18	3,465.97	79.21	37.40	1.05%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
EMERSON ELECTRIC CO 291011-10-4 EMR	70.18	55 000	3,859.90	3,676.85	183.05	94.60	2.45%
EOG RESOURCES INC 26875P-10-1 EOG	167.84	10 000	1,678.40	1,587.66	90.74	7.50	0.45%
EQT CORPORATION 26884L-10-9 EQT	89.78	17 000	1,526.26	1,478.38	47.88	2.04	0.13%
FLOWERVE CORP 34354P-10-5 FLS	78.83	98 000	7,725.34	7,219.69	505.65	54.88 13.72	0.71%
FLUOR CORP 343412-10-2 FLR	80.29	29 000	2,328.41	2,205.65	122.76	18.56	0.80%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	91.37	43 000	3,928.91	3,737.78	191.13	77.40	1.97%
IDEX CORP 45167R-10-4 IEX	73.85	97 000	7,163.45	6,898.26	265.19	89.24	1.25%
JACOBS ENGINEERING GROUP INC 469814-10-7 JEC	62.99	43 000	2,708.57	2,478.32	230.25		
KIRBY CO 497266-10-6 KEX	99.25	25 000	2,481.25	2,332.35	148.90		
LINCOLN ELECTRIC HOLDINGS INC 533900-10-6 LECO	71.34	47 000	3,352.98	3,352.04	0.94	43.24 10.81	1.29%
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	91.73	27 000	2,476.71	2,343.84	132.87	45.36	1.83%
MASTEC INC 576323-10-9 MTZ	32.72	75 000	2,454.00	2,328.45	125.55		
MRC GLOBAL INC 55345K-10-3 MRC	32.26	79 000	2,548.54	2,559.52	(10.98)		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
NATIONAL FUEL GAS CO 636180-10-1 NFG	71.40	52,000	3,712.80	3,588.89	123.91	78.00 19.50	2.10%
NEWFIELD EXPLORATION CO 651290-10-8 NFX	24.63	158,000	3,891.54	3,625.82	265.72		
NISOURCE INC 65473P-10-5 NI	32.88	116,000	3,814.08	3,603.40	210.68	116.00	3.04%
NUCOR CORP 670346-10-5 NUJ	53.38	29,000	1,548.02	1,505.81	42.21	42.92 10.73	2.77%
PENTAIR LTD SHS H6169Q-10-8 PNR	77.67	45,000	3,495.15	3,270.51	224.64	45.00	1.29%
PERKINELMER INC 714046-10-9 PKI	41.23	90,000	3,710.70	3,545.83	164.87	25.20	0.68%
PHILLIPS 66 718546-10-4 PSX	77.13	35,000	2,699.55	2,563.42	136.13	54.60	2.02%
PRAXAIR INC 74005P-10-4 PX	130.03	22,000	2,860.66	2,759.80	100.86	52.80	1.85%
QUANTA SERVICES INC 74762E-10-2 PWR	31.56	84,000	2,651.04	2,438.11	212.93		
QUESTAR CORP 748356-10-2 STR	22.99	190,000	4,368.10	4,356.55	11.55	136.80	3.13%
REXNORD CORP 76169B-10-2 RXN	27.01	109,000	2,944.09	2,720.03	224.06		
ROPER INDUSTRIES INC 776696-10-6 ROP	138.68	28,000	3,883.04	3,700.22	182.82	22.40	0.58%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
SECTOR SPDR TRUST S&P-ENERGY 81369Y-50-6 XLE	88.51	274.000	24,251.74	23,532.00	719.74	418.39	1.73%
SEM GROUP CORP 81663A-10-5 SEMG	65.23	49.000	3,196.27	2,860.25	336.02	41.16	1.29%
SEMPRA ENERGY 816851-10-9 SRE	89.76	49.000	4,398.24	4,240.56	157.68	123.48 30.87	2.81%
SKF AB SPONS ADR PAR 12.50 SWEDISH KR 784375-40-4 SKFR Y	26.44	125.000	3,305.00	3,280.39	24.61	73.37	2.22%
SOUTHWESTERN ENERGY CO 845467-10-9 SWN	39.33	60.000	2,359.80	2,283.71	76.09		
TETRA TECH INC NEW 88162G-10-3 TTEK	27.98	76.000	2,126.48	2,064.23	62.25		
TIMKEN CO 887389-10-4 TKR	55.07	92.000	5,066.44	4,816.72	249.72	84.64	1.67%
TRINITY INDUSTRIES INC 896522-10-9 TRN	54.52	90.000	4,906.80	4,756.80	150.00	54.00	1.10%
URS CORP 903236-10-7 URS	52.99	92.000	4,875.08	4,698.00	177.08	77.28	1.59%
VEOLIA ENVIRONNEMENT ADR 92334N-10-3 VE	16.36	111.000	1,815.96	1,713.42	102.54	87.46	4.82%
WILLIAMS COMPANIES INC 969457-10-0 WMB	38.57	100.000	3,857.00	3,676.68	180.32	152.00	3.94%
Total US Large Cap Equity			\$207,456.83	\$199,461.76	\$7,975.07	\$2,853.75 \$112.67	1.38%

