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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation JACK CHESTER FOUNDATION			A Employer identification number 31-6660664	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908		Room/suite	B Telephone number (see instructions) (407) 237-4500	
City or town ORLANDO	State FL	ZIP code 32802-1908		
Foreign country name	Foreign province/state/county	Foreign postal code		
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 ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 9,973,225		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)				
	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	224,178	223,237		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	668,046			
	b Gross sales price for all assets on line 6a 3,417,485				
	7 Capital gain net income (from Part IV, line 2)		668,046		
	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) (attach schedule)					
11 Other income (attach schedule)	3	3			
12 Total. Add lines 1 through 11	892,227	891,286	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	150,824	37,706		113,118
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	51,520	38,640		12,880
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,146	2,146		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,376	4,376		
	24 Total operating and administrative expenses. Add lines 13 through 23	208,866	82,868	0	125,998
	25 Contributions, gifts, grants paid	538,100			538,100
26 Total expenses and disbursements. Add lines 24 and 25	746,966	82,868	0	664,098	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	145,261				
b Net investment income (if negative, enter -0-)		808,418			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	426,325	209,596	209,596	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe SEE ATTACHED)	8,222,702	8,586,416	9,763,629		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,649,027	8,796,012	9,973,225		
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 (attach schedule)				
	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	8,649,027	8,796,012		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	8,649,027	8,796,012		
31	Total liabilities and net assets/fund balances (see instructions)	8,649,027	8,796,012			

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	8,649,027
2	Enter amount from Part I, line 27a	2	145,261
3	Other increases not included in line 2 (itemize) See Attached Statement	3	3,218
4	Add lines 1, 2, and 3	4	8,797,506
5	Decreases not included in line 2 (itemize) PARTNERSHIP INCOME ADJUSTMENT	5	1,494
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,796,012

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	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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

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

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	668,046
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	631,834	9,289,528	0.068016
2011	738,887	9,415,552	0.078475
2010	569,611	9,152,463	0.062236
2009	482,555	8,721,354	0.055330
2008	782,063	10,370,438	0.075413

2	Total of line 1, column (d)	2	0.339470
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.067894
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,532,414
5	Multiply line 4 by line 3	5	647,194
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,084
7	Add lines 5 and 6	7	655,278
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	664,098

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	8,084	
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	8,084	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	8,084	
6	Credits/Payments.			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,969	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	27,969	
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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,885	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 19,885 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) FL		
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? <i>If "No," attach explanation</i>		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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SUNTRUST BANK Telephone no ► (407) 237-4500 Located at ► P.O. BOX 1908 ORLANDO FL ZIP+4 ► 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	0		

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,439,943
b	Average of monthly cash balances	1b	237,635
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,677,578
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,677,578
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	145,164
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,532,414
6	Minimum investment return. Enter 5% of line 5	6	476,621

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	476,621
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,084	
b	Income tax for 2013. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	8,084	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	468,537	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	468,537	
6	Deduction from distributable amount (see instructions)	6		
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	468,537	

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	664,098
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	664,098
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	8,084
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	656,014

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				468,537
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	268,315			
b From 2009	50,030			
c From 2010	120,257			
d From 2011	282,137			
e From 2012	173,296			
f Total of lines 3a through e	894,035			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 664,098				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				468,537
e Remaining amount distributed out of corpus	195,561			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,089,596			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	268,315			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	821,281			
10 Analysis of line 9:				
a Excess from 2009	50,030			
b Excess from 2010	120,257			
c Excess from 2011	282,137			
d Excess from 2012	173,296			
e Excess from 2013	195,561			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			3a	538,100
b <i>Approved for future payment</i> NONE				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(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			14	224,095	
5	Net rental income or (loss) from real estate.					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	668,046	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a Partnership Expenses			43	3	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		892,144	0
13	Total. Add line 12, columns (b), (d), and (e)				13	892,144

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

JACK CHESTER FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

AISH SOUTH FLORIDA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 4,000

Name

ALEXANDER MUSS INSTITUTE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

P E F ISRAEL ENDOWMENT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

AMERICAN FRIENDS OF BEIT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 9,000

Name

BET SMEMESH EDUCATIONAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 3,000

Name

BOYS TOWN JERUSALEM FDN OF AMERICA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

JACK CHESTER FOUNDATION

31-6660664 Page 2 of 13

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF FLORIDA FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

BETH DAVID CONGREGATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 3,600

Name

BIRTHRIGHT ISRAEL FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

ELI-AMERICAN FRIENDS OF THE ISRAEL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

CAMP JUDAEA INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

CENTER FOR THE ADVANCEMENT OF JEWISH EDUCATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 4,000

JACK CHESTER FOUNDATION

31-6660664 Page 3 of 13

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SUMMER PROGRAM IN ISRAEL CHAMAH

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 1,000

Name

COMMUNITY TELEVISION FOUNDATION OF SOUTH FL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,500

Name

HILLEL AT THE UNIVERSITY OF FLORIDA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

HILLEL JEWISH STUDENT CENTER OF TAMPA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 4,000

Name

HOLOCAUST & HUMAN RIGHTS ED CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 3,000

Name

HOLOCAUST DOCUMENTATION AND ED CEN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

JACK CHESTER FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HOLOCAUST MEMORIAL COMMITTEE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 40,000

Name

IMPACT II TEACHING TRUNK EDUCATION FUND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,500

Name

AMERICAN FRIENDS OF ISRAEL ELWYN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

FRIENDS OF PROJECT HEART

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

ISRAEL SPORTS CENTER FOR THE DISABLED

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

FRIENDS OF THE MARCH OF LIVING

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

JACK CHESTER FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GESHER FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 3,000

Name

GREATER MIAMI HILLEL FOUNDATION INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

JEWISH COMMUNITY SERVICES OF S FL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 4,000

Name

JEWISH EDUCATIONAL LOAN FUND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

MASORTI FOUNDATION/ THE NETWORK FOR DOING GOOD

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

JEWISH TELEGRAPHIC AGENCY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

JACK CHESTER FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

JEWISH THEOLOGICAL SEMINARY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

AMER FRIENDS OF JORDAN RIVER VILLAGE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

KESHER L D INC FOR NEEDY FAMILIES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

AMERICAN FRIENDS OF LEKET

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 3,000

Name

ACTIVISM FOR ISREAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 4,000

Name

AMERICAN FRIENDS OF MAGEN DAVID ADOM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

JACK CHESTER FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HONESTREPORTING

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

AMERICAN FRIENDS OF MELITZ

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

MIAMI JEWISH HEALTH SYSTEMS INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

12,000

Name

AMERICAN FRIENDS OF NATAL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

NATIONAL YIDDISH BOOK CENTER INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

Name

AMERICAN FRIENDS OF NATIONAL MISSIONS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

JACK CHESTER FOUNDATION

31-6660664 Page 8 of 13

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

JEWISH PEOPLEHOOD

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

INSTITUTION FOR THE ADVANCEMENT OF EDUCATION IN JAFFA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

AMERICAN PARDES FOUNDATION INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 4,000

Name

PROJECT INTERCHANGE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 1,000

Name

RAMAH DAROM INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

JEWISH STUDENT CONNECTION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 1,000

JACK CHESTER FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LIFE'S DOOR

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

UNIVERSITY OF S FLORIDA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

6,000

Name

UNIVERSITY OF MIAMI

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

10,000

Name

FRIENDS OF YEMIN ORDE YOUTH VILLAGE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

GREATER MIAMI JEWISH FEDERATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

