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: The Boudinot Foundation

A Employer identification number: 27-5271360

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: 484-323-1345

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)* ▶$ 6131101.

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				
	4	Dividends and interest from securities	112882.	112882.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	131904.			Statement 1
	b	Gross sales price for all assets on line 6a 1411162.				
	7	Capital gain net income (from Part IV, line 2)		189491.		
	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	244786.	302373.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	7500.	3750.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees Stmt 3	13655.	13655.		0.
	b	Accounting fees				
	c	Other professional fees Stmt 4	23544.	23544.		0.
	17	Interest				
	18	Taxes Stmt 5	2073.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	46772.	40949.		0.
	25	Contributions, gifts, grants paid	290000.			290000.
	26	***Total expenses and disbursements.*** Add lines 24 and 25	336772.	40949.		290000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-91986.			
	b	**Net investment income** (if negative, enter -0-)		261424.		
	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			
	2	Savings and temporary cash investments	107028.	60533.	60533.
	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 6	754151.	774490.	979273.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 7	4460305.	4394475.	5091295.
	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)	5321484.	5229498.	6131101.
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	5321484.	5229498.	
	30	**Total net assets or fund balances**	5321484.	5229498.	
	31	**Total liabilities and net assets/fund balances**	5321484.	5229498.	

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	5321484.
2	Enter amount from Part I, line 27a	2	-91986.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5229498.
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	5229498.

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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	1411162.		1221671.	189491.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				189491.

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	189491.
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	298271.	5437497.	.054854
2011	162000.	5213800.	.031071
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	.085925
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	.042963
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5820200.
5	Multiply line 4 by line 3	5	250053.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2614.
7	Add lines 5 and 6	7	252667.
8	Enter qualifying distributions from Part XII, line 4	8	290000.

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			1	2614.
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	2614.
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	2614.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1800.		
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	1800.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	814.
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)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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. ▶ 484-323-1345

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** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Carol A. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	President/Director 1.00	0.	0.	0.
Michael B. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	Secretary/Treasurer/Direct 0.50	7500.	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

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	5841006.
b	Average of monthly cash balances	1b	67826.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5908832.
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	5908832.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88632.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5820200.
6	**Minimum investment return**. Enter 5% of line 5	6	291010.

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	291010.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 2614.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	2614.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	288396.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	288396.
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	288396.

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	290000.
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	290000.
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	2614.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	287386.

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					288396.
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	6821.				
e From 2012	29854.				
f **Total** of lines 3a through e		36675.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 290000.					
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					288396.
e Remaining amount distributed out of corpus		1604.			
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		38279.			
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		38279.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	6821.				
d Excess from 2012	29854.				
e Excess from 2013	1604.				

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*				
Coatesville VA Medical Center 1400 Blackhorse Hill Road Coatesville, PA 19320	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Devereux Foundation 444 Devereux Drive Villanova, PA 19085	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Safe Harbor of Chester County 20 North Matlack Street West Chester, PA 19380	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Little Smiles Philadelphia P.O. Box 414 Kennett Square, PA 19348	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Oldfields School 1500 Glencoe Road Glencoe, MD 21152	N/A	501(c)(3)	Grant to another 501(c)(3) organization	50000.
Total See continuation sheet(s)			▶ 3a	290000.
b *Approved for future payment* None				
Total			▶ 3b	0.

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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					
4 Dividends and interest from securities					112882.
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					131904.
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.	244786.

13 **Total** Add line 12, columns (b), (d), and (e) 13 244786.

(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).
4,8	This income enables the foundation to make grants to other 501(c)(3) 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

▶ Carol Ann Atterbury | 5.8.14 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Edwin R. Boynton		5/8/14		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

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The Boudinot Foundation

Continuation for 990-PF, Part IV
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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	144 shares Anheuser Busch	D	12/31/00	02/21/13
b	45 shares Chevron Corp	D	12/31/00	02/21/13
c	136 shares Equity Residential	D	12/31/00	02/21/13
d	131 shares FMC Corp	D	12/31/00	02/21/13
e	80 shares Kraft Foods	D	12/31/00	02/21/13
f	242 shares Mondelez Intl	D	12/31/00	02/21/13
g	259 shares Moody's	D	12/31/00	02/21/13
h	206 shares National Oilwell Varco	D	12/31/00	02/21/13
i	117 shares 3M Co	D	12/31/00	02/21/13
j	140 shares Capital One Financial	D	12/31/00	02/21/13
k	90 shares AGrium	D	12/31/00	04/04/13
l	19 shares Apple	D	12/31/00	04/04/13
m	62 shares Boeing	D	12/31/00	04/04/13
n	87 shares Ebay	D	12/31/00	04/04/13
o	69 shares Home Depot	D	12/31/00	04/04/13

	(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	13408.		9746.	3662.
b	5153.		4243.	910.
c	7806.		7063.	743.
d	7798.		5987.	1811.
e	3768.		2962.	806.
f	6453.		5563.	890.
g	12108.		10806.	1302.
h	14300.		14362.	-62.
i	12054.		9904.	2150.
j	7586.		8186.	-600.
k	8699.		8659.	40.
l	8255.		5067.	3188.
m	5292.		4512.	780.
n	4890.		3068.	1822.
o	4823.		3045.	1778.

