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**2013**

Open to Public Inspection

Form **990-PF****Return of Private Foundation**

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

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](http://www.irs.gov/form990pf).

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

|                                                                                                                                                                                                                                                                                                     |                               |                                                                                                                                                                                               |                                                                                                                                                                              |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br><b>HOLMES FAMILY FOUNDATION INC</b>                                                                                                                                                                                                                                           |                               |                                                                                                                                                                                               | A Employer identification number<br><b>38-3709254</b>                                                                                                                        |  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>P O BOX 1501, NJ2-130-03-31</b>                                                                                                                                                                              |                               | Room/suite                                                                                                                                                                                    | B Telephone number (see instructions)<br><b>609-274-6834</b>                                                                                                                 |  |
| City or town<br><b>PENNINGTON</b>                                                                                                                                                                                                                                                                   | State<br><b>NJ</b>            | ZIP code<br><b>08534-1501</b>                                                                                                                                                                 |                                                                                                                                                                              |  |
| Foreign country name                                                                                                                                                                                                                                                                                | Foreign province/state/county | Foreign postal code                                                                                                                                                                           | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |  |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |                               |                                                                                                                                                                                               | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                    |                               |                                                                                                                                                                                               | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |  |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 6,225,286</b>                                                                                                                                                                                               |                               | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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 <input type="checkbox"/>                                                             |  |

| 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)                   | 2,889,475                          |                           |                         |                                                             |
|                                                                                                                                                                    | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 3 Interest on savings and temporary cash investments                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 4 Dividends and interest from securities                                           | 121,052                            | 105,553                   |                         |                                                             |
|                                                                                                                                                                    | 5a Gross rents                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Net rental income or (loss)                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                           | 2,861,243                          |                           |                         |                                                             |
|                                                                                                                                                                    | b Gross sales price for all assets on line 6a <b>5,047,916</b>                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2)                                   |                                    | 2,861,243                 |                         |                                                             |
|                                                                                                                                                                    | 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)                                                                                                                                  |                                                                                    |                                    |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                                   | 5,871,770                                                                          | 2,966,796                          | 0                         |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                              | 13 Compensation of officers, directors, trustees, etc                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 14 Other employee salaries and wages                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 15 Pension plans, employee benefits                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 16a Legal fees (attach schedule)                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Accounting fees (attach schedule)                                                | 1,500                              |                           |                         | 1,500                                                       |
|                                                                                                                                                                    | c Other professional fees (attach schedule)                                        | 27,908                             | 16,745                    |                         | 11,163                                                      |
|                                                                                                                                                                    | 17 Interest                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 18 Taxes (attach schedule) (see instructions)                                      | 63,467                             | 1,326                     |                         |                                                             |
|                                                                                                                                                                    | 19 Depreciation (attach schedule) and depletion                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 20 Occupancy                                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 21 Travel, conferences, and meetings                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 22 Printing and publications                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 23 Other expenses (attach schedule)                                                | 7                                  | 7                         |                         |                                                             |
|                                                                                                                                                                    | 24 Total operating and administrative expenses. Add lines 13 through 23            | 92,882                             | 18,078                    | 0                       | 12,663                                                      |
|                                                                                                                                                                    | 25 Contributions, gifts, grants paid                                               | 610,000                            |                           |                         | 610,000                                                     |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                                           | 702,882                                                                            | 18,078                             | 0                         | 622,663                 |                                                             |
| 27 Subtract line 26 from line 12                                                                                                                                   |                                                                                    |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                | 5,168,888                                                                          |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                                   |                                                                                    | 2,948,718                          |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                                     |                                                                                    |                                    | 0                         |                         |                                                             |

For Paperwork Reduction Act Notice, see instructions.

