Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
| Do not enter Social Security numbers on this form as it may be made public.
| Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
Whimsie Fund

A Employer identification number
27-5271127

Number and street (or P O box number if mail is not delivered to street address)
c/o E.R. Boynton, 30 Valley Stream Pkwy

Room/suite

B Telephone number
(610) 640-5800

City or town, state or province, country, and ZIP or foreign postal code
Malvern, PA 19355

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)* ▶$ 5673237.

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

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

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

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	46187.	46187.		Statement 2
	4	Dividends and interest from securities	95332.	95332.		Statement 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	51227.			Statement 1
	b	Gross sales price for all assets on line 6a 1743708.				
	7	Capital gain net income (from Part IV, line 2)		26448.		
	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	192746.	167967.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	80222.	40112.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	6076.	0.		0.
	16a	Legal fees Stmt 4	17233.	17233.		0.
	b	Accounting fees				
	c	Other professional fees Stmt 5	23411.	23411.		0.
	17	Interest				
	18	Taxes Stmt 6	11.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	4166.	2083.		0.
	22	Printing and publications				
	23	Other expenses Stmt 7	349.	349.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	131468.	83188.		0.
	25	Contributions, gifts, grants paid	261500.			261500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	392968.	83188.		261500.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-200222.			
	b	**Net investment income** (if negative, enter -0-)		84779.		
	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	6.	2.	2.
	2	Savings and temporary cash investments	291136.	428859.	428859.
	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 8	1568016.	2001259.	2507432.
	c	Investments - corporate bonds Stmt 9	149271.	202130.	196098.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 10	2998398.	2174355.	2540846.
	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 I)	5006827.	4806605.	5673237.
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.**			
	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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	5006827.	4806605.	
	30	**Total net assets or fund balances**	5006827.	4806605.	
	31	**Total liabilities and net assets/fund balances**	5006827.	4806605.	

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	5006827.
2	Enter amount from Part I, line 27a	2	-200222.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4806605.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4806605.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1743708.		1717260.	26448.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				26448.

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	26448.
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	287324.	5308305.	.054127
2011	122500.	4544349.	.026957
2010			
2009			
2008			

2 Total of line 1, column (d)	2	.081084
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	.040542
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5281134.
5 Multiply line 4 by line 3	5	214108.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	848.
7 Add lines 5 and 6	7	214956.
8 Enter qualifying distributions from Part XII, line 4	8	261500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	848.
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	848.
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	848.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 74.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	74.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	1.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	775.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ Edwin R. Boynton, Esquire Telephone no ▶(610) 640-5800

Located at ▶30 Valley Stream Parkway, Malvern, PA ZIP+4 ▶19355

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) 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? ☐ 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)* 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Harry L. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	President/Director 2.00	40111.	0.	0.
Wendy S. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	Secretary/Treasurer/Direct 2.00	40111.	0.	0.
Edwin R. Boynton 30 Valley Stream Parkway Malvern, PA 19355	Director 0.50	0.	0.	0.

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5203375.
b	Average of monthly cash balances	1b	158182.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5361557.
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	5361557.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80423.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5281134.
6	**Minimum investment return.** Enter 5% of line 5	6	264057.

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	264057.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 848.		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	848.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	263209.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	263209.
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	263209.

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	261500.
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	261500.
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	848.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	260652.

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

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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					263209.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010					
d From 2011					
e From 2012	8618.				
f Total of lines 3a through e		8618.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 261500.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					261500.
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))		1709.			1709.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		6909.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		6909.			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	6909.				
e Excess from 2013					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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
a Paid during the year				
California International Sailing Association 2812 Canon Street San Diego, CA 92106	N/A	501(c)(3)	Grant to another 501(C)(3) organization	53000.
Lake Forest College 555 North Sheridan Road Lake Forest, IL 60045	N/A	501(c)(3)	Grant to another 501(C)(3) organization	15000.
Newport Historical Society 82 Turo Street Newport, RI 02840	N/A	501(c)(3)	Grant to another 501(C)(3) organization	5000.
Rodger Williams University One Ferry Road Brisol, RI 02809	N/A	501(c)(3)	Grant to another 501(c)(3) organization	120000.
Santa Barbara Botanical Garden 1212 Mission Canyon Road Santa Barbara, CA 93105	N/A	501(c)(3)	Grant to another 501(c)(3) organization	2500.
Total See continuation sheet(s)			▶ 3a	261500.
b Approved for future payment None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					46187.
4 Dividends and interest from securities					95332.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					51227.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		0.	192746.