	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				3662.
b				910.
c				743.
d				1811.
e				806.
f				890.
g				1302.
h				-62.
i				2150.
j				-600.
k				40.
l				3188.
m				780.
n				1822.
o				1778.

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	251 shares L Brands	D	12/31/00	04/04/13
b	163 shares Merck & Co	D	12/31/00	04/04/13
c	107 shares REsmed	D	12/31/00	04/04/13
d	438 shares Suncor Energy	D	12/31/00	04/04/13
e	157 shares Unitedhealth Group	D	12/31/00	04/04/13
f	147 shares Whole Foods	D	12/31/00	04/04/13
g	162 shares EMC Corp	D	12/31/00	04/04/13
h	116 shares Ross Stores	D	12/31/00	04/04/13
i	.777 shares CST Brands	D	12/31/00	05/13/13
j	6,400 shares Pimco Commodity Real REturn Stragegy	D	12/31/00	05/15/13
k	118 shares Exxon Mobil	D	12/31/00	05/17/13
l	363 shares Mylan	D	12/31/00	05/17/13
m	165 shares OGE Energy	D	12/31/00	05/17/13
n	136 shares Pall	D	12/31/00	05/17/13
o	152 shares Phillip Morris	D	12/31/00	05/17/13

	(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	11221.		7834.	3387.
b	7187.		5467.	1720.
c	4899.		3211.	1688.
d	13127.		11970.	1157.
e	9027.		5567.	3460.
f	12616.		8138.	4478.
g	3812.		3895.	-83.
h	6929.		7394.	-465.
i	24.		29.	-5.
j	40000.		54646.	-14646.
k	10702.		9106.	1596.
l	10639.		8904.	1735.
m	11805.		8372.	3433.
n	9388.		8757.	631.
o	14426.		14055.	371.

	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				3387.
b				1720.
c				1688.
d				1157.
e				3460.
f				4478.
g				-83.
h				-465.
i				-5.
j				-14646.
k				1596.
l				1735.
m				3433.
n				631.
o				371.

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	291 shares Robert Half Intl	D	12/31/00	05/17/13
b	24 shares CST Brands	D	12/31/00	05/17/13
c	.5 shares Mallinckrodt	D	12/31/00	07/09/13
d	4,751.62 shares Prudential Jennison 20/20 Focus F	D	12/31/00	07/11/13
e	14,058.107 shares Pimco Total Return Bond Fund	D	12/31/00	07/11/13
f	7,042.254 shares Pimco Commodity Real Return Stra	D	12/31/00	07/11/13
g	130 shares Accenture	D	12/31/00	07/15/13
h	244 shares Covidien	D	12/31/00	07/15/13
i	30 shares Mallinckrodt	D	12/31/00	07/15/13
j	566 shares AT&T	D	12/31/00	07/15/13
k	41 shares American Express	D	12/31/00	07/15/13
l	180 shares Eastman Chem Co	D	12/31/00	07/15/13
m	478 shares Gannett Inc	D	12/31/00	07/15/13
n	96 shares M&T Bank	D	12/31/00	07/15/13
o	116 shares Pfizer	D	12/31/00	07/15/13

	(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	10054.		10333.	-279.
b	769.		882.	-113.
c	22.		17.	5.
d	88000.		79827.	8173.
e	150000.		152532.	-2532.
f	40000.		60129.	-20129.
g	9645.		8654.	991.
h	14161.		10392.	3769.
i	1259.		1015.	244.
j	20008.		19089.	919.
k	3122.		1908.	1214.
l	13071.		9805.	3266.
m	12409.		8652.	3757.
n	11261.		9068.	2193.
o	3292.		1956.	1336.

	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				-279.
b				-113.
c				5.
d				8173.
e				-2532.
f				-20129.
g				991.
h				3769.
i				244.
j				919.
k				1214.
l				3266.
m				3757.
n				2193.
o				1336.

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

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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	31 shares Exxon Mobil	D	12/31/00	08/21/13
b	61 shares Microsoft Corp	D	12/31/00	08/21/13
c	92 shares Monsanto	D	12/31/00	08/21/13
d	9 shares CF Industries	D	12/31/00	08/21/13
e	238 shares Edison Intl	D	12/31/00	08/21/13
f	393 shares Intel	D	12/31/00	08/21/13
g	192 shares Oracle Corp	D	12/31/00	08/21/13
h	223 shares Valero Energy	D	12/31/00	08/21/13
i	65 shares Chevron	D	12/31/00	08/21/13
j	62 shares Exxon Mobil	D	12/31/00	08/21/13
k	49 shares Hershey Co	D	12/31/00	09/04/13
l	334 shares Macy's	D	12/31/00	09/04/13
m	588 shares Pfizer	D	12/31/00	09/04/13
n	27,645.503 shares Federal Strategic Value Dividen	D	12/31/00	09/09/13
o	348.086 shares Dodge & Cox Intl Stock Fd	D	12/31/00	09/16/13

	(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	2738.		2392.	346.
b	1940.		1447.	493.
c	8850.		9489.	-639.
d	1686.		1706.	-20.
e	11105.		11836.	-731.
f	8678.		8435.	243.
g	6275.		4736.	1539.
h	7880.		9606.	-1726.
i	7875.		6363.	1512.
j	5434.		4785.	649.
k	4479.		2462.	2017.
l	14976.		9403.	5573.
m	16617.		9913.	6704.
n	151497.		121861.	29636.
o	14000.		12264.	1736.