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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                                                                                                            |           | 1,132             | 515            | 515                   |
|                             | 2                                                                                                  | Savings and temporary cash investments                                                                                               |           | 104,077           | 189,613        | 189,613               |
|                             | 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)                                                                  |           | 713,170           | 1,165,154      | 1,140,670             |
|                             | b                                                                                                  | Investments—corporate stock (attach schedule)                                                                                        |           | 1,861,932         | 3,348,640      | 3,725,540             |
|                             | c                                                                                                  | Investments—corporate bonds (attach schedule)                                                                                        |           | 555,061           | 1,167,962      | 1,168,948             |
|                             | 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 ▶ )                                                                         |                                                                                                                                      |           |                   |                |                       |
| 16                          | <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) |                                                                                                                                      | 3,235,372 | 5,871,884         | 6,225,286      |                       |
| 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                                                                                                 | <b>Total liabilities</b> (add lines 17 through 22)                                                                                   |           | 0                 | 0              |                       |
| Net Assets or Fund Balances |                                                                                                    | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/> |           |                   |                |                       |
|                             | 24                                                                                                 | Unrestricted                                                                                                                         |           |                   |                |                       |
|                             | 25                                                                                                 | Temporarily restricted                                                                                                               |           |                   |                |                       |
|                             | 26                                                                                                 | Permanently restricted                                                                                                               |           |                   |                |                       |
|                             |                                                                                                    | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>   |           |                   |                |                       |
|                             | 27                                                                                                 | Capital stock, trust principal, or current funds                                                                                     |           | 3,235,372         | 5,871,884      |                       |
|                             | 28                                                                                                 | Paid-in or capital surplus, or land, bldg, and equipment fund                                                                        |           |                   |                |                       |
|                             | 29                                                                                                 | Retained earnings, accumulated income, endowment, or other funds                                                                     |           |                   |                |                       |
|                             | 30                                                                                                 | <b>Total net assets or fund balances</b> (see instructions)                                                                          |           | 3,235,372         | 5,871,884      |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions)                           |                                                                                                                                      | 3,235,372 | 5,871,884         |                |                       |

## 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 | 3,235,372 |
| 2 | Enter amount from Part I, line 27a                                                                                                                       | 2 | 5,168,888 |
| 3 | Other increases not included in line 2 (itemize) ▶ See Attached Statement                                                                                | 3 | 3,673     |
| 4 | Add lines 1, 2, and 3                                                                                                                                    | 4 | 8,407,933 |
| 5 | Decreases not included in line 2 (itemize) ▶ See Attached Statement                                                                                      | 5 | 2,536,049 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30                                                      | 6 | 5,871,884 |

Form 990-PF (2013)

HOLMES FAMILY FOUNDATION INC

38-3709254

Page 3

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

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

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b>              |                                            |                                                 | 0                                            |
| <b>b</b>              |                                            |                                                 | 0                                            |
| <b>c</b>              |                                            |                                                 | 0                                            |
| <b>d</b>              |                                            |                                                 | 0                                            |
| <b>e</b>              |                                            |                                                 | 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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>a</b>               |                                      |                                                 | 0                                                                                               |
| <b>b</b>               |                                      |                                                 | 0                                                                                               |
| <b>c</b>               |                                      |                                                 | 0                                                                                               |
| <b>d</b>               |                                      |                                                 | 0                                                                                               |
| <b>e</b>               |                                      |                                                 | 0                                                                                               |

  

|                                                                                                                                                                                                             |          |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                  | <b>2</b> | 2,861,243 |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 } | <b>3</b> | 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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2012                                                              | 522,977                               | 3,737,711                                 | 0.139919                                                 |
| 2011                                                              | 459,878                               | 2,399,497                                 | 0.191656                                                 |
| 2010                                                              | 537,090                               | 1,341,750                                 | 0.400291                                                 |
| 2009                                                              | 264,574                               | 848,992                                   | 0.311633                                                 |
| 2008                                                              | 221,187                               | 1,329,052                                 | 0.166425                                                 |

  

|                                                                                                                                                                                                                               |          |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                          | <b>2</b> | 1.209924  |
| <b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years                                        | <b>3</b> | 0.241985  |
| <b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5                                                                                                                                         | <b>4</b> | 4,457,814 |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                            | <b>5</b> | 1,078,724 |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                           | <b>6</b> | 29,487    |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                    | <b>7</b> | 1,108,211 |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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<br>Part VI instructions | <b>8</b> | 622,663   |

