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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
CHRISTMAN ANNE KILCAWLEY FDN 450033014

A Employer identification number
35-6735706

Number and street (or P O box number if mail is not delivered to street address)
C/O FARMERS TRUST CO 42 MCCLURG R

Room/suite

B Telephone number (see instructions)
(330) 743-7000

City or town, state or province, country, and ZIP or foreign postal code
YOUNGSTOWN, OH 44512

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 48,473,766

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	109	109		
	4	Dividends and interest from securities.	1,303,337	1,303,337		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	2,097,602			
	b	Gross sales price for all assets on line 6a 32,557,708				
	7	Capital gain net income (from Part IV, line 2) . . .		2,097,602		
	8	Net short-term capital gain			0	
	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)				
	12	**Total.** Add lines 1 through 11	3,401,048	3,401,048		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	295,679	206,975		88,704
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	2,560	640	0	1,920
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	19,159	3,159		0
	19	Depreciation (attach schedule) and depletion . . .	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	200			200
	24	**Total operating and administrative expenses.** Add lines 13 through 23	317,598	210,774	0	90,824
	25	Contributions, gifts, grants paid	2,079,840			2,079,840
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,397,438	210,774	0	2,170,664
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,003,610			
	b	**Net investment income** (if negative, enter -0-)		3,190,274		
	c	**Adjusted net income** (if negative, enter -0-) . . .			0	

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	408,342	1,562,750	1,562,750
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	3,719,999	3,167,745	3,153,720
	b	Investments—corporate stock (attach schedule)	15,997,107	15,078,455	26,066,322
	c	Investments—corporate bonds (attach schedule)	6,076,430	5,991,616	6,021,567
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	10,363,792	11,768,485	11,669,407
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	36,565,670	37,569,051	48,473,766
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	
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	36,565,670	37,569,051	
	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 page 17 of the instructions)	36,565,670	37,569,051	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	36,565,670	37,569,051	

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	36,565,670
2	Enter amount from Part I, line 27a	2	1,003,610
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	37,569,280
5	Decreases not included in line 2 (itemize) ▶	5	229
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	37,569,051

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 Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,097,602
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	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,997,425	43,690,699	0 068606
2011	1,870,603	43,039,230	0 043463
2010	1,778,529	39,114,599	0 04547
2009	1,553,558	36,394,455	0 042687
2008	1,091,469	29,116,659	0 037486

2	**Total** of line 1, column (d)	2	0 237712
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 047542
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	46,236,883
5	Multiply line 4 by line 3	5	2,198,194
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31,903
7	Add lines 5 and 6	7	2,230,097
8	Enter qualifying distributions from Part XII, line 4	8	2,170,664

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	63,805
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	63,805
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	63,805
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 26,624		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	26,624
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	37,181
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 0 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NONE

14 The books are in care of ▶FARMERS TRUST COMPANY Telephone no ▶(330) 743-7000

Located at ▶42 MCCLURG ROAD YOUNGSTOWN OH ZIP+4 ▶44512

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 |

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

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

			Line	Yes	No
	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 page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		No
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		No
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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**		
	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			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	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**		

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
FARMERS TRUST COMPANY 42 MCCLURG ROAD YOUNGSTOWN,OH 44512	CO-TRUSTEE 2	234,738		
HERBERT H PRIDHAM 4000 MASSILLON ROAD UNIT C15 UNIONTOWN,OH 44685	CO-TRUSTEE 1	60,941		

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	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	45,877,405
b	Average of monthly cash balances			1b	1,063,593
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	46,940,998
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	46,940,998
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	704,115
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	46,236,883
6	**Minimum investment return.** Enter 5% of line 5			6	2,311,844

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	2,311,844
2a	Tax on investment income for 2013 from Part VI, line 5	2a	63,805		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	63,805
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,248,039
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	2,248,039
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,248,039

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	2,170,664
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,170,664
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,170,664

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				2,248,039
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 0				
b From 2009. 0				
c From 2010. 0				
d From 2011. 0				
e From 2012. 506,240				
f Total of lines 3a through e.	506,240			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,170,664				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				2,170,664
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	77,375			77,375
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	428,865			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see 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)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	428,865			
10 Analysis of line 9				
a Excess from 2009. . . . 0				
b Excess from 2010. . . . 0				
c Excess from 2011. . . . 0				
d Excess from 2012. . . . 428,865				
e Excess from 2013. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				2,079,840
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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			14	109	
4 Dividends and interest from securities			14	1,303,332	
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	2,097,607	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,401,048	