	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				346.
b				493.
c				-639.
d				-20.
e				-731.
f				243.
g				1539.
h				-1726.
i				1512.
j				649.
k				2017.
l				5573.
m				6704.
n				29636.
o				1736.

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	2,522.704 shares Prudential Jennison 20/20	D	12/31/00	09/17/13
b	8,982.001 shares Pimco Commodity Real Return Stra	D	12/31/00	09/17/13
c	16 shares Aetna	D	12/31/00	09/18/13
d	8 shares Allergan	D	12/31/00	09/18/13
e	22 shares Altria Group	D	12/31/00	09/18/13
f	11 shares American Express	D	12/31/00	09/18/13
g	2 shares apple	D	12/31/00	09/18/13
h	7 shares Avnet	D	12/31/00	09/18/13
i	10 shares Baxter Intl	D	12/31/00	09/18/13
j	10 shares B/E Aerospace	D	12/31/00	09/18/13
k	6 shares Becton Dickinson	D	12/31/00	09/18/13
l	8 shares Boeing	D	12/31/00	09/18/13
m	14 shares CBS	D	12/31/00	09/18/13
n	2 shares CF Industries	D	12/31/00	09/18/13
o	16 shares CVS Caremark	D	12/31/00	09/18/13

	(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	50000.		42381.	7619.
b	51197.		64142.	-12945.
c	1068.		1026.	42.
d	713.		578.	135.
e	765.		816.	-51.
f	831.		512.	319.
g	937.		533.	404.
h	289.		257.	32.
i	717.		716.	1.
j	733.		642.	91.
k	597.		573.	24.
l	879.		582.	297.
m	774.		717.	57.
n	387.		379.	8.
o	957.		876.	81.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				7619.
b				-12945.
c				42.
d				135.
e				-51.
f				319.
g				404.
h				32.
i				1.
j				91.
k				24.
l				297.
m				57.
n				8.
o				81.

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

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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	2 shares Jazz Pharmaceuticals	D	12/31/00	09/18/13
b	1 share Celgene	D	12/31/00	09/18/13
c	4 shares Chevron	D	12/31/00	09/18/13
d	16 shares chubb	D	12/31/00	09/18/13
e	57 shares Cisco Systems	D	12/31/00	09/18/13
f	23 shares Citigroup	D	12/31/00	09/18/13
g	34 shares Coca Cola	D	12/31/00	09/18/13
h	40 shares Comcast Corp	D	12/31/00	09/18/13
i	5 shares Concophillips	D	12/31/00	09/18/13
j	7 shares Cooper Cos	D	12/31/00	09/18/13
k	12 shares Walt Disney	D	12/31/00	09/18/13
l	18 shares Discover Financial	D	12/31/00	09/18/13
m	37 shares JP Morgan	D	12/31/00	09/18/13
n	11 shares Jacobs Engineering	D	12/31/00	09/18/13
o	16 shares Johnson & Johnson	D	12/31/00	09/18/13

	(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	175.		175.	0.
b	149.		143.	6.
c	498.		392.	106.
d	1399.		940.	459.
e	1388.		1075.	313.
f	1157.		614.	543.
g	1307.		1104.	203.
h	1746.		976.	770.
i	345.		332.	13.
j	925.		689.	236.
k	790.		576.	214.
l	916.		663.	253.
m	1940.		1622.	318.
n	640.		608.	32.
o	1420.		1040.	380.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				0.
b				6.
c				106.
d				459.
e				313.
f				543.
g				203.
h				770.
i				13.
j				236.
k				214.
l				253.
m				318.
n				32.
o				380.

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	

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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	15 shares Microsoft	D	12/31/00	09/18/13
b	10 shares Nike	D	12/31/00	09/18/13
c	15 shares Resmed	D	12/31/00	09/18/13
d	7 shares Rock-Tenn	D	12/31/00	09/18/13
e	3 shares Shire	D	12/31/00	09/18/13
f	10 shares State Street	D	12/31/00	09/18/13
g	10 shares Union Pacific	D	12/31/00	09/18/13
h	12 shares United Technologies	D	12/31/00	09/18/13
i	4 shares Visa	D	12/31/00	09/18/13
j	50 shares Wells Fargo & Co	D	12/31/00	09/18/13
k	30 shares Wisconsin Energy	D	12/31/00	09/18/13
l	10 shares Wyndham Worldwide	D	12/31/00	09/18/13
m	20 shares Yahoo	D	12/31/00	09/18/13
n	150 shares Ensco	D	12/31/00	09/18/13
o	19 shares Invesco	D	12/31/00	09/18/13

	(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	488.		356.	132.
b	680.		586.	94.
c	788.		450.	338.
d	823.		742.	81.
e	353.		268.	85.
f	679.		572.	107.
g	1552.		955.	597.
h	1295.		902.	393.
i	744.		630.	114.
j	2112.		1499.	613.
k	1191.		911.	280.
l	618.		643.	-25.
m	580.		550.	30.
n	8414.		9666.	-1252.
o	591.		652.	-61.

	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				132.
b				94.
c				338.
d				81.
e				85.
f				107.
g				597.
h				393.
i				114.
j				613.
k				280.
l				-25.
m				30.
n				-1252.
o				-61.