Form 990-PF (2013)

HOLMES FAMILY FOUNDATION INC

38-3709254

Page 4

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

|           |                                                                                                                                                                                                                              |           |        |        |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|--------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter (attach copy of letter if necessary—see instructions) |           |        |        |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                              |           |        |        |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                                                                                      |           |        |        |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                    |           |        | 0      |
| <b>3</b>  | Add lines 1 and 2                                                                                                                                                                                                            |           |        | 58,974 |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                  |           |        |        |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                               |           |        | 58,974 |
| <b>6</b>  | <b>Credits/Payments:</b>                                                                                                                                                                                                     |           |        |        |
| <b>a</b>  | 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                                                                                            | <b>6a</b> | 31,827 |        |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source                                                                                                                                                                          | <b>6b</b> |        |        |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                          | <b>6c</b> |        |        |
| <b>d</b>  | Backup withholding erroneously withheld                                                                                                                                                                                      | <b>6d</b> |        |        |
| <b>7</b>  | <b>Total credits and payments.</b> Add lines 6a through 6d                                                                                                                                                                   |           |        | 31,827 |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                     |           |        |        |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                  |           |        | 27,147 |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                      |           |        | 0      |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>                                                                                    |           |        | 0      |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                            | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br><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  |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                       |     | X  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. ▶ \$ (2) On foundation managers ▶ \$                                                                                                                                                                                 |     |    |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$                                                                                                                                                                                                        |     |    |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If "Yes," attach a detailed description of the activities</i>                                                                                                                                                                               |     | X  |
| <b>3</b> 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  |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                      |     | X  |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                           | N/A |    |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If "Yes," attach the statement required by General Instruction T</i>                                                                                                                                                                         |     | X  |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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   |    |
| <b>7</b> 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   |    |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶<br>NJ                                                                                                                                                                                                                                       |     |    |
| <b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>                                                                                                                        | X   |    |
| <b>9</b> 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  |
| <b>10</b> 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?<br>Website address ▶ N/A                                                                                                                                                                                  | 13 | X   |    |
| 14 | The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no ▶ 609-274-6834<br>Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501                                                                                                                                                    |    |     |    |
| 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                                                                                                                                        |    |     |    |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                     |     |     |
|                                                                                         | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                             |     |     |
|                                                                                         | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                 |     |     |
|                                                                                         | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                       |     |     |
|                                                                                         | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                              |     |     |
|                                                                                         | (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                             |     |     |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>                                                                                                                                                             | 1b  | N/A |
| c                                                                                       | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                        | 1c  | X   |
| 2                                                                                       | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                  |     |     |
| a                                                                                       | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                 |     |     |
| b                                                                                       | If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) | 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)? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

N/A

6b

X

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 |
|------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| STEPHEN P. HOLMES<br>18 KEECH-BRIAR LANE POMPTON LAKES, NJ | PRESIDENT<br>1 00                                         |                                           |                                                                       |                                       |
| BONNIE L. HOLMES<br>18 KEECH-BRIAR LANE POMPTON LAKES, NJ  | VP & SEC<br>1 00                                          |                                           |                                                                       |                                       |
|                                                            |                                                           |                                           |                                                                       |                                       |
|                                                            |                                                           |                                           |                                                                       |                                       |

**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

Form 990-PF (2013)

HOLMES FAMILY FOUNDATION INC

38-3709254

Page 7

**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 |                     |                  |

**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                                                                                     | 0      |

Form 990-PF (2013)

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

|          |                                                                                                             |           |           |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |           |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 4,356,697 |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 169,003   |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> |           |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 4,525,700 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |           |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  |           |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 4,525,700 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)  | <b>4</b>  | 67,886    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 4,457,814 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 222,891   |