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 3,401,048

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2014-05-08	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
272000 AT&T INC 1 400% 12/01/17		2012-12-06	2013-05-07
8000 ABBVIE INC		2009-05-19	2013-11-21
237000 APACHE CORP 2 625% 01/15/23		2012-11-28	2013-07-24
500 APPLE COMPUTER INC		2011-02-11	2013-06-14
25000 AQUA AMERICA INC		2009-08-03	2013-01-02
259000 BP CAPITAL MARKETS PLC 1 375% 05/10/18		2013-05-07	2013-09-10
436000 BP CAPITAL MARKETS PLC 2 241% 09/26/18		2013-09-23	2013-12-11
167000 BANK OF AMERICA CORP 1 500% 10/09/15		2012-10-04	2013-03-19
107000 BANK OF AMERICA CORP 1 500% 10/09/15		2012-10-04	2013-11-18
176000 BANK OF AMERICA CORP 2 000% 01/11/18		2013-03-19	2013-09-23
55000 BANK OF AMERICA CORP 2 600% 01/15/19		2013-10-17	2013-10-22
331000 BANK OF NEW YORK MELLON 2 100% 08/01/18		2013-07-25	2013-08-30
279000 BANK OF NOVA SCOTIA 1 375% 12/18/17		2012-12-11	2013-01-07
103000 BANK OF NOVA SCOTIA 2 050% 10/30/18		2013-10-24	2013-12-12
66000 BERKSHIRE HATHAWAY FINANCE CORP 2 000% 08/15/18		2013-08-06	2013-11-20
69000 BERKSHIRE HATHAWAY FINANCE CORP 2 000% 08/15/18		2013-08-06	2013-11-21
117000 BERKSHIRE HATHAWAY INC 1 550% 02/09/18		2013-01-29	2013-02-26
96000 BURLINGTON NORTHERN SANTA FE CORP 3 050% 09/01/22		2012-09-20	2013-03-05
198000 BURLINGTON NORTHERN SANTA FE CORP 3 000% 03/15/23		2013-03-05	2013-05-31
128000 BURLINGTON NORTHERN SANTA FE 3 850% 09/01/23		2013-08-13	2013-09-10
83000 CVS CAREMARK CORP 2 250% 12/05/18		2013-12-02	2013-12-11
1980 CHEVRONTEXACO CORP		2003-09-23	2013-08-05
57000 CHEVRON CORP 1 104% 12/05/17		2012-11-28	2013-01-07
56000 CHEVRON CORP 2 427% 06/24/20		2013-06-17	2013-06-27
63000 CITIGROUP INC 5 875% 01/30/42		2012-09-17	2013-09-10
111000 CITIGROUP INC 3 375% 03/01/23		2013-02-14	2013-10-03
108000 CITIGROUP INC 2 500% 09/26/18		2013-09-19	2013-10-22
231000 COCA COLA CO 1 150% 04/01/18		2013-02-28	2013-05-28
288000 DOMINION RESOURCES INC 1 400% 09/15/17		2012-09-10	2013-02-07
298000 EMC CORP 1 875% 06/01/18		2013-06-03	2013-09-24