13 Total. Add line 12, columns (b), (d), and (e) 13 192746.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
3,4	This income enables the foundation to make grants to other 501(c)(3)
8	organizations.

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Signature of officer or trustee

Date 5/1/14

Title President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Edwin R. Boynton		5/5/14		P01207912

Firm's name ▶ STRADLEY RONON STEVENS & YOUNG

Firm's EIN ▶ 23-1130381

Firm's address ▶ 30 VALLEY STREAM PARKWAY
MALVERN, PA 19355-1481

Phone no 610-640-5800

323622
10-10-13

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
Santa Barbara Maritime Museum 113 Harbor Way, Suite 190 Santa Barbara, CA 93109	N/A	501(c)(3)	Grant to another 501(C)(3) organization	15000.
Santa Barbara Youth Sailing Foundation 130 Harbor Way Santa Barbara, CA 19109	N/A	501(c)(3)	Grant to another 501(C)(3) organization	36000.
Community Coalition 174 Bridge Street Phoenixville, PA 19460	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Hearts Therapeutic Equestrian Center P.O. Box 30662 Santa Barbara, CA 93130	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Total from continuation sheets				66000.

323631
05-01-13

Whimsie Fund

Continuation for 990-PF, Part IV
27-5271127 Page 1 of 4

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	245 shares Hyundai Motor Co	P	Various	02/11/13
b	470 shares Abbvie	P	Various	03/26/13
c	220 shares Nike	P	01/17/12	04/11/13
d	490 shares Anadarko Pete	P	Various	04/11/13
e	80 shares Affiliated Managers Group	P	Various	04/11/13
f	105 shares Church & Dwight	P	01/05/12	04/11/13
g	285 shares Covidien	D	Various	04/11/13
h	110 shares Ace Ltd	P	Various	04/11/13
i	$25,000 US Treasury Note 1.375% 5/15/13	P	10/20/11	05/01/13
j	$50,000 US Treasury Note 5.125% 5/15/2016	P	10/20/11	05/07/13
k	610 shares Ishares Russell 2000 Index Fund	P	10/28/11	05/07/13
l	240 shares Vanguard Emerging Markets ETF	P	Various	05/07/13
m	$25,000 US Treasury Note 1.375% 5/15/13	P	10/20/11	05/15/13
n	570 shares Hyundai Motor Co	P	Various	05/14/13
o	1,450 shares Nuance Communications	P	Various	05/20/13

	(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	7735.		8176.	-441.
b	18921.		13031.	5890.
c	13448.		10928.	2520.
d	42522.		35445.	7077.
e	12454.		7905.	4549.
f	6731.		4700.	2031.
g	19496.		14948.	4548.
h	10098.		7596.	2502.
i	25012.		25441.	-429.
j	57143.		59348.	-2205.
k	58554.		46678.	11876.
l	10673.		11439.	-766.
m	25000.		25441.	-441.
n	20671.		16706.	3965.
o	27064.		29736.	-2672.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-441.
b				5890.
c				2520.
d				7077.
e				4549.
f				2031.
g				4548.
h				2502.
i				-429.
j				-2205.
k				11876.
l				-766.
m				-441.
n				3965.
o				-2672.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 } 3