135,000

Name

CONGREGATION BEIT SHMUEL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

50,000

JACK CHESTER FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FRIENDS OF ISRAEL DEFENSE FORCES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 12,000

Name

LA LIGA CONTRA EL CANCER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 4,000

Name

TEMPLE MENORAH

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

AMERICAN FRIENDS OF LIVNOT

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 3,000

Name

AMERICAN FRIENDS OF ALYN HOSPITAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

BRANDEIS UNIVERSITY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

JACK CHESTER FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HADASSAH - WOMENS ZIONIST ORG OF AMER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 35,000

Name

JEWISH LEADERSHIP INSTITUTE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

JEWISH MUSEUM OF FLORIDA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 4,000

Name

JEWISH NATIONAL FUND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

SAMUEL SCHECK HILLEL COMMUNITY DAY SCH

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

TALMUDIC COLLEGE OF FLORIDA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

JACK CHESTER FOUNDATION

31-6660664 Page 12 of 13

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

US HOLOCAUST MEMORIAL MUSEUM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 4,000

Name

ALLIANCE OF NORTH AMERICA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

MICHAEL-ANN JEWISH COMMUNITY CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

NATIONAL JEWISH THEATER FOUNDATION INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

NEFESH JEWISH SOULS UNITED

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

NGO MONITOR

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 1,000

JACK CHESTER FOUNDATION

31-6660664 Page 13 of 13

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

AMERICAN FRIENDS OF YAHAD IN UNUM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 1,000

Name

AMERICAN SUPPORTERS OF YEDID

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 1,000

Name

THE TRIBE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,000

Name

UNIVERSITY OF HAIFA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 2,500

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount



CHESTER FOUNDATION
ACCOUNT NO. 7935475

PORTFOLIO SUMMARY

AS OF 12/31/13

PAGE 2

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ACCRUED INCOME	INCOME YIELD AT MARKET
<u>PRINCIPAL PORTFOLIO</u>						
PRINCIPAL CASH	224,334.32	2.25 %	224,334.32			
STIF & MONEY MARKET FUNDS	129,609.54	1.30 %	129,609.54	0.00	1	0.01 %
US GOVERNMENT & AGENCY BONDS	46,683.50	0.47 %	50,000.00	3,316.50	906	4.28 %
CORPORATE OBLIGATIONS	2,099,141.25	21.05 %	2,097,276.50	1,864.75	11,749	2.31 %
MUNICIPAL OBLIGATIONS	395,496.40	3.97 %	369,513.59	25,982.81	6,802	5.88 %
EQUITY SECURITIES	4,645,501.38	46.58 %	3,533,275.72	1,112,225.66	8,203	2.44 %
MUTUAL FUNDS	2,623,489.84	26.31 %	2,583,034.02	40,455.82	4,256	2.45 %
PRINCIPAL PORTFOLIO TOTAL	9,715,587.59	97.42 %	8,538,375.05	1,177,212.54	31,916	2.53 %
<u>INCOME PORTFOLIO</u>						
INCOME CASH	224,334.32	2.25 %	224,334.32			
STIF & MONEY MARKET FUNDS	33,301.70	0.33 %	33,301.70	0.00	0	0.01 %
INCOME PORTFOLIO TOTAL	257,636.02	2.58 %	257,636.02	0.00	0	0.01 %

TOTAL ASSETS \$10,000,000.00

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Line	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss	
									Capital Gains/Losses				
									Gross Sales	Cost or Other Basis	Valuation Method		
1	X	BP PLC SPONS ADR	055622104			1/9/2013		11/7/2013	420	398		22	
2	X	BALLY TECHNOLOGIES INC	058748107			12/8/2011		3/27/2013	775	550		225	
3	X	BALLY TECHNOLOGIES INC	058748107			12/8/2011		7/19/2013	769	403		366	
4	X	BALLY TECHNOLOGIES INC	058748107			12/8/2011		9/24/2013	1,032	513		519	
5	X	BANK OF AMERICA CORP	060505104			5/4/2010		11/12/2013	88	81		7	
6	X	BANK OF AMERICA CORP	060505104			5/4/2010		11/12/2013	1,313	1,247		66	
7	X	BANK OF AMERICA CORP	060505104			5/20/2010		11/12/2013	3,456	3,321		135	
8	X	BANK OF AMERICA CORP	060505104			7/8/2010		11/12/2013	13,414	12,742		672	
9	X	BANK OF AMERICA CORP	060505104			9/17/2010		11/12/2013	2,854	2,711		143	
10	X	BANK OF AMERICA CORP	060505104			4/4/2011		11/12/2013	3,881	3,687		194	
11	X	REINSURANCE GROUP OF AM	759351604			12/8/2011		12/8/2013	1,841	1,666		175	
12	X	REINSURANCE GROUP OF AM	759351604			12/8/2011		2/4/2013	1,733	1,514		219	
13	X	RELIANCE STEEL & ALUMINUM	759509102			12/8/2011		2/22/2013	271	195		76	
14	X	RELIANCE STEEL & ALUMINUM	759509102			12/8/2011		10/16/2013	956	634		322	
15	X	RENT-A-CENTER INC COM	76009N100			12/8/2011		2/22/2013	1,346	1,266		80	
16	X	RENT-A-CENTER INC COM	76009N100			12/8/2011		4/24/2013	671	715		44	
17	X	RENT-A-CENTER INC COM	76009N100			12/8/2011		6/21/2013	730	715		15	
18	X	RENT-A-CENTER INC COM	76009N100			12/8/2011		6/21/2013	1,648	1,572		76	
19	X	REPUBLIC SVCS INC COM	760759100			12/8/2011		2/7/2013	3,347	2,830		517	
20	X	REPUBLIC SVCS INC COM	760759100			9/30/2013		10/15/2013	484	468		16	
21	X	REPUBLIC SVCS INC COM	760759100			11/19/2013		12/17/2013	1,032	1,085		-53	
22	X	REYNOLDS AMERICAN INC	761713106			10/22/2012		11/7/2013	569	468		101	
23	X	RIDGEWORTH LARGE CAP VA	76628R672			7/30/2013		3/8/2013	13,993	13,993		0	
24	X	RIDGEWORTH LARGE CAP VA	76628R672			8/5/2010		3/8/2013	68,493	49,104		19,389	
25	X	RIDGEWORTH LARGE CAP VA	76628R672			8/11/2010		3/8/2013	70,533	50,567		19,966	
26	X	FREEMONT-MCMORAN COPP	35671D857			7/9/2010		4/9/2013	6,756	7,144		-388	
27	X	FREEMONT-MCMORAN COPP	35671D857			7/6/2010		4/9/2013	3,277	3,465		-188	
28	X	FREEMONT-MCMORAN COPP	35671D857			3/15/2013		4/9/2013	101	101		0	
29	X	FRESENIUS MEDICAL CARE A	358029106			12/8/2011		2/22/2013	279	270		9	
30	X	FRESENIUS MEDICAL CARE A	358029106			12/8/2011		3/20/2013	9,068	9,115		-47	
31	X	GARDNER DENVER INC	365558105			3/28/2013		7/30/2013	7,220	7,136		84	
32	X	GARDNER DENVER INC	365558105			5/2/2013		7/30/2013	380	375		5	
33	X	GARDNER DENVER INC	365558105			6/7/2013		7/30/2013	532	527		5	
34	X	GENERAL ELECTRIC CORP	369604103			3/24/2009		7/25/2013	10,933	7,684		3,249	
35	X	GENERAL ELECTRIC CORP	369604103			5/4/2010		11/12/2013	4,160	2,680		1,480	
36	X	FOSSIL GROUP INC	34888V106			9/3/2013		11/5/2013	1,046	832		214	
37	X	GROUP 1 AUTOMOTIVE INC C	398905109			10/31/2012		4/3/2013	528	540		-12	
38	X	GROUP 1 AUTOMOTIVE INC C	398905109			2/22/2013		4/3/2013	1,409	1,435		-26	
39	X	HANESBRANDS INC COM	410345102			3/1/2013		3/19/2013	1,230	1,173		57	
40	X	HANESBRANDS INC	410345102			6/7/2013		8/12/2013	1,289	998		291	
41	X	HANESBRANDS INC	410345102			4/18/2013		8/12/2013	248	183		65	
42	X	HANESBRANDS INC	410345102			4/18/2013		10/15/2013	671	502		169	
43	X	HARMAN INTERNATIONAL INC	413086109			6/9/2012		8/13/2013	426	241		185	
44	X	HARMAN INTERNATIONAL INC	413086109			12/8/2011		8/13/2013	852	480		372	
45	X	HARMAN INTERNATIONAL INC	413086109			12/8/2011		11/1/2013	1,095	521		574	
46	X	HARRIS TEETER SUPERMARK	414585109			6/8/2012		2/13/2013	830	772		58	
47	X	HARRIS TEETER SUPERMARK	414585109			8/30/2012		2/13/2013	1,203	1,135		68	
48	X	HARRIS TEETER SUPERMARK	414585109			5/3/2012		2/13/2013	41	38		3	
49	X	HARRIS TEETER SUPERMARK	414585109			5/3/2012		2/15/2013	1,028	948		80	
50	X	HARTFORD FINL SVCS GROU	416515104			7/23/2008		11/12/2013	4,114	3,820		294	
51	X	HARTFORD FINL SVCS GROU	416515104			7/9/2010		11/12/2013	11,312	10,506		806	
52	X	HARTFORD FINL SVCS GROU	416515104			7/14/2010		11/12/2013	4,731	4,393		338	
53	X	HEALTH CARE REIT INC REIT	42217K106			12/8/2011		2/22/2013	579	437		142	
54	X	HEALTH CARE REIT INC REIT	42217K106			12/8/2011		10/7/2013	685	526		159	
55	X	HEALTH CARE REIT INC REIT	42217K106			12/8/2011		11/7/2013	251	248		3	
56	X	HEALTH CARE REIT INC REIT	42217K106			12/8/2011		12/17/2013	915	813		102	
57	X	HEALTH CARE REIT INC REIT	42217K106			11/19/2013		12/17/2013	161	178		-17	
58	X	HEALTH CARE REIT INC REIT	42217K106			12/8/2011		2/15/2013	38,206	27,846		10,360	
59	X	HEINZ H J CO COM	423074103			12/8/2012		10/15/2013	449	268		181	
60	X	HILLERBRAND INC	428291108			1/24/2012		10/15/2013	1,341	1,034		307	
61	X	BANK OF HAWAII CORP COM	062540109			12/8/2011		4/11/2013	1,238	1,061		177	
62	X	BANK OF HAWAII CORP COM	062540109			12/8/2011		4/24/2013	839	764		75	
63	X	BANK OF HAWAII CORP COM	062540109			2/22/2013		4/24/2013	280	294		-14	
64	X	MARTIN MARIETTA MATERIAL	573284106			2/17/2012		2/22/2013	295	269		26	
65	X	MASIMO CORP COM	574795100			8/30/2012		2/22/2013	280	283		-3	
66	X	MATTEL INC COM	577081102			1/30/2012		3/19/2013	338	234		104	
67	X	MATTEL INC	577081102			7/30/2012		7/30/2013	24,948	17,116		7,832	
68	X	MATTEL INC	577081102			2/9/2012		7/30/2013	506	347		159	