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7345 FEDERATED MORTGAGE STRATEGY		2012-09-18	2013-07-15
33220 FEDERATED MORTGAGE STRATEGY		2012-09-18	2013-07-31
30000 FRONTIER COMMUNICATIONS CORP		2011-02-11	2013-07-01
276000 GENERAL ELECTRIC CAPITAL CORP 3 100% 01/09/23		2013-01-03	2013-10-16
253000 GENERAL ELECTRIC CAPITAL CORP 1 625% 04/02/18		2013-03-25	2013-04-19
249000 GENERAL ELECTRIC CAPITAL CORP 1 500% 07/12/16		2013-07-09	2013-10-17
8895 GLAXOSMITHKLINE PLC		2012-03-16	2013-07-11
139000 GLAXOSMITHKLINE CAP INC 2 800% 03/18/23		2013-03-13	2013-04-04
144000 GOLDMAN SACHS GROUP INC 3 625% 02/07/16		2012-09-21	2013-07-16
165000 GOLDMAN SACHS GROUP INC 2 900% 07/19/18		2013-07-16	2013-09-10
13000 HEWLETT PACKARD CO COM		2004-06-29	2013-07-01
95000 HEWLETT PACKARD CO 2 625% 12/09/14		2012-10-03	2013-03-14
139000 INTEL CORP 1 350% 12/15/17		2012-12-04	2013-02-11
1650 INTERNATIONAL BUSINESS MACHINES		2009-04-23	2013-06-14
22200 ISHARES MSCI EMERGING MARKETS ETF		2011-02-11	2013-06-17
5549 ISHARES MSCI EAFE ETF		2011-02-11	2013-08-15
11000 ISHARES MSCI EAFE ETF		2011-02-11	2013-12-04
8000 ISHARES S&P MIDCAP 400		2010-04-13	2013-08-08
14086 ISHARES S&P SMALLCAP 600 INDEX FUND		2011-02-11	2013-12-16
167000 JPMORGAN CHASE & CO 1 100% 10/15/15		2012-10-15	2013-05-16
79000 JPMORGAN CHASE & CO 3 250% 09/23/22		2012-09-19	2013-01-17
81000 JPMORGAN CHASE & CO 1 800% 01/25/18		2013-01-23	2013-05-08
80000 JPMORGAN CHASE & CO 3 200% 01/25/23		2013-01-18	2013-09-23
255000 JPMORGAN CHASE & CO 1 625% 05/15/18		2013-05-16	2013-10-22
75000 JPMORGAN CHASE & CO 2 000% 08/15/17		2012-08-13	2013-01-23
82000 KINDER MORGAN ENERGY PARTNER LP 3 500% 09/01/23		2013-02-21	2013-07-22
4400 LAUDER ESTEE COS INC		2010-04-08	2013-07-01
48000 MERCK & CO INC 1 300% 05/18/18		2013-05-15	2013-05-28
189000 METLIFE INC 6 750% 06/01/16		2011-04-06	2013-07-25
148000 MORGAN STANLEY 2 125% 04/25/18		2013-04-22	2013-09-23