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	

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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	388 shares Conagra Foods	D	12/31/00	09/18/13
b	23 shares Dr Horton	D	12/31/00	09/18/13
c	32 shares Delta Airlines	D	12/31/00	09/18/13
d	21 shares EMC	D	12/31/00	09/18/13
e	4 shares EOG Resources	D	12/31/00	09/18/13
f	13 shares Ebay	D	12/31/00	09/18/13
g	3 shares Exxon Mobil	D	12/31/00	09/18/13
h	52 shares Fifth Third	D	12/31/00	09/18/13
i	25 shares Ford Motor Co	D	12/31/00	09/18/13
j	17 shares Franklin Resources	D	12/31/00	09/18/13
k	76 shares General Electric	D	12/31/00	09/18/13
l	4 shares Goldman Sachs	D	12/31/00	09/18/13
m	1 share Google	D	12/31/00	09/18/13
n	15 shares Halliburton	D	12/31/00	09/18/13
o	10 shares Helmerich & Payne	D	12/31/00	09/18/13

	(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	12404.		13091.	-687.
b	439.		552.	-113.
c	716.		642.	74.
d	565.		505.	60.
e	668.		628.	40.
f	701.		458.	243.
g	266.		232.	34.
h	961.		762.	199.
i	435.		416.	19.
j	819.		777.	42.
k	1806.		1528.	278.
l	657.		621.	36.
m	895.		670.	225.
n	736.		666.	70.
o	667.		594.	73.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-687.
b				-113.
c				74.
d				60.
e				40.
f				243.
g				34.
h				199.
i				19.
j				42.
k				278.
l				36.
m				225.
n				70.
o				73.

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

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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	4 shares Hershey Co	D	12/31/00	09/18/13
b	26 shares Hertz Global	D	12/31/00	09/18/13
c	14 shares Home Depot	D	12/31/00	09/18/13
d	5 shares IBM	D	12/31/00	09/18/13
e	12 shares Intl Paper Co	D	12/31/00	09/18/13
f	15 shares Oracle	D	12/31/00	09/18/13
g	7 shares PVH	D	12/31/00	09/18/13
h	8 shares Polaris	D	12/31/00	09/18/13
i	22 shares Procter & Gamble	D	12/31/00	09/18/13
j	19 shares Qualcomm	D	12/31/00	09/18/13
k	59 shares Regions Financial	D	12/31/00	09/18/13
l	25 shares Verizon Communications	D	12/31/00	09/18/13
m	1,682.796 shares Artisan Small Cap Value fund	D	12/31/00	10/09/13
n	36 shares CF Industries	D	12/31/00	11/01/13
o	42 shares Chevron	D	12/31/00	11/01/13

	(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	367.		201.	166.
b	691.		647.	44.
c	1053.		618.	435.
d	957.		495.	462.
e	580.		556.	24.
f	489.		370.	119.
g	873.		796.	77.
h	968.		608.	360.
i	1729.		1514.	215.
j	1310.		987.	323.
k	558.		596.	-38.
l	1190.		1263.	-73.
m	30004.		28269.	1735.
n	7778.		6826.	952.
o	5098.		4112.	986.

	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				166.
b				44.
c				435.
d				462.
e				24.
f				119.
g				77.
h				360.
i				215.
j				323.
k				-38.
l				-73.
m				1735.
n				952.
o				986.

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	81 shares Coca Cola	D	12/31/00	11/01/13
b	111 shares Comcast	D	12/31/00	11/01/13
c	67 shares Home Depot	D	12/31/00	11/01/13
d	59 shares IBM	D	12/31/00	11/01/13
e	185 shares Intl Paper	D	12/31/00	11/01/13
f	62 shares JP Morgan Chase	D	12/31/00	11/01/13
g	228 shares Resmed	D	12/31/00	11/01/13
h	85 shares Verizon Comm	D	12/31/00	11/01/13
i	375 shares Hertz Global	D	12/31/00	11/14/13
j	108 shares Rock-Tenn	D	12/31/00	11/14/13
k	43 shares Union Pacific	D	12/31/00	11/14/13
l	76 shares Avnet	D	12/31/00	11/22/13
m	183 shares Cisco Systems	D	12/31/00	11/22/13
n	44 shares Qualcomm	D	12/31/00	11/22/13
o	140 shares State Street	D	12/31/00	11/22/13

	(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	3227.		2630.	597.
b	5302.		2709.	2593.
c	5141.		2957.	2184.
d	10518.		5840.	4678.
e	8251.		8567.	-316.
f	3266.		2717.	549.
g	11486.		6841.	4645.
h	4329.		4294.	35.
i	8194.		9337.	-1143.
j	10293.		11451.	-1158.
k	6699.		4108.	2591.
l	3148.		2787.	361.
m	3900.		3450.	450.
n	3176.		2287.	889.
o	9985.		8014.	1971.

	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				597.
b				2593.
c				2184.
d				4678.
e				-316.
f				549.
g				4645.
h				35.
i				-1143.
j				-1158.
k				2591.
l				361.
m				450.
n				889.
o				1971.