**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.)

|           |                                                                                                           |           |         |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 222,891 |
| <b>2a</b> | Tax on investment income for 2013 from Part VI, line 5                                                    | <b>2a</b> | 58,974  |
| <b>b</b>  | Income tax for 2013 (This does not include the tax from Part VI)                                          | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 58,974  |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 163,917 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |         |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 163,917 |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |         |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 163,917 |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |         |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26                                                                          | <b>1a</b> | 622,663 |
| <b>b</b> | Program-related investments—total from Part IX-B                                                                                                     | <b>1b</b> |         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |         |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                 |           |         |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |         |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |         |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 622,663 |
| <b>5</b> | 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) | <b>5</b>  |         |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 622,663 |

**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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 163,917     |
| <b>2</b> Undistributed income, if any, as of the end of 2013                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2012 only . . . . .                                                                                                                                               |               |                            | 0           |             |
| <b>b</b> Total for prior years. 20____, 20____, 20____                                                                                                                                      |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2013                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2008 . . . . .                                                                                                                                                                | 155,320       |                            |             |             |
| <b>b</b> From 2009 . . . . .                                                                                                                                                                | 222,438       |                            |             |             |
| <b>c</b> From 2010 . . . . .                                                                                                                                                                | 502,848       |                            |             |             |
| <b>d</b> From 2011 . . . . .                                                                                                                                                                | 341,849       |                            |             |             |
| <b>e</b> From 2012 . . . . .                                                                                                                                                                | 367,918       |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 1,590,373     |                            |             |             |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 622,663                                                                                                               |               |                            |             |             |
| <b>a</b> Applied to 2012, but not more than line 2a                                                                                                                                         |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions)                                                                                                |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions)                                                                                                        |               |                            |             |             |
| <b>d</b> Applied to 2013 distributable amount                                                                                                                                               |               |                            |             | 163,917     |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                                         | 458,746       |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )                                                  |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                    | 2,049,119     |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                                   |               | 0                          |             |             |
| <b>c</b> 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 . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions                                                                                                                     |               |                            |             |             |
| <b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions                                                                                        |               |                            | 0           |             |
| <b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014                                                                         |               |                            |             | 0           |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                            |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | 155,320       |                            |             |             |
| <b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a                                                                                                        | 1,893,799     |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2009 . . . . .                                                                                                                                                         | 222,438       |                            |             |             |
| <b>b</b> Excess from 2010 . . . . .                                                                                                                                                         | 502,848       |                            |             |             |
| <b>c</b> Excess from 2011 . . . . .                                                                                                                                                         | 341,849       |                            |             |             |
| <b>d</b> Excess from 2012 . . . . .                                                                                                                                                         | 367,918       |                            |             |             |
| <b>e</b> Excess from 2013 . . . . .                                                                                                                                                         | 458,746       |                            |             |             |

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

**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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| Tax year                                                                                                                                                 | Prior 3 years |          |          | (e) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|-----------|
| (a) 2013                                                                                                                                                 | (b) 2012      | (c) 2011 | (d) 2010 |           |
|                                                                                                                                                          |               |          |          | 0         |
| <b>b</b> 85% of line 2a                                                                                                                                  |               |          |          | 0         |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed                                                                             |               |          |          | 0         |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities                                                           |               |          |          | 0         |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities<br>Subtract line 2d from line 2c                                 |               |          |          | 0         |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon                                                                                       |               |          |          |           |
| <b>a</b> "Assets" alternative test—enter:                                                                                                                |               |          |          |           |
| <b>(1)</b> Value of all assets                                                                                                                           |               |          |          | 0         |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                     |               |          |          | 0         |
| <b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                                |               |          |          | 0         |
| <b>c</b> "Support" alternative test—enter:                                                                                                               |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |               |          |          | 0         |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |               |          |          | 0         |
| <b>(3)</b> Largest amount of support from an exempt organization                                                                                         |               |          |          | 0         |
| <b>(4)</b> Gross investment income                                                                                                                       |               |          |          | 0         |

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

| Recipient                                                      | 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)                            |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i><br>See Attached Statement |                                                                                                           |                                |                                  |         |
| <b>Total</b>                                                   |                                                                                                           |                                | <b>3a</b>                        | 610,000 |
| <b>b</b> <i>Approved for future payment</i><br>NONE            |                                                                                                           |                                |                                  |         |
| <b>Total</b>                                                   |                                                                                                           |                                | <b>3b</b>                        | 0       |





**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2013**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

HOLMES FAMILY FOUNDATION INC

Employer identification number

38-3709254

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ .....