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66000 MORGAN STANLEY 3 750% 02/25/23		2013-02-20	2013-04-22
192000 ORACLE CORP 1 200% 10/15/17		2012-10-18	2013-01-07
124000 PRUDENTIAL FINANCIAL INC 2 300% 08/15/18		2013-08-12	2013-10-02
341000 ROYAL BANK OF CANADA 2 200% 07/27/18		2013-07-24	2013-09-05
346000 ROYAL BANK OF CANADA 1 500% 01/16/18		2013-01-07	2013-02-26
169000 ROYAL BANK OF CANADA 1 450% 09/09/16		2013-09-04	2013-09-30
81000 SANOFI 1 250% 04/10/18		2013-04-03	2013-04-16
50000 CHARLES SCHWAB CORP 2 200% 07/25/18		2013-07-22	2013-09-05
175000 SHELL INTERNATIONAL 2 250% 01/06/23		2012-11-29	2013-03-13
188000 SHELL INTERNATIONAL FIN 1 900% 08/10/18		2013-08-07	2013-08-30
36000 STATOIL ASA 1 950% 11/08/18		2013-11-06	2013-11-26
64000 STATOIL ASA 1 950% 11/08/18		2013-11-06	2013-12-12
532000 TORONTO-DOMINION BANK 2 625% 09/10/18		2013-09-05	2013-09-25
150000 TOTAL CAPITAL CANADA LTD 1 450% 01/15/18		2013-01-10	2013-02-26
96000 TOTAL CAPITAL INTL SA 2 700% 01/25/23		2012-09-18	2013-02-21
245000 TOYOTA MOTOR CREDIT CORP 1 375% 01/10/18		2013-01-07	2013-02-07
272000 TOYOTA MOTOR CREDIT CORP 1 375% 01/10/18		2013-01-07	2013-02-26
335000 TOYOTA MOTOR CREDIT CORP 2 000% 10/24/18		2013-10-21	2013-11-27
11000 U S TREASURY BOND 4 500% 05/15/38		2012-10-31	2013-02-25
321000 U S TREASURY BOND 4 500% 05/15/38		2012-10-31	2013-02-25
130000 U S TREASURY BOND 2 750% 08/15/42		2012-10-12	2013-01-04
33000 U S TREASURY BOND 2 750% 08/15/42		2012-10-12	2013-01-11
61000 U S TREASURY BOND 2 750% 08/15/42		2012-10-12	2013-01-30
1000 U S TREASURY NOTE 2 125% 12/31/15		2012-09-18	2013-02-14
63000 U S TREASURY NOTE 2 125% 12/31/15		2012-09-18	2013-07-26
381000 U S TREASURY NOTE 1 500% 08/31/18		2013-09-11	2013-09-12
111000 U S TREASURY NOTE 1 500% 08/31/18		2013-09-11	2013-09-19
128000 U S TREASURY NOTE 1 500% 08/31/18		2013-09-11	2013-09-24
159000 U S TREASURY NOTE 1 500% 08/31/18		2013-10-02	2013-10-08
588000 U S TREASURY NOTE 1 500% 08/31/18		2013-10-16	2013-10-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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254000 U S TREASURY NOTE 1 500% 08/31/18		2013-09-24	2013-10-25
63000 U S TREASURY NOTE 1 500% 08/31/18		2013-09-11	2013-10-29
95000 U S TREASURY NOTE 1 500% 08/31/18		2013-09-11	2013-11-06
227000 U S TREASURY NOTE 1 500% 08/31/18		2013-09-11	2013-11-20
317000 U S TREASURY NOTE 0 125% 12/31/13		2012-11-19	2013-01-04
127000 U S TREASURY NOTE 0 125% 12/31/13		2012-11-19	2013-01-11
63000 U S TREASURY NOTE 0 125% 12/31/13		2012-11-19	2013-02-20
96000 U S TREASURY NOTE 0 125% 12/31/13		2012-11-19	2013-03-05
15000 U S TREASURY NOTE 0 125% 12/31/13		2012-11-19	2013-03-19
95000 U S TREASURY NOTE 0 125% 12/31/13		2012-11-19	2013-05-30
464000 U S TREASURY NOTE 0 125% 12/31/13		2012-11-19	2013-06-05
285000 U S TREASURY NOTE 0 250% 03/31/14		2013-05-16	2013-06-05
1064000 U S TREASURY NOTE 0 250% 03/31/14		2013-06-21	2013-06-25
175000 U S TREASURY NOTE 0 250% 03/31/14		2013-03-14	2013-07-01
17000 U S TREASURY NOTE 0 250% 03/31/14		2013-07-23	2013-07-25
63000 U S TREASURY NOTE 0 250% 03/31/14		2013-07-26	2013-07-29
159000 U S TREASURY NOTE 0 250% 03/31/14		2013-07-31	2013-09-05
142000 U S TREASURY NOTE 0 250% 03/31/14		2013-07-31	2013-09-06
286000 U S TREASURY NOTE 0 250% 03/31/14		2013-07-31	2013-09-11
143000 U S TREASURY NOTE 0 250% 03/31/14		2012-11-27	2013-10-16
429000 U S TREASURY NOTE 0 750% 10/31/17		2012-12-13	2013-01-08
48000 U S TREASURY NOTE 0 750% 10/31/17		2012-11-06	2013-01-30
97000 U S TREASURY NOTE 0 750% 10/31/17		2012-11-06	2013-02-08
222000 U S TREASURY NOTE 0 750% 12/31/17		2013-02-26	2013-02-28
162000 U S TREASURY NOTE 0 750% 12/31/17		2013-02-26	2013-03-25
223000 U S TREASURY NOTE 0 875% 01/31/18		2013-02-07	2013-02-11
158000 U S TREASURY NOTE 0 875% 01/31/18		2013-02-07	2013-02-15
95000 U S TREASURY NOTE 0 875% 01/31/18		2013-02-26	2013-03-25
80000 U S TREASURY NOTE 0 875% 01/31/18		2013-02-25	2013-04-03
508000 U S TREASURY NOTE 0 875% 01/31/18		2013-02-26	2013-04-04