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	287 shares Avnet	D	12/31/00	12/17/13
b	359 shares EMC	D	12/31/00	12/17/13
c	178 shares Jacobs Engineering	D	12/31/00	12/17/13
d	2,850.627 shares Prudential Jennison 20/20	D	12/31/00	12/18/13
e	Capital Gains Dividends			
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	11646.		10523.	1123.
b	8358.		8633.	-275.
c	10144.		9836.	308.
d	50000.		48154.	1846.
e	81874.			81874.
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				1123.
b				-275.
c				308.
d				1846.
e				81874.
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	189491.
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

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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
Shane McConkey Foundation P.O. Box 3666 Olympic Valley, CA 96146	N/A	501(c)(3)	Grant to another 501(c)(3) organization	20000.
Surrey Services for Seniors 28 Bridge Avenue Berwyn, PA 19312	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Saratoga Warhorse Foundation P.O. Box 461 Saratoga Springs , NY 12866	N/A	501(c)(3)	Grant to another 501(c)(3) organization	15000.
The Hotchkiss School 11 Interlaken Road Lakeville, CT 06039	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
The Kimmel Cancer Center 233 South 10th Street Philadelphia, PA 19107	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
US Para-Equestrian Association 3940 Verde Vista Drive Thousand Oaks, CA 91360	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Wayne Art Center 413 Maplewood Avenue Wayne, PA 19087	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Willistown Conservation Trust 925 Providence Road Newtown Square, PA 19073	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Work to Ride 98 Chamounix Drive Philadelphia, PA 19131	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
White Mountain School 371 West Farm Road Bethlehem, NH 03574	N/A	501(c)(3)	Grant to another 501(c)(3) organization	20000.
Total from continuation sheets				185000.

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The Boudinot Foundation 27-5271360

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
Second Chance Youth of Monterey County P.O. Box 1999 Salinas , CA 93902	N/A	501(c)(3)	Grant to another 501(c)(3) organization	30000.
Total from continuation sheets				