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).



|                                                      |                                              |
|------------------------------------------------------|----------------------------------------------|
| Name of organization<br>HOLMES FAMILY FOUNDATION INC | Employer identification number<br>38-3709254 |
|------------------------------------------------------|----------------------------------------------|

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

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                  | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|---------------------------------------------------------------|------------------------------------------------|----------------------|
| 1                         | 35000 UNITS WYNDHAM WORLDWIDE CORP<br>.....<br>.....<br>..... | \$ 2,145,325                                   | 7/26/2013            |
| 1                         | 11235 UNITS WYNDHAM WORLDWIDE CORP<br>.....<br>.....<br>..... | \$ 744,150                                     | 11/12/2013           |
|                           | .....<br>.....<br>.....                                       | \$ .....                                       | .....                |
|                           | .....<br>.....<br>.....                                       | \$ .....                                       | .....                |
|                           | .....<br>.....<br>.....                                       | \$ .....                                       | .....                |
|                           | .....<br>.....<br>.....                                       | \$ .....                                       | .....                |
|                           | .....<br>.....<br>.....                                       | \$ .....                                       | .....                |
|                           | .....<br>.....<br>.....                                       | \$ .....                                       | .....                |

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Page 4

|                                                      |                                              |
|------------------------------------------------------|----------------------------------------------|
| Name of organization<br>HOLMES FAMILY FOUNDATION INC | Employer identification number<br>38-3709254 |
|------------------------------------------------------|----------------------------------------------|

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry  
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$ 0  
 Use duplicate copies of Part III if additional space is needed

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
|---------------------------|-----------------------------------------|-------------------------|------------------------------------------|
| -----                     | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |
|                           | For Prov                                | Country                 |                                          |
| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
| -----                     | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |
|                           | For Prov                                | Country                 |                                          |
| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
| -----                     | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |
|                           | For Prov                                | Country                 |                                          |
| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
| -----                     | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 |                         | -----<br>-----<br>-----                  |
|                           | For Prov                                | Country                 |                                          |