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261000 U S TREASURY NOTE 0 875% 01/31/18		2013-02-25	2013-04-16
49000 U S TREASURY NOTE 2 000% 02/15/23		2013-05-01	2013-05-16
142000 U S TREASURY NOTE 0 750% 03/31/18		2013-04-19	2013-04-22
95000 U S TREASURY NOTE 0 750% 03/31/18		2013-04-19	2013-05-08
304000 U S TREASURY NOTE 0 750% 03/31/18		2013-05-28	2013-06-04
334000 U S TREASURY NOTE 0 625% 04/30/18		2013-06-27	2013-07-08
509000 U S TREASURY NOTE 0 625% 04/30/18		2013-06-25	2013-07-09
325000 U S TREASURY NOTE 0 625% 04/30/18		2013-06-25	2013-07-25
80000 U S TREASURY NOTE 1 750% 05/15/23		2013-05-31	2013-06-18
115000 U S TREASURY NOTE 1 750% 05/15/23		2013-05-31	2013-06-21
160000 U S TREASURY NOTE 1 750% 05/15/23		2013-07-24	2013-07-26
78000 U S TREASURY NOTE 1 750% 05/15/23		2013-07-24	2013-07-29
79000 U S TREASURY NOTE 1 000% 05/31/18		2013-06-05	2013-06-17
54000 U S TREASURY NOTE 1 000% 05/31/18		2013-06-05	2013-06-18
613000 U S TREASURY NOTE 1 000% 05/31/18		2013-06-05	2013-06-21
126000 U S TREASURY NOTE 1 375% 07/31/18		2013-08-07	2013-08-12
206000 U S TREASURY NOTE 1 375% 07/31/18		2013-08-30	2013-09-12
47000 U S TREASURY NOTE 2 500% 08/15/23		2013-10-03	2013-10-18
327000 U S TREASURY NOTE 2 500% 08/15/23		2013-10-03	2013-10-25
128000 U S TREASURY NOTE 0 875% 09/15/16		2013-10-17	2013-11-07
63000 U S TREASURY NOTE 0 875% 09/15/16		2013-10-17	2013-11-18
48000 U S TREASURY NOTE 0 875% 09/15/16		2013-10-17	2013-11-27
175000 U S TREASURY NOTE 1 250% 10/31/18		2013-11-06	2013-11-20
79000 U S TREASURY NOTE 1 250% 10/31/18		2013-11-27	2013-12-03
140000 VERZION COMMUNICATIONS 2 450% 11/01/22		2012-11-02	2013-08-13
366000 VODAFONE GROUP PLC 1 500% 02/19/18		2013-02-11	2013-08-06
186000 WAL MART STORES 4 000% 04/11/43		2013-04-04	2013-04-30
262000 WELLS FARGO & CO 1 500% 01/16/18		2012-12-18	2013-02-25
343000 WELLS FARGO & CO 1 500% 01/16/18		2013-04-16	2013-08-07
251000 WELLS FARGO & CO 2 150% 01/15/19		2013-10-21	2013-11-06

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CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
273,235		271,986	1,249
386,247		200,640	185,607
222,171		235,742	-13,571
216,906		178,110	38,796
648,705		442,350	206,355
247,695		258,277	-10,582
441,136		436,000	5,136
168,152		166,917	1,235
108,015		106,947	1,068
173,144		176,030	-2,886
55,395		54,991	404
330,262		331,000	-738
278,364		278,690	-326
102,516		102,927	-411
66,774		65,881	893
69,656		68,876	780
118,929		116,837	2,092
97,511		98,723	-1,212
195,182		198,000	-2,818
124,979		127,566	-2,587
83,691		82,906	785
245,294		75,189	170,105
57,211		57,000	211
55,964		56,000	-36
68,058		76,845	-8,787
106,576		110,737	-4,161
108,893		107,527	1,366
229,048		230,501	-1,453
287,770		287,749	21
296,725		297,830	-1,105

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
72,716		75,804	-3,088
329,542		342,848	-13,306
118,930		278,148	-159,218
260,878		275,481	-14,603
254,042		252,264	1,778
251,415		248,920	2,495
466,499		403,385	63,114
141,274		137,599	3,675
150,821		151,780	-959
163,352		164,863	-1,511
323,013		286,390	36,623
97,277		97,853	-576
139,006		138,853	153
337,153		168,714	168,439
882,561		910,010	-27,449
338,816		390,765	-51,949
713,388		575,426	137,962
988,063		521,814	466,249
1,489,639		774,806	714,833
167,564		166,932	632
79,823		78,520	1,303
81,925		81,011	914
75,179		79,958	-4,779
250,242		254,429	-4,187
76,004		74,866	1,138
79,608		81,779	-2,171
291,688		141,064	150,624
47,786		47,889	-103
217,694		217,968	-274
144,330		147,895	-3,565

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
68,373		65,760	2,613
192,488		191,668	820
125,292		123,855	1,437
335,844		341,000	-5,156
348,668		345,568	3,100
170,585		168,792	1,793
81,105		80,644	461
49,243		49,986	-743
168,648		173,233	-4,585
186,936		187,876	-940
36,305		35,949	356
63,997		63,909	88
543,465		531,037	12,428
151,307		149,856	1,451
95,842		95,796	46
245,510		244,610	900
273,442		271,568	1,874
337,526		334,920	2,606
14,131		14,620	-489
410,893		426,629	-15,736
120,270		127,816	-7,546
31,035		32,446	-1,411
55,820		59,975	-4,155
1,049		1,057	-8
65,572		66,563	-991
377,130		379,030	-1,900
111,061		109,903	1,158
128,390		126,735	1,655
159,733		160,050	-317
592,915		590,492	2,423