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

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
144 shares Anheuser Busch	Donated	12/31/00	02/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13408.	9747.	0.	0.	3661.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
45 shares Chevron Corp	Donated	12/31/00	02/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5153.	4652.	0.	0.	501.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
136 shares Equity Residential	Donated	12/31/00	02/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7806.	8140.	0.	0.	-334.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
131 shares FMC Corp	Donated	12/31/00	02/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7798.	5988.	0.	0.	1810.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
80 shares Kraft Foods	Donated	12/31/00	02/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3768.	2988.	0.	0.	780.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
242 shares Mondelez Intl	Donated	12/31/00	02/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6453.	5573.	0.	0.	880.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
259 shares Moody's	Donated	12/31/00	02/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12108.	10656.	0.	0.	1452.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
206 shares National Oilwell Varco	Donated	12/31/00	02/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14300.	14987.	0.	0.	-687.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
117 shares 3M Co	Donated	12/31/00	02/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12054.	9905.	0.	0.	2149.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
140 shares Capital One Financial	Donated	12/31/00	02/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7586.	8186.	0.	0.	-600.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
90 shares AGrium	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8699.	8660.	0.	0.	39.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
19 shares Apple	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8255.	6366.	0.	0.	1889.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
62 shares Boeing	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5292.	4513.	0.	0.	779.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
87 shares Ebay	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4890.	2667.	0.	0.	2223.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
69 shares Home Depot	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4823.	3045.	0.	0.	1778.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
251 shares L Brands	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11221.	10111.	0.	0.	1110.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
163 shares Merck & Co	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7187.	5925.	0.	0.	1262.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
107 shares REsmed	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4899.	3211.	0.	0.	1688.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
438 shares Suncor Energy	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13127.	11970.	0.	0.	1157.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
157 shares Unitedhealth Group	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9027.	7554.	0.	0.	1473.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
147 shares Whole Foods	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12616.	8356.	0.	0.	4260.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
162 shares EMC Corp	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3812.	4570.	0.	0.	-758.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
116 shares Ross Stores	Donated	12/31/00	04/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6929.	7394.	0.	0.	-465.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
.777 shares CST Brands	Donated	12/31/00	05/13/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
24.	29.	0.	0.	-5.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
6,400 shares Pimco Commodity Real REturn Stragegy Fund	Donated	12/31/00	05/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
40000.	60604.	0.	0.	-20604.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
118 shares Exxon Mobil	Donated	12/31/00	05/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10702.	9722.	0.	0.	980.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
363 shares Mylan	Donated	12/31/00	05/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10639.	8904.	0.	0.	1735.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
165 shares OGE Energy	Donated	12/31/00	05/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11805.	8414.	0.	0.	3391.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
136 shares Pall	Donated	12/31/00	05/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9388.	8757.	0.	0.	631.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
152 shares Phillip Morris	Donated	12/31/00	05/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14426.	14055.	0.	0.	371.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
291 shares Robert Half Intl	Donated	12/31/00	05/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10054.	10333.	0.	0.	-279.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares CST Brands	Donated	12/31/00	05/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
769.	882.	0.	0.	-113.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
.5 shares Mallinckrodt	Donated	12/31/00	07/09/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
22.	19.	0.	0.	3.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4,751.62 shares Prudential Jennison 20/20 Focus Fd	Donated	12/31/00	07/11/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
88000.	83400.	0.	0.	4600.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14,058.107 shares Pimco Total Return Bond Fund	Donated	12/31/00	07/11/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
150000.	155202.	0.	0.	-5202.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7,042.254 shares Pimco Commodity Real Return Strategy Fund	Donated	12/31/00	07/11/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
40000.	66685.	0.	0.	-26685.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
130 shares Accenture	Donated	12/31/00	07/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9645.	8654.	0.	0.	991.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
244 shares Covidien	Donated	12/31/00	07/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14161.	11923.	0.	0.	2238.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
30 shares Mallinckrodt	Donated	12/31/00	07/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1259.	1123.	0.	0.	136.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
566 shares AT&T	Donated	12/31/00	07/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
20008.	19393.	0.	0.	615.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
41 shares American Express	Donated	12/31/00	07/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3122.	2051.	0.	0.	1071.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
180 shares Eastman Chem Co	Donated	12/31/00	07/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13071.	9805.	0.	0.	3266.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
478 shares Gannett Inc	Donated	12/31/00	07/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12409.	8652.	0.	0.	3757.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
96 shares M&T Bank	Donated	12/31/00	07/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11261.	9068.	0.	0.	2193.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
116 shares Pfizer	Donated	12/31/00	07/15/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3292.	2424.	0.	0.	868.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
31 shares Exxon Mobil	Donated	12/31/00	08/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2738.	2554.	0.	0.	184.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
61 shares Microsoft Corp	Donated	12/31/00	08/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1940.	1505.	0.	0.	435.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
92 shares Monsanto	Donated	12/31/00	08/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8850.	9489.	0.	0.	-639.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
9 shares CF Industries	Donated	12/31/00	08/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1686.	1706.	0.	0.	-20.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
238 shares Edison Intl	Donated	12/31/00	08/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11105.	11836.	0.	0.	-731.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
393 shares Intel	Donated	12/31/00	08/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8678.	8982.	0.	0.	-304.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
192 shares Oracle Corp	Donated	12/31/00	08/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6275.	6413.	0.	0.	-138.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
223 shares Valero Energy	Donated	12/31/00	08/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7880.	9606.	0.	0.	-1726.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
65 shares Chevron	Donated	12/31/00	08/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7875.	6718.	0.	0.	1157.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
62 shares Exxon Mobil	Donated	12/31/00	08/21/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5434.	5108.	0.	0.	326.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
49 shares Hershey Co	Donated	12/31/00	09/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4479.	2673.	0.	0.	1806.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
334 shares Macy's	Donated	12/31/00	09/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14976.	9644.	0.	0.	5332.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
588 shares Pfizer	Donated	12/31/00	09/04/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
16617.	12227.	0.	0.	4390.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
27,645.503 shares Federal Strategic Value Dividend Fund	Donated	12/31/00	09/09/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
151497.	131255.	0.	0.	20242.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
348.086 shares Dodge & Cox Intl Stock Fd	Donated	12/31/00	09/16/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14000.	12750.	0.	0.	1250.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2,522.704 shares Prudential Jennison 20/20	Donated	12/31/00	09/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
50000.	44278.	0.	0.	5722.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8,982.001 shares Pimco Commodity Real Return Strategy Fd	Donated	12/31/00	09/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
51197.	64142.	0.	0.	-12945.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares Aetna	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1068.	1026.	0.	0.	42.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Allergan	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
713.	654.	0.	0.	59.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
22 shares Altria Group	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
765.	816.	0.	0.	-51.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
11 shares American Express	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
831.	550.	0.	0.	281.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2 shares apple	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
937.	670.	0.	0.	267.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7 shares Avnet	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
289.	248.	0.	0.	41.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Baxter Intl	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
717.	716.	0.	0.	1.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares B/E Aerospace	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
733.	642.	0.	0.	91.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
6 shares Becton Dickinson	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
597.	573.	0.	0.	24.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Boeing	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
879.	582.	0.	0.	297.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares CBS	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
774.	717.	0.	0.	57.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2 shares CF Industries	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
387.	379.	0.	0.	8.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares CVS Caremark	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
957.	876.	0.	0.	81.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2 shares Jazz Pharmaceuticals	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
175.	175.	0.	0.	0.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1 share Celgene	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
149.	143.	0.	0.	6.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4 shares Chevron	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
498.	413.	0.	0.	85.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares chubb	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1399.	1036.	0.	0.	363.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
57 shares Cisco Systems	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1388.	1049.	0.	0.	339.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
23 shares Citigroup	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1157.	925.	0.	0.	232.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
34 shares Coca Cola	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1307.	1134.	0.	0.	173.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
40 shares Comcast Corp	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1746.	973.	0.	0.	773.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5 shares Concophillips	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
345.	332.	0.	0.	13.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7 shares Cooper Cos	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
925.	689.	0.	0.	236.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
12 shares Walt Disney	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
790.	576.	0.	0.	214.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
18 shares Discover Financial	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
916.	663.	0.	0.	253.