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
TORTOSE MLP & PIPELINE-INS 56166Y-40-4 TORI X	2,382.97	35,959.00		37,283.46		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
HARTFORD CAPITAL APPRECI- 416649-30-9 ITHI X	46.69	1,073,350	50,114.71	33,179.95	16,934.76	235.06	0.47%
JPM LARGE CAP GROWTH FD - SEL FUND 3118	31.78	788,711	25,065.24	18,579.08	6,486.16		
4812CO-53-0 SEEG X							
PARNASSUS EQTY INCOME FD-INS 701769-40-8 PRIL X	36.73	3,839,796	141,035.71	115,884.92	25,150.79	2,092.68	1.48%
PRIMECAP ODYSSEY STOCK FUND 74160Q-30-1 POSK X	21.16	8,279,959	175,203.93	141,402.61	33,801.32	2,003.75	1.14%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184.69	794,000	146,643.86	116,062.60	30,581.26	2,660.69	1.81%
Total US Large Cap Equity			\$538,063.45	\$425,109.16	\$112,954.29	\$6,992.18	1.30%
US Mid Cap Equity							
ASTON RIVER RD DIV ALL CAP-I 00080Y-87-6 ARID X	13.52	6,088,539	82,317.05	71,145.10	11,171.95	1,777.85	2.16%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133.81	588,000	78,680.28	60,173.11	18,507.17	1,016.06	1.29%
Total US Mid Cap Equity			\$160,997.33	\$131,318.21	\$29,679.12	\$2,793.91	1.73%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
CULLEN INTER HIGH DIVID-I 230001-70-3 CIHI X	11.40	9,329,921	106,361.10	98,078.22	8,282.88	2,565.72	2.41%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	1,584,000	106,278.48	93,555.53	12,722.95	2,697.55	2.54%
MFS INTL VALUE-I 55273E-82-2 MINI X	35.18	3,212,687	113,022.33	95,189.42	17,832.91	2,123.58	1.88%
Total EAFE Equity			\$325,661.91	\$286,823.17	\$38,838.74	\$7,386.85	2.27%
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58.80	456,000	26,812.80	21,580.28	5,232.52	742.82	2.77%
Asia ex-Japan Equity							
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	60.31	569,000	34,316.39	30,471.12	3,845.27	606.55	1.77%
T ROWE PRICE NEW ASIA 77956H-50-0 PRIAS X	16.01	4,824,377	77,238.28	75,984.61	1,253.67	723.65	0.94%
Total Asia ex-Japan Equity			\$111,554.67	\$106,455.73	\$5,098.94	\$1,330.20	1.20%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16.27	4,751 640	77,309.18	72,582.38	4,726.80	731 75	0.95%
VANGUARD FTSE EMERGING MARKETS ETF 922042-85-8 VWO	41.14	1,924 000	79 153.36	79,550.10	(396 74)	2,164 50	2.73%
Total Emerging Market Equity			\$156,462.54	\$152,132.48	\$4,330.06	\$2,896.25	1.85%