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
256,887		254,432	2,455
63,768		62,377	1,391
95,976		94,061	1,915
228,933		224,757	4,176
316,864		316,715	149
126,955		126,886	69
62,978		62,943	35
95,970		95,914	56
14,998		14,987	11
95,011		94,915	96
464,036		463,583	453
285,245		285,275	-30
1,064,748		1,064,883	-135
175,150		175,097	53
17,016		17,017	-1
63,054		63,062	-8
159,149		159,155	-6
142,128		142,139	-11
286,268		286,113	155
143,061		143,006	55
428,916		429,885	-969
47,783		47,993	-210
96,841		96,985	-144
222,208		222,139	69
161,968		162,101	-133
223,235		223,549	-314
158,049		158,389	-340
95,445		95,542	-97
80,684		80,425	259
513,080		510,861	2,219

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
263,518		261,882	1,636
49,746		50,623	-877
142,399		142,288	111
95,100		95,193	-93
300,319		301,133	-814
320,549		321,257	-708
489,298		489,097	201
313,752		312,292	1,460
76,869		77,056	-187
107,121		110,768	-3,647
148,881		148,481	400
72,254		72,385	-131
78,966		78,957	9
53,783		53,970	-187
600,644		612,665	-12,021
125,926		126,034	-108
202,950		204,277	-1,327
46,706		46,565	141
326,719		322,551	4,168
129,295		129,065	230
63,657		63,524	133
48,506		48,399	107
173,899		174,255	-356
78,534		78,723	-189
124,277		139,853	-15,576
354,647		364,316	-9,669
192,251		185,355	6,896
262,713		261,528	1,185
336,082		343,827	-7,745
252,451		250,450	2,001

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			102,485

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,249
			185,607
			-13,571
			38,796
			206,355
			-10,582
			5,136
			1,235
			1,068
			-2,886
			404
			-738
			-326
			-411
			893
			780
			2,092
			-1,212
			-2,818
			-2,587
			785
			170,105
			211
			-36
			-8,787
			-4,161
			1,366
			-1,453
			21
			-1,105

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-3,088
			-13,306
			-159,218
			-14,603
			1,778
			2,495
			63,114
			3,675
			-959
			-1,511
			36,623
			-576
			153
			168,439
			-27,449
			-51,949
			137,962
			466,249
			714,833
			632
			1,303
			914
			-4,779
			-4,187
			1,138
			-2,171
			150,624
			-103
			-274
			-3,565

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,613
			820
			1,437
			-5,156
			3,100
			1,793
			461
			-743
			-4,585
			-940
			356
			88
			12,428
			1,451
			46
			900
			1,874
			2,606
			-489
			-15,736
			-7,546
			-1,411
			-4,155
			-8
			-991
			-1,900
			1,158
			1,655
			-317
			2,423

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,455
			1,391
			1,915
			4,176
			149
			69
			35
			56
			11
			96
			453
			-30
			-135
			53
			-1
			-8
			-6
			-11
			155
			55
			-969
			-210
			-144
			69
			-133
			-314
			-340
			-97
			259
			2,219

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,636
			-877
			111
			-93
			-814
			-708
			201
			1,460
			-187
			-3,647
			400
			-131
			9
			-187
			-12,021
			-108
			-1,327
			141
			4,168
			230
			133
			107
			-356
			-189
			-15,576
			-9,669
			6,896
			1,185
			-7,745
			2,001