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(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
37 shares JP Morgan	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1940.	1571.	0.	0.	369.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
11 shares Jacobs Engineering	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
640.	608.	0.	0.	32.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares Johnson & Johnson	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1420.	1061.	0.	0.	359.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
15 shares Microsoft	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
488.	370.	0.	0.	118.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Nike	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
680.	586.	0.	0.	94.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
15 shares Resmed	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
788.	450.	0.	0.	338.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7 shares Rock-Tenn	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
823.	742.	0.	0.	81.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3 shares Shire	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
353.	274.	0.	0.	79.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares State Street	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
679.	572.	0.	0.	107.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Union Pacific	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1552.	1032.	0.	0.	520.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
12 shares United Technologies	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1295.	1037.	0.	0.	258.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4 shares Visa	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
744.	630.	0.	0.	114.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
50 shares Wells Fargo & Co	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2112.	1385.	0.	0.	727.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
30 shares Wisconsin Energy	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1191.	932.	0.	0.	259.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Wyndham Worldwide	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
618.	643.	0.	0.	-25.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
20 shares Yahoo	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
580.	550.	0.	0.	30.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
150 shares Ensco	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8414.	9666.	0.	0.	-1252.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
19 shares Invesco	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
591.	652.	0.	0.	-61.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
388 shares Conagra Foods	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12404.	13091.	0.	0.	-687.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
23 shares Dr Horton	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
439.	552.	0.	0.	-113.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
32 shares Delta Airlines	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
716.	642.	0.	0.	74.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
21 shares EMC	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
565.	592.	0.	0.	-27.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4 shares EOG Resources	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
668.	628.	0.	0.	40.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
13 shares Ebay	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
701.	399.	0.	0.	302.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3 shares Exxon Mobil	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
266.	247.	0.	0.	19.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
52 shares Fifth Third	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
961.	762.	0.	0.	199.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
25 shares Ford Motor Co	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
435.	415.	0.	0.	20.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
17 shares Franklin Resources	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
819.	777.	0.	0.	42.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
76 shares General Electric	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1806.	1476.	0.	0.	330.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4 shares Goldman Sachs	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
657.	621.	0.	0.	36.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1 share Google	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
895.	518.	0.	0.	377.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
15 shares Halliburton	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
736.	666.	0.	0.	70.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Helmerich & Payne	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
667.	594.	0.	0.	73.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4 shares Hershey Co	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
367.	218.	0.	0.	149.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Hertz Global	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
691.	647.	0.	0.	44.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares Home Depot	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1053.	618.	0.	0.	435.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5 shares IBM	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
957.	836.	0.	0.	121.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
12 shares Intl Paper Co	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
580.	556.	0.	0.	24.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
15 shares Oracle	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
489.	501.	0.	0.	-12.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7 shares PVH	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
873.	796.	0.	0.	77.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Polaris	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
968.	608.	0.	0.	360.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
22 shares Procter & Gamble	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1729.	1456.	0.	0.	273.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
19 shares Qualcomm	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1310.	1083.	0.	0.	227.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
59 shares Regions Financial	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
558.	596.	0.	0.	-38.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
25 shares Verizon Communications	Donated	12/31/00	09/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1190.	1263.	0.	0.	-73.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,682.796 shares Artisan Small Cap Value fund	Donated	12/31/00	10/09/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
30004.	29471.	0.	0.	533.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
36 shares CF Industries	Donated	12/31/00	11/01/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7778.	6826.	0.	0.	952.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
42 shares Chevron	Donated	12/31/00	11/01/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5098.	4341.	0.	0.	757.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
81 shares Coca Cola	Donated	12/31/00	11/01/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3227.	2701.	0.	0.	526.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
111 shares Comcast	Donated	12/31/00	11/01/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5302.	2701.	0.	0.	2601.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
67 shares Home Depot	Donated	12/31/00	11/01/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5141.	2957.	0.	0.	2184.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
59 shares IBM	Donated	12/31/00	11/01/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10518.	10146.	0.	0.	372.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
185 shares Intl Paper	Donated	12/31/00	11/01/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8251.	8567.	0.	0.	-316.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
62 shares JP Morgan Chase	Donated	12/31/00	11/01/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3266.	2632.	0.	0.	634.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
228 shares Resmed	Donated	12/31/00	11/01/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11486.	6841.	0.	0.	4645.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
85 shares Verizon Comm	Donated	12/31/00	11/01/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4329.	4294.	0.	0.	35.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
375 shares Hertz Global	Donated	12/31/00	11/14/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8194.	9337.	0.	0.	-1143.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
108 shares Rock-Tenn	Donated	12/31/00	11/14/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10293.	11451.	0.	0.	-1158.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
43 shares Union Pacific	Donated	12/31/00	11/14/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6699.	4439.	0.	0.	2260.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
76 shares Avnet	Donated	12/31/00	11/22/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3148.	2690.	0.	0.	458.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
183 shares Cisco Systems	Donated	12/31/00	11/22/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3900.	3369.	0.	0.	531.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
44 shares Qualcomm	Donated	12/31/00	11/22/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3176.	2509.	0.	0.	667.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
140 shares State Street	Donated	12/31/00	11/22/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9985.	8014.	0.	0.	1971.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
287 shares Avnet	Donated	12/31/00	12/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11646.	10630.	0.	0.	1016.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
359 shares EMC	Donated	12/31/00	12/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8358.	9801.	0.	0.	-1443.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
178 shares Jacobs Engineering	Donated	12/31/00	12/17/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10144.	9836.	0.	0.	308.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
2,850.627 shares Prudential Jennison 20/20	Donated	12/31/00	12/18/13

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
50000.	49080.	0.	0.	920.