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	85 shares Exxon Mobil	D	Various	06/25/13
b	55 shares Coca Cola	D	01/05/12	05/23/13
c	70 shares Diageo	P	01/05/12	05/23/13
d	175 shares Mead Johnson Nutrition Co	P	Various	05/23/13
e	100 shares Schlumberger	P	06/21/11	06/25/13
f	500 shares Oracle Corp	D	Various	06/25/13
g	100 shares Exxon Mobil	D	Various	06/25/13
h	100 shares Devon Energy	P	06/21/11	06/25/13
i	1,300 shares Ishares Barclay Intermediate Crt Bon	P	Various	06/25/13
j	.375 shares Mallinckrodt	P	07/20/11	07/01/13
k	$25,000 Wellpoint Inc SR NT 6% 2/15/14	P	07/24/12	09/06/13
l	$20,000 US Treasury Note 4% 8/15/2018	P	10/20/11	09/13/13
m	$20,000 US Treasury Note 3.625% 2/15/2020	P	12/04/12	10/23/13
n	80 shares Apple	D	04/04/12	10/23/13
o	$25,000 US Treasury Note 2.75% 10/13/13	P	06/11/13	10/31/13

	(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	7823.		7237.	586.
b	2308.		1912.	396.
c	8539.		6138.	2401.
d	14873.		12058.	2815.
e	7282.		8403.	-1121.
f	15001.		16011.	-1010.
g	8913.		8255.	658.
h	5233.		7858.	-2625.
i	138737.		140090.	-1353.
j	16.		14.	2.
k	25603.		26918.	-1315.
l	22230.		23129.	-899.
m	22377.		23563.	-1186.
n	42001.		49665.	-7664.
o	25000.		25256.	-256.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				586.
b				396.
c				2401.
d				2815.
e				-1121.
f				-1010.
g				658.
h				-2625.
i				-1353.
j				2.
k				-1315.
l				-899.
m				-1186.
n				-7664.
o				-256.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 } 3

323591
05-01-13

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	$25,000 Pennsylvania State 5% 11/15/2022	P	10/23/13	11/12/13
b	650 shares SPDR Tr Unit Ser 1	P	Various	11/13/13
c	215 shares Anadarko Pete	P	06/25/13	11/13/13
d	625 shares Teva Pharmaceuticals	P	Various	11/13/13
e	130 shares Celegene Corp	P	06/21/11	11/13/13
f	435 shares Digital Realty Trust	P	Various	11/13/13
g	64 shares Mallinckrodt	P	Various	11/20/13
h	$95,000 US Treasury Note 3.625% 2/15/2020	P	Various	11/26/13
i	$100,000 US Treasury Note 4.25% 8/15/15	P	Various	12/02/13
j	$125,000 US Treasury Note 4% 2/15/14	P	Various	12/02/13
k	$50,000 US Treasury Note 1.5% 3/31/19	P	08/07/12	12/02/13
l	$275,000 US Treasury NOte 3.125% 1/31/17	P	Various	12/02/13
m	$30,000 US Treasury Note 4% 8/15/18	P	10/20/11	12/02/13
n	$25,000 US Treasury Note 1.25% 10/31/18	P	11/12/13	12/02/13
o	$30,000 US Treasury Note 2% 1/31/16	P	06/18/12	12/02/13

	(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	29077.		29269.	-192.
b	114972.		86790.	28182.
c	19452.		18255.	1197.
d	23726.		28450.	-4724.
e	19425.		7763.	11662.
f	20191.		28228.	-8037.
g	3198.		2104.	1094.
h	105580.		110396.	-4816.
i	106785.		113039.	-6254.
j	125986.		134655.	-8669.
k	49840.		51492.	-1652.
l	296001.		304450.	-8449.
m	33709.		34693.	-984.
n	24816.		24763.	53.
o	31084.		31624.	-540.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-192.
b				28182.
c				1197.
d				-4724.
e				11662.
f				-8037.
g				1094.
h				-4816.
i				-6254.
j				-8669.
k				-1652.
l				-8449.
m				-984.
n				53.
o				-540.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 } 3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	$15,000 US Treasury Note 3.125% 4/30/17	P	09/25/12	12/02/13
b	$20,000 US Treasury Note .125% 4/15/18	P	09/13/13	12/02/13
c	Capital Gains Dividends			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	16183.		16719.	-536.
b	20855.		20545.	310.
c	1370.			1370.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				-536.
b				310.
c				1370.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	26448.
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