Capital Gains/Losses: 2,749,439
Gross Sales: 3,417,485
Net Gain or Loss: 668,046

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV		Long Term CG Distributions		Amount		Totals		Capital Gains/Losses		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss	
		Short Term CG Distributions		8,033		Other sales		0		3,417,465		2,749,439		668,046	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
137	X MERCK & CO INC	58933Y105			8/26/2010		11/12/2013	7,109	5,580					1,529	
138	X MERCK & CO INC	58933Y105			2/1/2011		8/12/2013	4,455	3,497					958	
139	X MICROSOFT CORP	594901100			5/2/2013		11/12/2013	646	560					86	
140	X MICROSOFT CORP	594918104			13/02/12		11/12/2013	20,439	16,874					3,565	
141	X MICROSOFT CORP	594918104			2/9/2012		11/12/2013	186	153					33	
142	X MICROSOFT CORP	594918104			4/27/2012		11/12/2013	2,236	1,841					395	
143	X MITSUBISHI UFJ FINANCIAL-S	606822104			2/25/2013		11/14/2013	12,469	10,835					1,634	
144	X MOLEX INC COM	608554101			2/22/2013		4/22/2013	627	640					-13	
145	X MOLEX INC COM	608554101			12/8/2011		4/22/2013	464	414					50	
146	X MOLEX INC COM	608554101			12/8/2011		4/22/2013	939	853					86	
147	X MOLEX INC	608554101			12/8/2011		9/13/2013	925	585					340	
148	X MOLEX INC	608554101			12/8/2011		12/9/2013	658	414					244	
149	X MOLEX INC	608554101			8/13/2013		12/9/2013	658	521					137	
150	X MOLEX INC	608554101			9/24/2013		12/9/2013	1,189	1,202					-3	
151	X MORGAN STANLEY	608554101			11/19/2013		12/9/2013	542	541					1	
152	X MORGAN STANLEY	617464448			7/8/2010		8/14/2013	779	582					197	
153	X MORGAN STANLEY	617464448			7/8/2010		11/12/2013	6,601	4,479					2,122	
154	X SPIRIT AIRLINES INC COM	848577102			1/6/2012		5/2/2013	465	248					217	
155	X SPIRIT AIRLINES INC COM	848577102			8/1/2012		5/2/2013	82	60					22	
156	X SPIRIT AIRLINES INC	848577102			8/1/2012		9/30/2013	1,814	1,069					745	
157	X SPIRIT AIRLINES INC	848577102			8/1/2012		10/17/2013	1,236	585					651	
158	X STARZ-LIBERTY CAPITAL INC	85571Q102			12/8/2011		12/3/2013	268	131					137	
159	X SUSQUEHANNA BANCSHARE	869099101			12/28/2012		11/4/2013	1,345	1,209					136	
160	X SYNGENTA AG ADR	87160A100			12/8/2011		2/22/2013	336	230					108	
161	X SYNGENTA AG SPONS ADR	87160A100			12/8/2011		10/29/2013	13,003	9,141					3,862	
162	X SYNGENTA AG SPONS ADR	87160A100			8/30/2012		10/29/2013	491	405					86	
163	X TAL INTL GROUP INC COM	874083108			5/1/2013		5/24/2013	173	160					13	
164	X TANGER FACTORY OUTLET C	875465106			12/8/2011		1/7/2013	3,991	3,223					768	
165	X TERADATA CORP DEL COM	88076W103			4/4/2011		3/22/2013	20,522	18,223					2,299	
166	X TERADATA CORP DEL COM	88076W103			3/15/2013		3/22/2013	570	576					-6	
167	X TEVA PHARMACEUTICAL IND	881624209			12/8/2011		12/22/2013	9,366	9,920					-554	
168	X TEVA PHARMACEUTICAL IND	881624209			8/30/2012		1/22/2013	1,246	1,318					-72	
169	X TEVA PHARMACEUTICAL IND	881624209			2/27/2009		3/15/2013	978	1,195					-217	
170	X TEVA PHARMACEUTICAL IND	881624209			2/27/2009		4/9/2013	3,340	4,282					-942	
171	X TEVA PHARMACEUTICAL IND	881624209			8/5/2009		4/9/2013	777	986					-219	
172	X TEVA PHARMACEUTICAL IND	881624209			8/26/2009		4/9/2013	1,747	2,241					-494	
173	X TEVA PHARMACEUTICAL IND	881624209			1/15/2010		4/9/2013	194	249					-55	
174	X VERISIGN INC COM	92343E102			8/30/2012		7/2/2013	897	945					-48	
175	X VERISIGN INC COM	92343E102			8/30/2012		2/15/2013	370	378					-8	
176	X VERISIGN INC COM	92343E102			12/8/2011		2/15/2013	556	403					153	
177	X VERISIGN INC COM	92343E102			12/8/2011		2/22/2013	596	437					159	
178	X VERISIGN INC COM	92343E102			12/8/2011		4/5/2013	1,613	1,175					438	
179	X VERIZON COMMUNICATIONS	92343V104			6/3/2005		3/15/2013	384	239					145	
180	X VERIZON COMMUNICATIONS	92343V104			12/8/2011		11/7/2013	758	571					187	
181	X VERIZON COMMUNICATIONS	92343V104			6/3/2005		11/12/2013	1,604	961					643	
182	X VERIZON COMMUNICATIONS	92343V104			8/2/2005		11/12/2013	5,764	3,454					2,310	
183	X VERIZON COMMUNICATIONS	92343V104			8/23/2006		3/19/2013	11,378	6,818					4,560	
184	X VERISK ANALYTICS INC CL A	92345Y106			12/8/2011		3/19/2013	894	576					318	
185	X VISA INC CL A	92826C839			7/9/2010		5/8/2013	9,819	4,129					5,690	
186	X VISA INC CL A	92826C839			7/9/2010		8/23/2013	3,751	1,576					2,175	
187	X VISA INC CL A	92826C839			8/1/2010		8/23/2013	6,073	2,552					3,521	
188	X VISA INC CL A	92826C839			8/1/2010		11/12/2013	13,066	4,954					8,112	
189	X VISA INC CL A	92826C839			9/29/2010		11/12/2013	2,970	1,126					1,844	
190	X VODAFONE GROUP SPONS A	92857W209			8/8/2012		12/3/2013	1,663	1,351					312	
191	X VODAFONE GROUP SPONS A	92857W209			8/8/2012		12/3/2013	3,020	2,462					558	
192	X VODAFONE GROUP SPONS A	92857W209			10/2/2012		12/3/2013	3,315	2,557					758	
193	X VOLKSWAGEN AG ADR	928652303			10/18/2012		2/22/2013	536	464					72	
194	X WMS INDUS INC COM	929297109			2/4/2013		2/7/2013	1,615	1,605					10	
195	X MYRIAD GENETICS INC COM	617464448			7/9/2010		11/12/2013	10,745	7,291					3,454	
196	X MYRIAD GENETICS INC COM	62855J104			8/30/2012		2/22/2013	273	276					-3	
197	X MYRIAD GENETICS INC COM	62855J104			4/23/2012		5/28/2013	494	375					119	
198	X MYRIAD GENETICS INC COM	62855J104			4/23/2012		5/28/2013	65	50					15	
199	X MYRIAD GENETICS INC COM	62855J104			8/30/2012		5/28/2013	905	702					203	
200	X NII HDGS INC COM NEW CL	62913F201			12/9/2011		3/8/2013	207	914					-707	
201	X NII HDGS INC COM NEW CL	62913F201			1/6/2012		3/8/2013	156	728					-572	
202	X NII HDGS INC COM NEW CL	62913F201			3/30/2012		3/8/2013	294	1,170					-876	
203	X NII HDGS INC COM NEW CL	62913F201			2/22/2013		3/8/2013	442	541					-99	
204	X NATIONAL GRID PLC SPONS	636274300			12/9/2011		2/22/2013	327	287					40	