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE GLOBAL MACRO-I 277823-72-8 EIGM X	9.42	8,501.813	80,087.08	83,784.44
GATEWAY FUND-Y 367829-89-4 GTEY X	28.99	3,606.701	104,558.26	99,027.98
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11.89	6,461.945	76,832.53	83,417.17

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12.86	7,065 904	90,867.53	91,713.16
Total Hedge Funds			\$352,345.40	\$357,942.75

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	241.00	18,836.29		18,007.52	613.34	3.41%

	Price	Quantity	Estimated Value	Cost	Est. Annual Income Accrued Income
Hard Assets					
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10.67	9,565.869	102,067.82	101,201.25	325.23

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
HARBOR HIGH YIELD BOND-INST 411511-55-3	10.81	3,280.46	35,461.75	36,628.05	(1,166.30)	2,053.56	5.79%
DODGE & COX INCOME FUND 256210-10-5	13.53	11,488.76	155,442.91	156,448.60	(1,005.69)	4,767.83	3.07%
EATON VANCE FLOATING RATE-I 277911-49-1	9.19	4,204.85	38,642.56	37,811.80	830.76	1,509.54	3.91%
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11.89	3,412.60	40,575.75	40,541.63	34.12	1,054.49 92.14	2.60%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.89	8,824.98	96,104.00	97,029.00	(925.00)	917.79 123.55	0.96%
RIDGEWORTH SEX FLOATING-I 76628T-67-8	9.06	5,362.45	48,583.78	47,433.48	1,150.30	2,032.36	4.18%
Total US Fixed Income			\$414,910.75	\$415,892.56	(\$1,081.81)	\$12,335.57 \$215.69	2.98%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURR INCOME FD - SEL FUND 3831 4812A3-29-6	11.10	3,333.52	37,002.05	36,986.99	15.06	16.66	0.05%
DREYFUS EMG MKT DEBT LOC C-I 261980-49-4	13.87	2,480.26	34,401.22	35,933.02	(1,531.80)	1,522.88	4.43%
Total Foreign Exchange & Non-USD Fixed Income			\$71,403.27	\$72,920.01	(\$1,516.74)	\$1,539.54	2.16%

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH MUSEUM 1109 FIFTH AVENUE NEW YORK, NY 10128	N/A	PC	HISTORICAL PRESERVATION MUSEUM	10,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028-0113	N/A	PC	MUSEUM	10,000.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5401	N/A	PC	MODERN AND CONTEMPORARY ART MUSEUM	10,000.
NATIONAL WORLD WAR II MUSEUM, INC. 945 MAGAZINE STREET NEW ORLEANS, LA 70130-3813	N/A	PC	HISTORICAL PRESERVATION MUSEUM	10,000.
NATURE CONSERVANCY, INC. 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1606	N/A	PC	NATURE CONSERVANCY	5,000.
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK WEST NEW YORK, NY 10024-5152	N/A	PC	HISTORICAL PRESERVATION MUSEUM	10,000.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003-4826	N/A	PC	POVERTY	10,000.
SALZBURG FESTIVAL SOCIETY, INC. 509 MADISON AVENUE, ROOM 1710 NEW YORK, NY 10022-5530	N/A	PC	ADVANCE THE UNDERSTANDING AND APPRECIATION OF CLASSICAL MUSIC AND OPERA	5,000.
THE ACTORS FUND OF AMERICA 729 SEVENTH AVENUE, 10TH FLOOR NEW YORK, NY 10019-6895	N/A	PC	HUMAN SERVICES FOR THE ARTS	5,000.
THE FRICK MUSEUM 1 EAST 70TH STREET NEW YORK, NY 10021-4981	N/A	PC	MUSEUM	10,000.
Total from continuation sheets				110,000.