HOLMES FAMILY FOUNDATION INC

38-3709254 Page 1 of 1

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

Recipient(s) paid during the year

**Name**

GIRL SCOUTS OF NORTHERN NJ

**Street**

95 NEWARK POMPTON TURNPIKE

**City**

RIVERDALE

**State**

NJ

**Zip Code**

07457

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

10,000

**Name**

THE FIRST REFORMED CHURCH OF POMPTON PLAINS

**Street**

529 NEWARK POMPTON TURNPIKE

**City**

POMPTON PLAINS

**State**

NJ

**Zip Code**

07444

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

100,000

**Name**

NEW BRIDGE FUND

**Street**

PO BOX 336

**City**

POMPTON PLAINS

**State**

NJ

**Zip Code**

07444

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

250,000

**Name**

CHILTON HOSPITAL FOUNDATION

**Street**

97 W PARKWAY

**City**

POMPTON PLAINS

**State**

NJ

**Zip Code**

07444

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

200,000

**Name**

FRIENDS OF ST. FRANCIS XAVIER UNIVERSITY, INC

**Street**

3800 VICTORY PARKWAY

**City**

CINCINNATI

**State**

OH

**Zip Code**

45207

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING

**Amount**

50,000

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

## 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          |   |             |           |  |  |  |  |           |            | 1,382  |        | Capital Gains/Losses                     |  |     |        |
| Description                          |   |             |           |  |  |  |  |           |            | 1,382  |        | Gross Sales                              |  |     |        |
| Check "X" to include in Part IV      |   |             |           |  |  |  |  |           |            |        |        | Cost, Other Basis and Expenses           |  |     |        |
| Purchaser                            |   |             |           |  |  |  |  |           |            |        |        | Valuation Method                         |  |     |        |
| Check "X" if Purchaser is a Business |   |             |           |  |  |  |  |           |            |        |        | Expense of Sale and Cost of Improvements |  |     |        |
| Date Acquired                        |   |             |           |  |  |  |  |           |            |        |        | Depreciation                             |  |     |        |
| Date Sold                            |   |             |           |  |  |  |  |           |            |        |        | Adjustments                              |  |     |        |
| Gross Sales Price                    |   |             |           |  |  |  |  |           |            |        |        | Net Gain or Loss                         |  |     |        |
| Capital Gains/Losses                 |   |             |           |  |  |  |  |           |            |        |        | 2,861,243                                |  |     |        |
| Other sales                          |   |             |           |  |  |  |  |           |            |        |        | 0                                        |  |     |        |
| CUSIP #                              |   |             |           |  |  |  |  |           |            |        |        |                                          |  |     |        |
| Description                          |   |             |           |  |  |  |  |           |            |        |        |                                          |  |     |        |
| 1                                    | X | AT&T INC    | 00206R102 |  |  |  |  | 12/1/2010 | 9/17/2013  | 1,876  | 1,580  |                                          |  |     | 298    |
| 2                                    | X | AT&T INC    | 00206R102 |  |  |  |  | 12/1/2010 | 9/17/2013  | 382    | 312    |                                          |  |     | 70     |
| 3                                    | X | AT&T INC    | 00206RAJ1 |  |  |  |  | 12/1/2010 | 1/26/2013  | 1,138  | 1,078  |                                          |  |     | 60     |
| 4                                    | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/28/2013  | 1,198  | 791    |                                          |  |     | 407    |
| 5                                    | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 3,446  | 2,083  |                                          |  |     | 1,363  |
| 6                                    | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 1/12/2013  | 3,676  | 2,604  |                                          |  |     | 1,072  |
| 7                                    | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 1,149  | 678    |                                          |  |     | 471    |
| 8                                    | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/28/2013  | 1,487  | 907    |                                          |  |     | 580    |
| 9                                    | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 1/12/2013  | 4,483  | 2,735  |                                          |  |     | 1,748  |
| 10                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 4,348  | 2,258  |                                          |  |     | 2,090  |
| 11                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 1,353  | 686    |                                          |  |     | 667    |
| 12                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/12/2013 | 1/12/2013  | 1,147  | 1,154  |                                          |  |     | -7     |
| 13                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 5/13/2013 | 10/22/2013 | 1,841  | 1,956  |                                          |  | 119 | 0      |
| 14                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 5/13/2013 | 1/12/2013  | 1,821  | 1,956  |                                          |  | 135 | 0      |
| 15                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 9,032  | 7,610  |                                          |  |     | 1,422  |
| 16                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/28/2013  | 2,087  | 1,619  |                                          |  |     | 468    |
| 17                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/28/2013  | 2,698  | 2,432  |                                          |  |     | 266    |
| 18                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 7/12/2013  | 6,036  | 6,094  |                                          |  |     | -58    |
| 19                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 7/12/2013  | 4,719  | 4,353  |                                          |  |     | 366    |
| 20                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 7/12/2013  | 5,103  | 4,958  |                                          |  |     | 145    |
| 21                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 7/12/2013  | 6,723  | 6,175  |                                          |  |     | 548    |
| 22                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 9/17/2013  | 1,917  | 1,165  |                                          |  |     | 752    |
| 23                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 1,413  | 793    |                                          |  |     | 620    |