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										8,033		Capital Gains/Losses		3,417,485		2,749,439		668,046	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
409	X	ABBOTT LABS			2/19/2010		11/12/2013	561	338					223					
410	X	ABBOTT LABS			2/19/2010		11/12/2013	561	338					223					
411	X	CHILDRENS PLACE RETAIL S			12/8/2011		8/12/2013	105	111					-6					
412	X	CHILDRENS PLACE			12/8/2011		8/12/2013	53	56					-3					
413	X	CHILDRENS PLACE			12/8/2011		9/9/2013	54	56					-2					
414	X	CHILDRENS PLACE			16/2012		9/9/2013	2,713	2,459					254					
415	X	CHILDRENS PLACE			2/14/2013		9/9/2013	1,628	1,523					105					
416	X	COACH INC COM			7/6/2010		2/13/2013	1,671	1,230					441					
417	X	PIMCO LOW DURATION FUND			4/5/2012		10/3/2013	178,444	180,000					-1,556					
418	X	PIMCO LOW DURATION FUND			12/12/2012		10/3/2013	1,782	1,820					-38					
419	X	PMC-SIERRA INC COM			12/8/2011		1/14/2013	1,399	1,443					-44					
420	X	PNC FINL SVCS GROUP INC C			7/8/2010		3/15/2013	1,671	1,532					139					
421	X	PNC FINANCIAL SERVICES GR			7/8/2010		11/12/2013	12,960	10,756					2,204					
422	X	PNC FINANCIAL SERVICES GR			7/9/2010		11/12/2013	5,184	4,303					881					
423	X	PSS WORLD MEDICAL INC CC			2/20/2013		2/25/2013	4,292	4,288					4					
424	X	PTC INC COM			12/8/2011		3/15/2013	568	452					116					
425	X	PTC INC			8/30/2012		10/1/2013	607	446					161					
426	X	PTC INC			8/30/2012		11/13/2013	354	234					120					
427	X	PTC INC			12/8/2011		11/13/2013	64	41					23					
428	X	PACCAR INC COM			7/22/2011		3/15/2013	458	450					8					
429	X	PACCAR INC			7/22/2011		8/14/2013	56	50					6					
430	X	PACCAR INC			7/22/2011		11/12/2013	8,870	7,844					1,026					
431	X	PAREXEL INTL CORP			4/20/2012		7/12/2013	984	567					417					
432	X	DENTSPLY INTL INC COM			12/8/2011		2/22/2013	956	821					135					
433	X	DENTSPLY INTL INC COM			12/8/2011		3/25/2013	842	714					128					
434	X	DIAGEO PLC SPONS ADR			12/8/2011		2/22/2013	359	258					101					
435	X	DISNEY WALT CO NEW			9/26/2006		11/12/2013	11,238	5,263					5,975					
436	X	DISNEY WALT CO NEW			3/5/2009		11/12/2013	6,093	2,854					3,239					
437	X	DISNEY WALT CO NEW			4/5/2010		11/12/2013	5,687	2,663					3,024					
438	X	DOMINOS PIZZA INC COM			1/25/2013		3/12/2013	500	464					36					
439	X	DOMINOS PIZZA INC			7/24/2013		10/25/2013	811	727					84					
440	X	DRESSER-RAND GROUP INC			2/22/2013		3/19/2013	599	606					-7					
441	X	DRESSER-RAND GROUP INC			2/22/2013		4/8/2013	1,148	1,213					-65					
442	X	DRESSER-RAND GROUP INC			12/8/2011		4/24/2013	2,604	2,447					157					
443	X	DRESSER-RAND GROUP INC			6/8/2012		4/24/2013	849	648					201					
444	X	DRESSER-RAND GROUP INC			2/22/2013		4/24/2013	396	424					-28					
445	X	DUKE ENERGY CORP			10/22/2012		1/17/2013	1,025	914					111					
446	X	EMC CORP COM			2/4/2010		3/15/2013	708	554					154					
447	X	EMC CORP COM			4/19/2010		3/15/2013	708	554					154					
448	X	EMC CORP MASS			5/4/2010		11/12/2013	8,598	7,713					885					
449	X	ABBOTT LABS			7/30/2010		11/12/2013	3,742	2,251					1,491					
450	X	ABBOTT LABS			8/26/2010		11/12/2013	1,534	923					611					
451	X	ABBIE INC			2/3/2006		8/14/2013	178	98					80					
452	X	ABBIE INC			2/3/2006		11/12/2013	3,426	1,757					1,669					
453	X	ABBIE INC			2/27/2009		11/12/2013	3,093	1,586					1,507					
454	X	ABBIE INC			2/17/2010		11/12/2013	714	366					348					
455	X	ABBIE INC			2/19/2010		11/12/2013	714	366					348					
456	X	ABBIE INC			7/30/2010		11/12/2013	4,759	2,441					2,318					
457	X	ABBIE INC			8/26/2010		11/12/2013	2,142	1,098					1,044					
458	X	IDEX CORP COM			12/8/2011		1/25/2013	2,315	1,717					598					
459	X	IDEX CORP			8/30/2012		10/21/2013	1,141	672					469					
460	X	INTEGRATED DEVICE TECHN			12/8/2011		6/19/2013	675	468					207					
461	X	INTEGRATED DEVICE TECHN			12/8/2011		10/24/2013	1,012	614					398					
462	X	INTEL CORP			12/20/2012		11/12/2013	22,557	20,281					2,276					
463	X	INTERNATIONAL BUSINESS M			8/18/2011		3/15/2013	1,068	820					248					
464	X	INTERNATIONAL BUSINESS M			8/18/2011		6/25/2013	31,191	26,240					4,951					
465	X	INTERNATIONAL BUSINESS M			2/9/2012		6/25/2013	1,365	1,148					217					
466	X	INTUIT INC COM			10/26/2010		5/15/2013	20,943	16,478					4,465					
467	X	INTUIT INC COM			2/9/2012		5/15/2013	239	231					8					
468	X	INTUIT INC COM			3/15/2013		5/15/2013	180	197					-17					
469	X	ISHARES RUSSELL MIDCAP E			10/15/2013		10/18/2013	2,438	2,393					45					
470	X	ISHARES RUSSELL MIDCAP E			11/19/2013		11/29/2013	2,199	2,185					14					
471	X	PAREXEL INTL CORP			6/8/2012		7/1/2013	422	242					180					
472	X	PAREXEL INTL CORP			8/30/2012		10/25/2013	324	170					154					
473	X	PENNYMAC MORTGAGE INV			2/14/2013		9/19/2013	480	567					-77					
474	X	PEPSICO INC			12/8/2011		11/12/2013	5,978	194					66					
475	X	PEPSICO INC			6/27/2008		11/12/2013	9,992	7,602					1,430					
476	X	PEPSICO INC			6/27/2008		11/12/2013	9,992	7,602					2,390					

Long Term CG Distributions
Short Term CG Distributions

Amount
8,033

Gross Sales
3,417,485

Cost, Other Basis and Expenses
2,749,439

Net Gain or Loss
668,046

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals				
Short Term CG Distributions										8,033		Capital Gains/Losses				
										0		Other sales				
										0		0				
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss	
											Capital Gains/Losses				
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss		