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LAKE ERIE COLLEGE 391 WEST WASHINGTON ST PAINESVILLE,OH 44077	N/A	COLLEGE	PUBLIC SUPPORT	297,120
BUTLER INSTITUTE OF ART 524 WICK AVE YOUNGSTOWN,OH 44502	N/A	MUSEUM	PUBLIC SUPPORT	297,120
MAHONING VALLEY HISTORICAL SOCIETY 648 WICK AVENUE YOUNGSTOWN,OH 44502	N/A	EDUCATION	PUBLIC SUPPORT	297,120
FIRST PRESBYTERIAN CHURCH - CANFIELD 140 WEST MAIN STREET CANFIELD,OH 44406	N/A	RELIGIOUS	PUBLIC SUPPORT	297,120
HOSPICE OF YOUNGSTOWN 5190 MARKET STREET YOUNGSTOWN,OH 44512	N/A	CHARITY	PUBLIC SUPPORT	297,120
PARK VISTA RETIREMENT COMMUNITY 1216 FIFTH AVENUE YOUNGSTOWN,OH 44504	N/A	CHARITY	PUBLIC SUPPORT	297,120
HENRY H STAMBAUGH AUDITORIUM 1000 FIFTH AVENUE YOUNGSTOWN,OH 445041603	N/A	CHARITY	PUBLIC SUPPORT	297,120
Total . . . . ▶ **3a**				2,079,840

TY 2013 Accounting Fees Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	2,560	640		1,920

TY 2013 Investments Corporate Bonds Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Name of Bond	End of Year Book Value	End of Year Fair Market Value
133,000 APPLE INC 3.850%	132,226	111,111
481,000 AT&T 2.375% 11/27/18	481,000	481,414
184,000 BK OF AMERICA 1.350%	183,952	183,925
295,000 CA ST GEN PURP 7.550	427,302	381,574
211,000 BK OF MONTREAL 2.375	210,941	210,388
159,000 MORGAN STANLEY 5.500	159,139	177,676
74,000 ALTRIA GR 4.000%	73,540	72,328
207,000 CITIGROUP INC 5.375%	214,818	235,491
127,000 CITIGROUP 1.300%	126,873	126,557
159,000 DIEGO CAP 7.375%		
223,000 GOLDMAN SACHS 6.000%	238,300	255,687
172,000 JPMORGAN CHASE 4.40%	167,927	184,893
172,000 CITIGROUP 1.250%	171,565	172,571
283,000 MERRILL LYNCH 6.875%	316,517	334,611
189,000 METLIFE 6.750% 6/16		
159,000 MORGAN STANLEY 5.50%		
159,000 DIAGEO CAP PLC 7.375	181,868	159,386
142,000 KINDER MORGAN 2.650%	141,798	140,425
487,000 BK NOVA SCOTIA 2.050	486,654	482,427
156,000 BERSHIRE HATHWAY 2.9	155,696	154,704
369,000 VERIZON 6.550%	382,609	431,715
77,000 RIO TINTO FIN 2.250%	76,296	76,620
206,000 SEMPRA ENERGY 2.000%	209,582	206,637
235,000 ORACLE CORP 2.375%	234,182	237,103
272,000 AT&T 1.400% 12/1/17		
238,000 AMER INTL GR 3.00%	245,721	244,445
237,000 APACHE CORP 2.625%		
274,000 BANK OF AMERICA 1.50		
279,000 BANK NOVA SCO 1.375%		
96,000 BUR NO SNTA FE 3.05%		
57,000 CHEVRON CORP 1.104%		
63,000 CITIGROUP 5.875%		
288,000 DOMINION 1.400%		
159,000 GOLDMAN SACHS 6.250%	185,415	183,232
144,000 GOLDMAN SACHS 3.625%		
95,000 HEWLTT PCKRD 2.625%		
139,000 INTEL CORP 1.350%		
167,000 JPMORGAN CHASE 1.10%		
79,000 JPMORGAN CHASE 3.25%		
75,000 JPMORGAN CHASE 2.00%		
207,000 MORGAN STANLEY 4.75%	223,158	225,903
192,000 ORACLE CORP 1.200%		
415,000 PETROBAS INT 3.500%	433,260	418,797
132,000 RIO TINTO 1.625%	131,277	131,947
206,000 SEMPRA ENGY 2.000%		
175,000 SHELL INT 2.250%		
96,000 TOTAL CAP INTL 2.70%		
140,000 VERIZON 2.450%		
262,000 WELLS FARGO 1.500%		