Capital Gains Dividends from Part IV	81874.
Total to Form 990-PF, Part I, line 6a	131904.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
PNC Bank	194756.	81874.	112882.	112882.	
To Part I, line 4	194756.	81874.	112882.	112882.	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Stradley, Ronon, Stevens & Young, LLP	13655.	13655.		0.
To Fm 990-PF, Pg 1, ln 16a	13655.	13655.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PNC Bank - Investment Advisory Fees	23544.	23544.		0.
To Form 990-PF, Pg 1, ln 16c	23544.	23544.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2012 tax on net investment income	237.	0.		0.
2013 estimated tax	1800.	0.		0.
Foreign tax paid	36.	0.		0.
To Form 990-PF, Pg 1, ln 18	2073.	0.		0.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
Allergan Inc	8384.	11330.
American Express Co	8102.	14608.
Apple Inc	31001.	39271.
Chevron Corporation	11652.	13490.
Chubb Corp	10235.	15171.
Cisco Systems Inc	8848.	10385.
Citigroup Inc	11846.	16154.
Coca Cola Co	10982.	13426.
Comcast Corp	7300.	15693.
Ebay Inc	6716.	11138.
Exxon Mobil Corp	10148.	12549.
General Electric Co	20574.	27806.
Google Inc	15324.	23535.
Johnson & Johnson	14727.	20425.
JP Morgan Chase & Co	14456.	21228.
Oracle Corp	6081.	9016.
Procter & Gamble Co	22901.	26377.
Qualcomm Inc	11350.	14405.
Shire PLC	13048.	19215.
The Hershey Company	9888.	17404.
Union Pacific Corp	6530.	10584.
United Technologies Corp	10876.	14566.
Wells Fargo & Co	14134.	22791.
Wisconsin Energy Corp	11917.	15503.
Boeing Co	8223.	15423.
Cooper Cos INc	8763.	11022.
Discover Financial	7474.	11358.
Fifth Third Bancorp	9698.	13922.
Home Depot INc	6663.	12433.
Polaris Inds Inc	7226.	13836.
PVH Corp	10118.	12106.
Walt Disney Co	7626.	12148.
Conocophillips	11352.	12081.
Invesco Ltd	10920.	11575.
JM Smucker Co	9604.	9222.
Oracle Corp	15480.	18174.
PPG Industries	15329.	15931.
Goldman Sachs Group	11331.	12940.
Visa Inc	7562.	10689.
Becton Dickinson & Co	9168.	10607.
CVS Caremark Corp	12709.	16604.
Dr Horton Inc	8424.	7834.
Helmerich & Payne Inc	9091.	12864.
Nike Inc	8969.	12032.
Wyndham Worldwide Corp	10672.	12233.
Altria Group	13234.	13705.
B/E Aerospace Inc	9375.	12706.

Halliburton	9899.	11317.
Aetna Inc	15907.	17010.
CBS Corp	10082.	12557.
Franklin Resouces	10466.	13220.
Regions Financial Corp	8978.	8792.
Verizon Communications	13993.	13612.
Baxter Intl	10879.	10572.
Delta Airlines	10175.	13927.
EOG Resources	10984.	11749.
Ford Motor Company	15507.	14396.
Yahoo Inc	8585.	12617.
Jazz Pharmaceuticals	8928.	12909.
Celgene Corp	8702.	10307.
Schlumberger Ltd	15799.	16130.
Best Buy Co Inc	9714.	9133.
Las Vegas Sands Corp	9195.	10253.
McKesson Corp	12833.	13396.
Canadian Pacific Railway	9082.	9382.
Manpower Group Inc	9080.	9702.
Lincoln National Corp	10076.	10324.
Methanex Corp	9742.	8945.
NXP Semiconductors	9760.	10656.
Lockheed Martin Corp	10093.	10852.
Total to Form 990-PF, Part II, line 10b	774490.	979273.

Form 990-PF Other Investments Statement 7

Description	Valuation Method	Book Value	Fair Market Value
Artisan Mid Cap Value Fund	COST	76727.	93799.
Baird Intermediate Bond Fund	COST	153197.	151906.
Diamond Hill Long-Short Fund	COST	89618.	108641.
Dodge & Cox International Stock Fund	COST	164274.	201916.
Fidelity Advisor Floating High Income Fund	COST	229908.	232308.
Goldman Sachs Growth Opportunities Fund	COST	77930.	92508.
Harbor International Fund	COST	171358.	196400.
Harding Loevner International Equity Portfolio	COST	167727.	198848.
Ishares Barclay 1-3 Year Cred	COST	101954.	102507.
Ishares MSCI EAFE Index Fund	COST	98413.	114330.
JP MOrgan US Large Cap Core Plus Fund	COST	354933.	450577.
Pimco Funds Total Return Bond Fund	COST	363369.	353354.
Prudential Jennison 20/20 Focus Fund	COST	60880.	66691.
SPDR S&P 500 ETF Trust	COST	787849.	1101676.

T Rowe Price New Horizons Fund	COST	33113.	42028.
Templeton Global Bond Fund	COST	161579.	155646.
Vanguard Mid Cap ETF	COST	130532.	179443.
Vanguard Small Cap ETF	COST	51188.	72897.
Vanguard Total Bond Market ETF	COST	444986.	435312.
Wisdomtree Large Cap Dividend Fund	COST	128172.	173137.
Lazard Global Listed Infrastructure Fund	COST	94162.	105140.
Ishares MSCI Emerging Markets Index Fund	COST	102026.	101771.
Pimco Unconstrained Bond Fund	COST	75285.	74283.
Mainstay Epoch Global Equity Yield Fund	COST	140304.	151893.
Driehaus Active Income Fund	COST	100000.	100186.
American Century Small Cap Value Fund	COST	34991.	34098.
Total to Form 990-PF, Part II, line 13		4394475.	5091295.