	Long Term CG Distributions	Amount									3,417,485	2,749,439	668,046		
	Short Term CG Distributions	8,033									0	0	0		
681	X AUSTRALIA & NEW ZEALAND	052528304			12/8/2011		2/22/2013	318	236				82		
682	X AUSTRALIA & NEW ZEALAND	052528304			12/8/2011		9/9/2013	12,148	9,867				2,281		
683	X CROWN HOLDINGS INC	228368106			12/8/2011		11/1/2013	1,184	887				297		
684	X CULLEN FROST BANKERS INC	229899109			2/22/2013		4/22/2013	305	306				-1		
685	X CULLEN FROST BANKERS INC	229899109			12/8/2011		6/3/2013	1,273	1,019				254		
686	X DBS GROUP HLDGS LTD ADR	23304Y100			12/8/2011		2/22/2013	294	226				68		
687	X DCT INDUSTRIAL TRUST INC	233153105			5/9/2013		9/20/2013	1,040	1,180				-140		
688	X DCT INDUSTRIAL TRUST INC	233153105			6/3/2013		9/20/2013	188	196				-8		
689	X DCT INDUSTRIAL TRUST INC	233153105			6/3/2013		11/4/2013	331	316				15		
690	X DCT INDUSTRIAL TRUST INC	233153105			6/11/2013		11/4/2013	867	802				65		
691	X DCT INDUSTRIAL TRUST INC	233153105			8/9/2013		11/4/2013	189	179				10		
692	X DARDEN RESTAURANTS INC	237194105			10/26/2010		3/5/2013	17,253	17,283				-30		
693	X DAVITA HEALTHCARE PARTN	23918K108			12/8/2011		2/15/2013	1,169	746				423		
694	X DAVITA HEALTHCARE PARTN	23918K108			12/8/2011		10/15/2013	1,148	746				402		
695	X SALLY BEAUTY CO INC	79546E104			2/14/2013		10/3/2013	2,003	1,991				12		
696	X SALLY BEAUTY CO INC	79546E104			8/2/2013		10/3/2013	935	946				-11		
697	X SAP AG SPONS ADR	803054204			12/8/2011		2/22/2013	312	233				79		
698	X SAP AG SPONS ADR	803054204			12/8/2011		4/25/2013	10,605	7,911				2,694		
699	X SAP AG SPONS ADR	803054204			1/6/2012		4/25/2013	1,949	1,351				598		
700	X SAP AG SPONS ADR	803054204			8/30/2012		4/25/2013	1,170	965				205		
701	X HENRY SCHEIN INC COM	806407102			12/8/2011		2/22/2013	525	377				148		
702	X SCHLUMBERGER LTD COM	806857108			12/8/2008		3/15/2013	556	352				204		
703	X SCHLUMBERGER LTD	806857108			12/8/2008		8/14/2013	247	167				80		
704	X SCHLUMBERGER LTD	806857108			12/22/2008		11/12/2013	6,858	4,169				2,689		
705	X SCHLUMBERGER LTD	806857108			12/22/2008		11/12/2013	5,944	3,613				2,331		
706	X SCHLUMBERGER LTD	806857108			12/22/2009		11/12/2013	10,973	6,671				4,302		
707	X SEALED AIR CORP NEW	81211K100			3/14/2013		8/5/2013	1,028	810				218		
708	X SEALED AIR CORP NEW	81211K100			3/14/2013		9/24/2013	270	238				32		
709	X SEALED AIR CORP NEW	81211K100			3/7/2013		9/24/2013	1,376	1,140				236		
710	X EXPRESS SCRIPTS HLDG CO	30219G108			4/4/2011		5/15/2013	15,909	13,101				2,808		
711	X EXPRESS SCRIPTS HLDG CO	30219G108			2/9/2012		5/15/2013	1,163	957				206		
712	X FIRST REP BK SAN FRAN CA	33616C100			2/14/2013		3/19/2013	377	374				3		
713	X AUTODESK INC COM	052769106			4/5/2012		1/31/2013	775	817				-42		
714	X AUTODESK INC COM	052769106			12/8/2011		1/31/2013	39	34				5		
715	X AUTODESK INC COM	052769106			12/8/2011		2/7/2013	577	516				61		
716	X AUTODESK INC COM	052769106			12/8/2011		2/15/2013	706	620				86		
717	X AUTOLIV INC COM	052800109			2/14/2013		4/22/2013	1,363	1,350				13		
718	X AUTOLIV INC	052800109			10/25/2012		8/13/2013	1,415	973				442		
719	X AVNET INC	053807103			1/6/2012		10/28/2013	232	198				34		
720	X AVNET INC	053807103			1/6/2012		10/28/2013	232	198				34		
721	X AVNET INC	053807103			8/30/2012		10/28/2013	503	414				89		
722	X AVNET INC	053807103			12/8/2011		10/28/2013	619	492				127		
723	X BBAT CORPORATION	054937107			12/4/2009		8/14/2013	143	105				38		
724	X BBAT CORPORATION	054937107			12/4/2009		11/12/2013	2,092	1,654				438		
725	X BBAT CORPORATION	054937107			8/19/2010		11/12/2013	6,709	5,330				1,379		
726	X BCE INC CDA COM US SHS	055348760			8/8/2012		1/9/2013	3,450	3,822				-172		
727	X BCE INC CDA COM US SHS	055348760			12/8/2011		1/9/2013	11,670	10,949				721		
728	X BCE INC CDA COM US SHS	055348760			12/8/2011		2/22/2013	576	519				57		
729	X BCE INC	055348760			12/8/2011		9/13/2013	4,118	3,916				202		
730	X BG GROUP PLC SPONS ADR	055434203			8/30/2012		2/22/2013	285	328				-43		
731	X DEAN FOODS CO COM NEW	242370104			2/28/2013		5/29/2013	716	532				184		
732	X DEAN FOODS CO COM NEW	242370104			3/4/2013		5/29/2013	474	358				116		
733	X DEAN FOODS CO COM NEW	242370104			4/22/2013		5/29/2013	421	355				66		
734	X DENBURY RESOURCES INC	247916208			2/4/2013		8/30/2013	172	166				-14		
735	X DENBURY RESOURCES INC	247916208			3/14/2013		8/30/2013	120	130				-10		
736	X QUANTA SVCS INC COM	74762E102			4/5/2012		5/29/2013	315	241				74		
737	X QUANTA SVCS INC COM	74762E102			12/8/2011		5/29/2013	687	490				197		
738	X QUANTA SVCS INC COM	74762E102			12/8/2011		6/7/2013	1,157	858				299		
739	X QUANTA SERVICES INCORP	74762E102			4/4/2011		9/10/2013	18,987	16,601				2,386		
740	X QUANTA SERVICES INCORP	74762E102			2/9/2012		9/10/2013	443	367				76		
741	X QUANTAR CORP COM	748356102			8/14/2013		9/10/2013	208	217				-9		
742	X QUANTAR CORP COM	748356102			12/8/2011		2/22/2013	2,025	1,674				351		
743	X QUESTAR CORP COM	748356102			12/8/2011		5/29/2013	1,795	1,426				369		
744	X QUESTAR CORP COM	748356102			12/8/2011		6/7/2013	1,939	1,522				417		
745	X REGAL BELOIT CORP COM	758750103			8/30/2012		2/22/2013	464	404				60		
746	X REGAL BELOIT CORP	758750103			7/25/2012		10/17/2013	354	337				17		
747	X REGAL BELOIT CORP	758750103			7/25/2012		10/17/2013	637	584				53		
748	X REINSURANCE GROUP OF AM	759351604			8/30/2012		1/28/2013	1,507	1,557				-50		