| 24                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 5,819  | 3,041  |                                          |  |     | 2,778  |
| 25                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 1/12/2013  | 7,149  | 4,138  |                                          |  |     | 3,011  |
| 26                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/15/2013 | 5/15/2013  | 1,089  | 1,028  |                                          |  |     | 60     |
| 27                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 7/16/2012 | 1/12/2013  | 5,539  | 5,618  |                                          |  |     | -79    |
| 28                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/12/2013 | 1/12/2013  | 928    | 1,012  |                                          |  | 84  | 0      |
| 29                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/12/2013 | 1/12/2013  | 717    | 725    |                                          |  |     | -8     |
| 30                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/28/2013  | 1,877  | 1,305  |                                          |  |     | 572    |
| 31                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/28/2013  | 3,668  | 4,842  |                                          |  |     | -1,174 |
| 32                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 10/22/2013 | 1,753  | 2,375  |                                          |  | 623 | 1      |
| 33                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 1/12/2013  | 1,817  | 2,284  |                                          |  |     | -487   |
| 34                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 11,613 | 12,152 |                                          |  |     | -539   |
| 35                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 1,049  | 1,301  |                                          |  |     | -252   |
| 36                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 9/9/2011  | 1/12/2013  | 2,099  | 2,318  |                                          |  |     | -219   |
| 37                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 1,819  | 2,288  |                                          |  |     | -468   |
| 38                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/28/2013  | 3,988  | 5,208  |                                          |  |     | -1,220 |
| 39                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/28/2013  | 4,915  | 3,104  |                                          |  |     | 1,811  |
| 40                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 5/15/2013  | 3,844  | 2,180  |                                          |  |     | 1,664  |
| 41                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 9/17/2013  | 952    | 539    |                                          |  |     | 413    |
| 42                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 9/17/2013  | 2,855  | 1,670  |                                          |  |     | 1,185  |
| 43                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 9/9/2011  | 1/12/2013  | 2,083  | 1,171  |                                          |  |     | 912    |
| 44                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 1/12/2013  | 11,300 | 5,752  |                                          |  |     | 5,548  |
| 45                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 1/12/2013  | 22,340 | 14,614 |                                          |  |     | 7,726  |
| 46                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 1/12/2013  | 663    | 443    |                                          |  |     | 240    |
| 47                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/12/2013 | 1/12/2013  | 952    | 957    |                                          |  |     | -5     |
| 48                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/28/2013  | 3,141  | 2,107  |                                          |  |     | 1,034  |
| 49                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 5/2/2013   | 2,345  | 1,599  |                                          |  |     | 746    |
| 50                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 5/2/2013   | 5,375  | 3,621  |                                          |  |     | 1,754  |
| 51                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 5/6/2013   | 4,958  | 3,065  |                                          |  |     | 1,893  |
| 52                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 5/6/2013   | 8,697  | 6,795  |                                          |  |     | 1,902  |
| 53                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 5/7/2013   | 7,358  | 5,702  |                                          |  |     | 1,656  |
| 54                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 9/9/2011  | 3/12/2013  | 2,688  | 2,513  |                                          |  |     | 175    |
| 55                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 3/12/2013  | 5,018  | 5,294  |                                          |  |     | -276   |
| 56                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/12/2013  | 8,424  | 8,232  |                                          |  |     | 192    |
| 57                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/12/2013  | 10,754 | 11,341 |                                          |  |     | -587   |
| 58                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 4/4/2013   | 16,146 | 18,152 |                                          |  |     | -2,006 |
| 59                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 2/20/2013  | 8,321  | 8,956  |                                          |  |     | -635   |
| 60                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 2/20/2013  | 3,785  | 5,126  |                                          |  |     | -1,341 |
| 61                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 2/20/2013  | 4,501  | 5,572  |                                          |  |     | -1,071 |
| 62                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 3/28/2013  | 5,447  | 3,738  |                                          |  |     | 1,709  |
| 63                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/1/2010 | 9/17/2013  | 4,241  | 2,825  |                                          |  |     | 1,416  |
| 64                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/3/2012 | 10/22/2013 | 1,960  | 2,017  |                                          |  |     | -1     |
| 65                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 12/3/2012 | 1/12/2013  | 993    | 1,008  |                                          |  |     | 15     |
| 66                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/12/2013 | 2/20/2013  | 848    | 844    |                                          |  |     | 4      |
| 67                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 1/5/2012  | 2/20/2013  | 11,990 | 10,673 |                                          |  |     | 1,317  |
| 68                                   | X | ABBOTT LABS | 002824100 |  |  |  |  | 8/23/2011 | 2/20/2013  | 5,107  | 4,069  |                                          |  |     | 1,038  |