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
245 shares Hyundai Motor Co	Purchased	Various	02/11/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7735.	7716.	0.	0.	19.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
470 shares Abbvie	Purchased	Various	03/26/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
18921.	13031.	0.	0.	5890.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
220 shares Nike	Purchased	01/17/12	04/11/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13448.	9650.	0.	0.	3798.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
490 shares Anadarko Pete	Purchased	Various	04/11/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
42522.	35445.	0.	0.	7077.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
80 shares Affiliated Managers Group	Purchased	Various	04/11/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12454.	7757.	0.	0.	4697.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
105 shares Church & Dwight	Purchased	01/05/12	04/11/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6731.	4384.	0.	0.	2347.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
285 shares Covidien	Donated	Various	04/11/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
19496.	15386.	0.	0.	4110.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
110 shares Ace Ltd	Purchased	Various	04/11/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10098.	7204.	0.	0.	2894.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$25,000 US Treasury Note 1.375% 5/15/13	Purchased	10/20/11	05/01/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
25012.	25441.	0.	0.	-429.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$50,000 US Treasury Note 5.125% 5/15/2016	Purchased	10/20/11	05/07/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
57143.	59348.	0.	0.	-2205.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
610 shares Ishares Russell 2000 Index Fund	Purchased	10/28/11	05/07/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
58554.	46678.	0.	0.	11876.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
240 shares Vanguard Emerging Markets ETF	Purchased	Various	05/07/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10673.	11477.	0.	0.	-804.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$25,000 US Treasury Note 1.375% 5/15/13	Purchased	10/20/11	05/15/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
25000.	25441.	0.	0.	-441.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
570 shares Hyundai Motor Co	Purchased	Various	05/14/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
20671.	17951.	0.	0.	2720.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,450 shares Nuance Communications	Purchased	Various	05/20/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
27064.	29736.	0.	0.	-2672.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
85 shares Exxon Mobil	Donated	Various	06/25/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7823.	6850.	0.	0.	973.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
55 shares Coca Cola	Donated	01/05/12	05/23/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2308.	1834.	0.	0.	474.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
70 shares Diageo	Purchased	01/05/12	05/23/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8539.	5807.	0.	0.	2732.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
175 shares Mead Johnson Nutrition Co	Purchased	Various	05/23/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14873.	11679.	0.	0.	3194.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shares Schlumberger	Purchased	06/21/11	06/25/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7282.	7936.	0.	0.	-654.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
500 shares Oracle Corp	Donated	Various	06/25/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15001.	16097.	0.	0.	-1096.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shares Exxon Mobil	Donated	Various	06/25/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8913.	8059.	0.	0.	854.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
100 shares Devon Energy	Purchased	06/21/11	06/25/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5233.	7500.	0.	0.	-2267.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,300 shares Ishares Barclay Intermediate Crt Bond Fund	Purchased	Various	06/25/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
138737.	141508.	0.	0.	-2771.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
.375 shares Mallinckrodt	Purchased	07/20/11	07/01/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
16.	12.	0.	0.	4.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$25,000 Wellpoint Inc SR NT 6% 2/15/14	Purchased	07/24/12	09/06/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
25603.	26918.	0.	0.	-1315.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$20,000 US Treasury Note 4% 8/15/2018	Purchased	10/20/11	09/13/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
22230.	23129.	0.	0.	-899.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$20,000 US Treasury Note 3.625% 2/15/2020	Purchased	12/04/12	10/23/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
22377.	23155.	0.	0.	-778.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
80 shares Apple	Donated	04/04/12	10/23/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
42001.	26738.	0.	0.	15263.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$25,000 US Treasury Note 2.75% 10/13/13	Purchased	06/11/13	10/31/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
25000.	25256.	0.	0.	-256.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$25,000 Pennsylvania State 5% 11/15/2022	Purchased	10/23/13	11/12/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
29077.	29291.	0.	0.	-214.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
650 shares SPDR Tr Unit Ser 1	Purchased	Various	11/13/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
114972.	86450.	0.	0.	28522.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
215 shares Anadarko Pete	Purchased	06/25/13	11/13/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
19452.	18255.	0.	0.	1197.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
625 shares Teva Pharmaceuticals	Purchased	Various	11/13/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
23726.	28450.	0.	0.	-4724.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
130 shares Celegene Corp	Purchased	06/21/11	11/13/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
19425.	7738.	0.	0.	11687.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
435 shares Digital Realty Trust	Purchased	Various	11/13/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
20191.	28228.	0.	0.	-8037.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
64 shares Mallinckrodt	Purchased	Various	11/20/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3198.	2211.	0.	0.	987.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$95,000 US Treasury Note 3.625% 2/15/2020	Purchased	Various	11/26/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
105580.	110804.	0.	0.	-5224.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$100,000 US Treasury Note 4.25% 8/15/15	Purchased	Various	12/02/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
106785.	113039.	0.	0.	-6254.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$125,000 US Treasury Note 4% 2/15/14	Purchased	Various	12/02/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
125986.	134655.	0.	0.	-8669.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$50,000 US Treasury Note 1.5% 3/31/19	Purchased	08/07/12	12/02/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
49840.	51492.	0.	0.	-1652.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$275,000 US Treasury NOte 3.125% 1/31/17	Purchased	Various	12/02/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
296001.	304450.	0.	0.	-8449.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$30,000 US Treasury Note 4% 8/15/18	Purchased	10/20/11	12/02/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
33709.	34693.	0.	0.	-984.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$25,000 US Treasury Note 1.25% 10/31/18	Purchased	11/12/13	12/02/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
24816.	24763.	0.	0.	53.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$30,000 US Treasury Note 2% 1/31/16	Purchased	06/18/12	12/02/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
31084.	31624.	0.	0.	-540.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$15,000 US Treasury Note 3.125% 4/30/17	Purchased	09/25/12	12/02/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
16183.	16719.	0.	0.	-536.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
$20,000 US Treasury Note .125% 4/15/18	Purchased	09/13/13	12/02/13