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Long Term CG Distributions		Short Term CG Distributions		Amount		Totals									
						8,033		Capital Gains/Losses		Other sales		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
749	X	FIRST REP BK SAN FRAN CA			2/14/2013		6/26/2013	1,137	1,122				0	15			
750	X	FIRST REP BK SAN FRAN CA			9/28/2012		6/26/2013	569	510				0	59			
751	X	FLUOR CORP COM NEW			7/6/2010		3/15/2013	386	323				0	63			
752	X	FLUOR CORP			7/6/2010		11/12/2013	10,468	7,806				0	2,662			
753	X	FLUOR CORP			7/14/2010		11/12/2013	5,815	4,337				0	1,478			
754	X	FLUOR CORP			4/4/2011		11/12/2013	1,783	1,330				0	453			
755	X	FLUOR CORP			7/8/2010		3/15/2013	503	284				0	219			
756	X	FLUOR CORP			7/8/2010		4/9/2013	4,886	2,842				0	2,044			
757	X	FLUOR CORP			7/8/2010		8/14/2013	171	95				0	76			
758	X	FLUOR CORP			7/8/2010		11/12/2013	14,368	6,473				0	7,893			
759	X	FLUOR CORP			5/15/2013		11/12/2013	14,760	15,457				0	-697			
760	X	FLUOR CORP			6/17/2013		8/7/2013	973	852				0	121			
761	X	FLUOR CORP			1/1/2013		5/15/2013	4,409					0	4,409			
762	X	FLUOR CORP			1/1/2013		5/15/2013	0	1,870				0	-1,870			

Part I, Line 11 (990-PF) - Other Income

		3	3	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP INCOME	3	3	

Part I, Line 16c (990-PF) - Other Professional Fees

		51,520	38,640	0	12,880
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	INVESTMENT MANAGEMENT FEES	51,520	38,640		12,880
2					
3					

Part I, Line 18 (990-PF) - Taxes

		2,146	2,146	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,146	2,146		

Part I, Line 23 (990-PF) - Other Expenses

		4,376	4,376	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	265	265		
2	PARTNERSHIP EXPENSES	4,111	4,111		

Part II, Line 15 (990-PF) - Other Assets

		8,222,702	8,586,416	9,763,629
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		8,586,416	9,763,629

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FEDERAL EXCISE TAX REFUND	1	1,001
2	COST BASIS ADJUSTMENT	2	2,217
3	Total	3	3,218