TY 2013 Investments Corporate Stock Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,020 SHS CHEVRON CORP	145,969	502,138
7,000 SHS MCDONALDS CORP	356,493	679,210
13,000 SHS HEWLETT PACKARD CO		
8,000 SHS JOHNSON & JOHNSON	400,745	732,720
8,000 SHS ABBOTT LABS	185,021	306,640
20,000 SHS AT&T INC	672,500	703,200
8,400 SHS CONOCOPHILLIPS	246,621	593,460
15,000 SHS DUPONT DE NEMOURS	446,064	974,550
40,000 SHS GENERAL ELEC	741,280	1,121,200
8,000 SHS PROCTOR & GAMBLE	436,099	651,280
3,350 SHS IBM	342,540	628,360
15,000 SHS DOMINION RESOURCES	539,249	970,350
10,250 SHS CAMPBELL SOUP CO	377,713	443,620
6,000 SHS EXXON MOBIL CORP	440,141	607,200
8,000 SHS UNITED TECHNOLOGIES	461,802	910,400
30,000 SHS PFIZER INC	489,606	918,900
20,000 SHS ALTRIA GROUP INC	339,000	767,800
25,000 SHS AQUA AMERICA INC		
8,135 SHS AUTOMATIC DATA PROC	556,980	657,300
20,000 SHS COCA COLA CO	488,793	826,200
10,000 SHS HOME DEPOT INC	250,000	823,400
10,000 SHS HONEYWELL INT'L INC	241,822	913,700
3,890 SHS HELMERICH & PAYNE	308,186	327,071
12,000 SHS PHILIP MORRIS INT'L	500,137	1,045,560
12,000 SHS SMUCKER J M CO NEW	415,484	1,243,440
15,000 SHS VERIZON COMM	436,844	737,100
1,500 SHS APPLE COMPUTER	360,435	841,530
5,000 SHS BERKSHIRE HATHAWAY	398,440	592,800
30,000 SHS FRONTIER COMMUN		
7,800 SHS HERSHEY COMPANY	370,803	758,394

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5,000 SHS LAUDER ESTEE COS	160,300	376,600
15,000 SHS MICROSOFT	448,823	561,150
10,000 SHS NEXTERA ENERGY	551,759	856,200
4,500 SHS PARKER-HANNIFIN	303,941	578,880
2,500 SHS CITIGROUP NEW	121,750	130,275
3,600 SHS ILLINOIS TOOLWORKS	202,391	302,688
5,000 SHS NORFOLK & SOUTHERN	320,165	464,150
3,200 SHS PNC FINL SVS GROUP	202,351	248,256
15,000 SHS PEPCO HOLDINGS	283,494	286,950
8,895 SHS GLAXOSMITHKLINE PLC		
6,200 SHS NIKE INC CL B	345,218	487,568
4,200 SHS PHILLIPS 66	73,283	323,946
2,950 SHS PRAXAIR INC	343,950	383,589
2,450 SHS SIMON PROPERTY GRP	382,092	372,792
4,500 SHS WELLPOINT INC	390,171	415,755

TY 2013 Investments Government Obligations Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

US Government Securities - End of Year Book Value: 3,167,745

US Government Securities - End of Year Fair Market Value: 3,153,720

State & Local Government Securities - End of Year Book Value:

State & Local Government Securities - End of Year Fair Market Value:

TY 2013 Investments - Other Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAPITAL CR EQUITY AGLAND CO-OP	AT COST	6,303	6,303
10,890 SPDR S&P REGIONAL BK	AT COST	399,527	442,243
162,122 FED CORP BD STRAT	AT COST	1,834,511	1,734,705
127,087 FED HIGH YIELD STRAT	AT COST	1,790,808	1,769,051
37,587 FED INTL BOND STRAT	AT COST	616,051	538,998
341,338 FED MORTGAGE STRAT	AT COST	3,522,785	3,348,526
22,200 ISHARES MSCI EMG MKTS			
16,549 ISHARES MSCI EAFE IND			
8,000 ISHARES S&P MIDCP 400			
14,086 ISHARES S&P SMCAP 600			
63,355.297 GOLDMAN SACHS SM/M	AT COST	1,250,000	1,308,920
27,103.575 JPMORGAN SM CAP	AT COST	1,478,500	1,500,183
27,162.036 OPPENHEIMER DEV MK	AT COST	870,000	1,020,478

TY 2013 Other Decreases Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Description	Amount
ROUNDING	4
ADJUST COST BASIS-CAPITAL CREDITS EQUITY UNITS AGLAND	225

TY 2013 Other Expenses Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE OF OHIO FILING FEE	200	0		200

TY 2013 Taxes Schedule

Name: CHRISTMAN ANNE KILCAWLEY FDN 450033014

EIN: 35-6735706

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL ESTIMATES - INCOME	16,000	0		0
FOREIGN TAXES ON QUALIFIED FOR	3,141	3,141		0
FOREIGN TAXES ON NONQUALIFIED	18	18		0