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
20855.	20496.	0.	0.	359.

Capital Gains Dividends from Part IV	1370.
Total to Form 990-PF, Part I, line 6a	51227.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Fiduciary Trust International	46187.	46187.	
Total to Part I, line 3	46187.	46187.	

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Fiduciary Trust International	96702.	1370.	95332.	95332.	
To Part I, line 4	96702.	1370.	95332.	95332.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Stradley, Ronon, Stevens & Young. LLP	17233.	17233.		0.
To Fm 990-PF, Pg 1, ln 16a	17233.	17233.		0.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fiduciary Trust International - Investment Advisory Fees	23411.	23411.		0.
To Form 990-PF, Pg 1, ln 16c	23411.	23411.		0.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax paid	11.	0.		0.
To Form 990-PF, Pg 1, ln 18	11.	0.		0.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office expenses	349.	349.		0.
To Form 990-PF, Pg 1, ln 23	349.	349.		0.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
Abbott Laboratories	37588.	46188.
Ace Ltd	30409.	45553.
Affiliated Managers Group Inc	28476.	56389.
Allergan Inc	23689.	29436.
Amazon.com Inc.	29252.	53837.
American Express Co	30608.	51444.
American Tower Corp	15287.	22589.
Apple Inc	189884.	187972.
Blackrock Inc	35733.	56965.
Celegene Corp	13408.	32102.
Chevron Corp	34499.	40596.
Church & Dwight Inc	28836.	43082.
Coca Cola Co	33570.	40071.
Conocophillips	38537.	47689.
Covidien PLC	27554.	39498.
Cummins Inc	35754.	49340.
Danaher Corp	36713.	52882.
Devon Energy Corp	36705.	30935.
Diageo PLC	29559.	44361.
EMC Corp	35022.	33475.
Emerson Electric Co	37804.	49828.