Line 5 - Decreases not included in Part III, Line 2

1	PARTNERSHIP INCOME ADJUSTMENT	1	1,494
2	Total	2	1,494

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount		8.033		0		3,409,452		0		2,749,439		660,013		0		0		660,013		0		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
Short Term CG Distributions		Amount		8.033		0		3,409,452		0		2,749,439		660,013		0		0		660,013		0		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses												
169 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	2/27/2009	3/15/2013	3/15/2013	978		0	1,185	-217			0	-217												
170 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	2/27/2009	4/9/2013	4/9/2013	3,340		0	4,282	-942			0	-942												
171 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	6/5/2009	4/9/2013	4/9/2013	777		0	996	-219			0	-219												
172 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	8/26/2009	4/9/2013	4/9/2013	1,447		0	2,241	-494			0	-494												
173 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	1/15/2010	4/9/2013	4/9/2013	194		0	249	-55			0	-55												
174 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	8/30/2012	2/7/2013	2/7/2013	897		0	945	-48			0	-48												
175 VERIGEN INC COM	923435 02	8/30/2012	2/15/2013	2/15/2013	370		0	378	-8			0	-8												
176 VERIGEN INC COM	923435 02	1/26/2011	2/15/2013	2/15/2013	556		0	403	153			0	153												
177 VERIGEN INC COM	923435 02	1/26/2011	2/15/2013	2/15/2013	596		0	437	159			0	159												
178 VERIZON COMMUNICATIONS INC COM	923435 102	1/26/2011	4/2/2013	4/2/2013	1,613		0	1,175	438			0	438												
179 VERIZON COMMUNICATIONS INC COM	923435 104	6/3/2005	1/17/2013	1/17/2013	758		0	571	145			0	145												
180 VERIZON COMMUNICATIONS INC COM	923435 104	6/3/2005	1/17/2013	1/17/2013	1,604		0	961	187			0	187												
181 VERIZON COMMUNICATIONS INC COM	923435 104	6/3/2005	1/17/2013	1/17/2013	5,764		0	3,454	643			0	643												
182 VERIZON COMMUNICATIONS INC COM	923435 104	6/3/2005	1/17/2013	1/17/2013	5,764		0	3,454	2,310			0	2,310												
183 VERIZON COMMUNICATIONS INC COM	923435 104	6/3/2005	1/17/2013	1/17/2013	5,764		0	3,454	2,310			0	2,310												
184 VISA INC CL A COM	923435 06	1/26/2011	3/19/2013	3/19/2013	894		0	376	318			0	318												
185 VISA INC CL A COM	923435 06	1/26/2011	3/19/2013	3/19/2013	894		0	376	318			0	318												
186 VISA INC CL A COM	923435 06	1/26/2011	3/19/2013	3/19/2013	894		0	376	318			0	318												
187 VISA INC CL A COM	923435 06	1/26/2011	3/19/2013	3/19/2013	894		0	376	318			0	318												
188 VISA INC CL A COM	923435 06	1/26/2011	3/19/2013	3/19/2013	894		0	376	318			0	318												
189 VISA INC CL A COM	923435 06	1/26/2011	3/19/2013	3/19/2013	894		0	376	318			0	318												
190 VODAFONE GROUP SPONS ADR	92857W209	10/22/2012	12/3/2013	12/3/2013	3,315		0	2,557	758			0	758												
191 VODAFONE GROUP SPONS ADR	92857W209	10/22/2012	12/3/2013	12/3/2013	3,315		0	2,557	758			0	758												
192 VODAFONE GROUP SPONS ADR	92857W209	10/22/2012	12/3/2013	12/3/2013	3,315		0	2,557	758			0	758												
193 VOLKSWAGEN AG ADR	929297109	7/9/2010	1/1/2/2013	1/1/2/2013	1,615		0	1,605	10			0	10												
194 WMS INDS INC COM	617446448	7/9/2010	1/1/2/2013	1/1/2/2013	10,745		0	7,291	3,454			0	3,454												
195 MYRIAD GENETICS INC COM	62855J104	8/30/2012	2/22/2013	2/22/2013	273		0	375	-118			0	-118												
196 MYRIAD GENETICS INC COM	62855J104	4/23/2012	5/28/2013	5/28/2013	65		0	50	15			0	15												
197 MYRIAD GENETICS INC COM	62855J104	8/30/2012	5/28/2013	5/28/2013	905		0	702	203			0	203												
198 MYRIAD GENETICS INC COM	62855J104	12/8/2012	3/6/2013	3/6/2013	156		0	914	-707			0	-707												
200 NII HDGS INC COM NEW CL B	62813F201	1/6/2012	3/6/2013	3/6/2013	207		0	728	-572			0	-572												
201 NII HDGS INC COM NEW CL B	62813F201	3/30/2012	3/6/2013	3/6/2013	294		0	1,170	-876			0	-876												
202 NII HDGS INC COM NEW CL B	62813F201	2/22/2013	3/6/2013	3/6/2013	442		0	541	-99			0	-99												
203 NII HDGS INC COM NEW CL B	62813F201	12/8/2012	2/22/2013	2/22/2013	327		0	287	40			0	40												
204 NATIONAL GRID PLC SPONS ADR	636274300	12/8/2012	2/25/2013	2/25/2013	11,697		0	10,298	1,399			0	1,399												
205 NATIONAL GRID PLC SPONS ADR	636274300	1/6/2011	1/21/2013	1/21/2013	50,000		0	50,986	-986			0	-986												
206 BANK NOVA SCOTIA 2.375% 12/17/13	064149897	5/25/2010	8/14/2013	8/14/2013	69		0	43	-26			0	-26												
207 BAXTER INTL INC COM	071813109	5/25/2010	8/14/2013	8/14/2013	147		0	86	61			0	61												
208 BAXTER INTL INC COM	071813109	5/25/2010	8/14/2013	8/14/2013	12,098		0	7,892	4,206			0	4,206												
209 BAXTER INTL INC COM	071813109	5/25/2010	8/14/2013	8/14/2013	12,098		0	7,892	4,206			0	4,206												
210 BAYER AG SPONS ADR RPS GT 1 ORD	072730302	10/19/2012	2/22/2013	2/22/2013	477		0	452	25			0	25												
211 BAYER AG SPONS ADR	072730302	11/19/2012	2/22/2013	2/22/2013	519		0	511	8			0	8												
212 BIE AEROSPACE INC COM	073302101	3/18/2011	2/27/2013	2/27/2013	12,630		0	8,410	4,220			0	4,220												
213 BIE AEROSPACE INC COM	073302101	3/18/2011	2/27/2013	2/27/2013	707		0	421	286			0	286												
214 BIE AEROSPACE INC COM	073302101	3/18/2011	2/27/2013	2/27/2013	12,555		0	5,685	6,870			0	6,870												
215 BIE AEROSPACE INC COM	073302101	5/17/2011	1/12/2013	1/12/2013	5,826		0	2,638	3,188			0	3,188												
216 BEAM INC COM	073301003	4/12/2012	8/3/2013	8/3/2013	188		0	174	14			0	14												
217 BEAM INC COM	073301003	4/12/2012	8/3/2013	8/3/2013	13,793		0	12,843	950			0	950												
218 BEAM INC COM	073301003	8/17/2012	8/3/2013	8/3/2013	5,902		0	5,496	406			0	406												
219 BEAM INC COM	073301003	8/14/2013	8/3/2013	8/3/2013	1,305		0	1,336	-31			0	-31												
220 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	2/19/2010	4/9/2013	4/9/2013	582		0	747	-165			0	-165												
221 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	7/14/2010	4/9/2013	4/9/2013	3,883		0	4,980	-1,097			0	-1,097												
222 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	7/30/2010	4/9/2013	4/9/2013	3,883		0	4,980	-1,097			0	-1,097												
223 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	5/19/2011	4/9/2013	4/9/2013	6,990		0	8,963	-1,973			0	-1,973												
224 TEVA PHARMACEUTICAL INDS LTD ADR	881624209	2/9/2012	4/9/2013	4/9/2013	738		0	946	-208			0	-208												
225 TORONTO DOMINION BK ONT CAD CO	891760509	8/30/2012	2/22/2013	2/22/2013	325		0	325	4			0	4												
226 TORONTO DOMINION BK ONT CAD CO	891760509	8/30/2012	2/22/2013	2/22/2013	325		0	325	4			0	4												
227 TORONTO DOMINION BK ONT CAD CO	891760509	8/30/2012	2/22/2013	2/22/2013	325		0	325	4			0	4												
228 TOTAL S A SPONS ADR	89151E109	10/22/2012	4/2/2013	4/2/2013	1,304		0	1,483	-179			0	-179												
229 TOWERS WATSON & COMPANY	89151E109	10/22/2012	4/2/2013	4/2/2013	1,304		0	1,483	-179			0	-179												
230 BERKLEY WH CORP COM	084423102	1/26/2011	2/22/2013	2/22/2013	1,351		0	1,211	230			0	230												
231 BERRY PLASTICS GROUP INC COM	08579W103	10/5/2012	2/4/2013	2/4/2013	198		0	102	21			0	21												
232 BERRY PLASTICS GROUP INC COM	08579W103	10/5/2012	2/4/2013	2/4/2013	198		0	102	21			0	21												
233 BERRY PLASTICS G	08579W103	5/6/2013	6/28/2013	6/28/2013	235		0	180	55			0	55												
234 BERRY PLASTICS G	08579W103	4/22/2013	6/28/2013	6/28/2013	440		0	193	246			0	246												
235 BHP BILLITON LTD SPONS ADR	086057G02	12/30/2011	2/22/2013	2/22/2013	375		0	371	4			0	4												
236 BIO REFERENCE LABS INC COM	09063H107	2/15/2013	4/2/2013	4/2/2013	1,351		0	1,351	0			0	0												
237 BIOMED INTL INC COM	109641100	2/7/2013	6/7/2013	6/7/2013	123		0	102	21			0	21												
238 BRINKER INTL INC COM	109641100	2/7/2013	6/7/2013	6/7/2013	123		0	102	21			0	21												
239 BRINKER INTL INC COM	109641100	2/7/2013	6/7/2013	6/7/2013	123		0	102	21			0	21												
240 BRINKER INTL INC COM	109641100	2/7/2013	6/7/2013	6/7/2013	123		0	102	21			0	21												
241 BRINKER INTL INC COM	109641100	2/7/2013	6/7/2013	6/7/2013	123		0	102	21			0	21												
242 BRINKER INTL INC COM	109641100	2/7/2013	6/7/2013	6/7/2013	123		0	102	21			0	21												
243 BRINKER INTL INC COM	109641100	2/7/2013	6/7/2013	6/7/2013	123		0	102	21			0	21												
244 BRISTOL-MYERS SQUIBB CO COM	110122108	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
245 BRISTOL-MYERS SQUIBB CO	110122108	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
246 BRISTOL-MYERS SQUIBB CO	110122108	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
247 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
248 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
249 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
250 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
251 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
252 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
253 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
254 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
255 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
256 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
257 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
258 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7/2/2013	422		0	357	85			0	85												
259 BRITISH AMER TOB PL C SPONS ADR	110448107	1/10/2012	7/2/2013	7																					