Express Scripts Inc	29435.	38281.
Exxon Mobil Corp	36475.	44528.
Freeport-McMoran Copper & Gold Inc	25863.	22267.
Google Inc	48515.	95260.
IBM Corp	37006.	41265.
Intel Corp	32554.	34449.
Johnson & Johnson	20063.	27019.
Laboratory Corp	28903.	28325.
McDonald's Corp	44054.	42693.
Mead Johnson Nutrition Company	22049.	26803.
Microsoft Corp	20085.	28447.
National Oilwell Varco Inc	26164.	27836.
Nestle SA	35930.	42682.
Nike Inc	32590.	53868.
Oracle Corp	21522.	25940.
Potash Corp of Saskatchewan	26454.	18793.
Praxair Inc	27444.	33158.
Roche Holding Ltd	27611.	43524.
Schlumberger Ltd	34049.	38297.
Teradata Corp	21726.	17514.
United Parcel Svc Inc	34002.	48337.
US Bancorp	18960.	29290.
Verizon Communications Inc	20168.	26044.
Vodaphone Group PLC	21222.	29876.
Wells Fargo & Co	21585.	31553.
PPL Corporation	24827.	26178.
Costco Wholesale Corp	20933.	27372.
Rockwell Automation Inc	31854.	51990.
Kraft Foods Group	37930.	44214.
BB&T Corp	29444.	32095.
Borg Warner Inc	31338.	41373.
Carefusion Corp	20727.	22299.
Caterpillar Inc	20243.	20886.
China Mobile Ltd	20502.	19870.
Davita Healthcare Partners Inc	27585.	30418.
Lam Research Corp	21845.	24230.
Microchip Technology	27276.	32668.
Salesforce.com Inc	22079.	30906.
Samsung Electronics Ltd	30468.	29351.
Tractor Supply Co	22676.	28705.
Union Pacific Corp	22201.	24360.
Walt Disney Co	25442.	29796.
Yahoo Inc	40573.	40440.
Total to Form 990-PF, Part II, line 10b	2001259.	2507432.

Form 990-PF Corporate Bonds Statement 9

Description	Book Value	Fair Market Value
Bear Stearns Cos Inc 5.3% 10/30/2015	27534.	26978.
US Bancorp SR NT 2.95% 7/15/2022	9968.	9309.
Loews Corp Bond 5.25% 3/15/2016	56432.	54532.
GE Cap Corp 4.65% 10/17/2021	28419.	27244.
Apple Inc Sr Nt 1% 5/3/2018	29889.	29039.
Berkshire Hathaway 1.55% 2/9/2018	19972.	19794.
BP Capital Markets 1.375% 5/10/2018	29916.	29202.
Total to Form 990-PF, Part II, line 10c	202130.	196098.

Form 990-PF Other Investments Statement 10

Description	Valuation Method	Book Value	Fair Market Value
Franklin US Government Securities Fund	COST	48632.	45494.
Ishares Barclays 1-3 Year Credit Bond Fund	COST	98095.	98605.
Ishares Barclays Intermediate Crt Bond Fund	COST	348328.	345216.
Ishares S&P US Preferred Stock Index Fund	COST	164868.	162236.
Ishares Tr Russell 2000 Index Fund	COST	125023.	162587.
SPDR Tr Unit Ser 1	COST	793134.	1114668.
Vanguard MSCI Emerging Markets ETF	COST	98467.	88286.
Wisdomtree Emerging Markets High Yield Equity Fund	COST	93764.	87772.
Wellpoint Inc 5.25% 1/15/2016	COST	27927.	27044.
Bank of America Corp 7.625% 6/1/2019	COST	26388.	31044.
Wachovia Bank NA SR NT 11/3/2014	COST	18817.	20038.
Franklin High Income Fund	COST	41088.	43497.
Artisan Small Cap Value Fund	COST	139375.	163340.
Ishares Iboxx HIgh Yield Corp Bond Fund	COST	14980.	14489.
Templeton Instl Funds	COST	135469.	136530.
Total to Form 990-PF, Part II, line 13		2174355.	2540846.