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NAME	DATE	TIME	LOCATION	STATUS	REMARKS
672 MANPOWER GROUP COM	12/8/2011	817	0	542	275
56418H100	2/15/2013	817	0	542	275

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount		8,033		0					
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
673 MANPOWER GROUP COM	56418H100		12/28/2011	4/24/2013	718		0	505	213	0	0	0	650,013
674 ASBURY AUTOMOTIVE GROUP INC CO	043436104		1/10/2012	3/19/2013	121		0	681	421	0	0	0	213
675 ASBURY AUTOMOTIVE GROUP INC CO	043436104		1/10/2012	3/19/2013	558		0	341	217	0	0	0	440
676 ASBURY AUTOMOTIVE GROUP	043436104		1/10/2012	8/21/2013	2,505		0	1,135	1,370	0	0	0	1,370
677 ASBURY AUTOMOTIVE GROUP	043436104		6/7/2013	8/21/2013	752		0	622	130	0	0	0	130
678 ASTRAZENECA PLC SPONS ADR	046353108		7/20/2012	1/17/2013	740		0	658	82	0	0	0	82
679 ASTRAZENECA PLC SPONS ADR	046353108		7/20/2012	12/30/2013	6,365		0	5,213	1,152	0	0	0	1,152
680 AT&T CORP COM	046353108		7/20/2012	12/30/2013	409		0	533	124	0	0	0	124
681 AUSTRALIA & NEW ZEALAND BKS GRP	052528304		12/8/2011	2/22/2013	318		0	236	82	0	0	0	82
682 AUSTRALIA & NEW ZEALAND SPONS	052528304		12/8/2011	9/9/2013	12,148		0	9,867	2,281	0	0	0	2,281
683 CROWN HOLDINGS INC	228368106		12/8/2011	1/1/2013	1,184		0	887	297	0	0	0	297
684 CULLEN FROST BANKERS INC COM	229899109		2/22/2013	4/22/2013	305		0	306	-1	0	0	0	-1
685 CULLEN FROST BANKERS INC COM	229899109		12/8/2011	6/3/2013	1,273		0	1,019	254	0	0	0	254
686 DBS GROUP HLDGS LTD ADR	233041100		12/8/2011	2/22/2013	294		0	226	68	0	0	0	68
687 DCT INDUSTRIAL TRUST INC REIT	233153105		5/9/2013	9/20/2013	1,040		0	1,180	-140	0	0	0	-140
688 DCT INDUSTRIAL TRUST INC REIT	233153105		5/9/2013	9/20/2013	188		0	1,196	-8	0	0	0	-8
689 DCT INDUSTRIAL TRUST INC REIT	233153105		5/9/2013	9/20/2013	331		0	316	15	0	0	0	15
690 DCT INDUSTRIAL TRUST INC REIT	233153105		6/11/2013	1/14/2013	867		0	802	65	0	0	0	65
691 DCT INDUSTRIAL TRUST INC REIT	233153105		8/9/2013	1/14/2013	189		0	179	10	0	0	0	10
692 DARDEN RESTAURANTS INC COM	237194105		10/26/2010	3/5/2013	17,253		0	17,283	-30	0	0	0	-30
693 DAVITA HEALTHCARE PARTNERS INC	23918K108		12/8/2011	10/15/2013	1,159		0	748	423	0	0	0	423
694 DAVITA HEALTHCARE PARTNERS INC	23918K108		12/8/2011	10/15/2013	748		0	748	0	0	0	0	0
695 SALLY BEAUTY CO INC	78546E101		8/2/2013	10/2/2013	2,032		0	1,894	137	0	0	0	137
696 SALLY BEAUTY CO INC	78546E101		8/2/2013	10/2/2013	535		0	535	-1	0	0	0	-1
697 SAP AG SPONS ADR	803054204		12/8/2011	2/22/2013	312		0	233	79	0	0	0	79
698 SAP AG SPONS ADR	803054204		12/8/2011	4/26/2013	10,605		0	7,911	2,694	0	0	0	2,694
699 SAP AG SPONS ADR	803054204		1/6/2012	4/26/2013	1,949		0	1,351	598	0	0	0	598
700 SAP AG SPONS ADR	803054204		8/30/2012	4/26/2013	1,170		0	865	205	0	0	0	205
701 HENRY SCHEIN INC COM	808407102		12/8/2011	2/22/2013	525		0	377	148	0	0	0	148
702 SCHLUMBERGER LTD COM	806857108		12/8/2008	3/15/2013	556		0	352	204	0	0	0	204
703 SCHLUMBERGER LTD	806857108		12/8/2008	8									

[illegible]

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

FLORIDA ATTORNEY GENERAL DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH A COPY OF FORM
990PF TO THEIR OFFICE

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

[illegible]

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	2,969
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	2,969

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	JACK CHESTER FOUNDATION	31-6660664
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	P O BOX 1908	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ORLANDO, FL 32802-1908	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► SUNTRUST BANK

Telephone No ► 1-888-942-3272

Fax No ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for ► ☒ calendar year 2013 or

► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	25,000
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	25,000

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

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

Form **8868** (Rev. 1-2014)

HTA