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 |
|---------------------------------|-----------------------------|-----------|-----------|--------------------------------------|---------------|--------------------|------------|-------------------|---------------------|------------------|-------------|----------------------|-------------------------------|------------------|
|                                 |                             |           |           |                                      |               |                    |            |                   |                     |                  | Gross Sales | Capital Gains/Losses | Cost Other Basis and Expenses | Net Gain or Loss |
|                                 | Long Term CG Distributions  | Amount    |           |                                      |               |                    |            |                   |                     |                  | 5,047,916   | Other sales          | 2,186,673                     | 2,861,243        |
|                                 | Short Term CG Distributions | 1,389     |           |                                      |               |                    |            |                   |                     |                  | 0           |                      | 0                             | 0                |
| 69                              | X LIMITED BRANDS INC        | 532716107 |           |                                      | 2/17/2011     |                    | 2/20/2013  | 6,572             | 4,924               |                  |             |                      |                               | 1,648            |
| 70                              | X LORILLARD INC             | 544147101 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,984             | 2,033               |                  |             |                      |                               | 951              |
| 71                              | X LORILLARD INC             | 544147101 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 1,887             | 1,154               |                  |             |                      |                               | 733              |
| 72                              | X MARATHON OIL CORP         | 565849106 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 1,844             | 1,106               |                  |             |                      |                               | 738              |
| 73                              | X MARATHON OIL CORP         | 565849106 |           |                                      | 12/17/2008    |                    | 3/26/2013  | 1,771             | 81                  |                  |             |                      |                               | 80               |
| 74                              | X MARATHON OIL CORP         | 565849106 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 3,300             | 2,677               |                  |             |                      |                               | 623              |
| 75                              | X WYNDHAM WORLDWIDE COR     | 98310W108 |           |                                      | 9/4/2009      |                    | 11/13/2013 | 746,655           | 144,033             |                  |             |                      |                               | 602,622          |
| 76                              | X LEGRAND SA                | F56196185 |           |                                      | 11/21/2013    |                    | 11/26/2013 | 1,028             | 1,029               |                  |             |                      |                               | -1               |
| 77                              | X ACE LIMITED               | H0023R105 |           |                                      | 10/6/2011     |                    | 3/26/2013  | 2,294             | 1,580               |                  |             |                      |                               | 714              |
| 78                              | X ACE LIMITED               | H0023R105 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 5,264             | 3,651               |                  |             |                      |                               | 1,613            |
| 79                              | X ACE LIMITED               | H0023R105 |           |                                      | 10/6/2011     |                    | 11/21/2013 | 7,945             | 4,861               |                  |             |                      |                               | 3,084            |
| 80                              | X MARATHON OIL CORP         | 565849106 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 4,780             | 2,581               |                  |             |                      |                               | 2,199            |
| 81                              | X MARATHON PETROLEUM CO     | 56585A102 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,555             | 775                 |                  |             |                      |                               | 1,780            |
| 82                              | X MARATHON PETROLEUM CO     | 56585A102 |           |                                      | 12/1/2010     |                    | 10/22/2013 | 1,741             | 965                 |                  |             |                      |                               | 1,076            |
| 83                              | X MARATHON PETROLEUM CO     | 56585A102 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 4,148             | 1,724               |                  |             |                      |                               | 2,424            |
| 84                              | X MARATHON PETROLEUM CO     | 56585A102 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 5,087             | 1,913               |                  |             |                      |                               | 3,174            |
| 85                              | X MARATHON PETROLEUM CO     | 56585A102 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 2,661             | 942                 |                  |             |                      |                               | 1,719            |
| 86                              | X MCDONALDS CORP            | 580135101 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 4,534             | 3,659               |                  |             |                      |                               | 875              |
| 87                              | X MCDONALDS CORP            | 580135101 |           |                                      | 12/1/2010     |                    | 5/15/2013  | 1,222             | 955                 |                  |             |                      |                               | 267              |
| 88                              | X MARATHON OIL CORP         | 565849106 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 4,931             | 2,830               |                  |             |                      |                               | 2,101            |
| 89                              | X TRAVELERS COS INC         | 89417E109 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 4,687             | 3,032               |                  |             |                      |                               | 1,655            |
| 90                              | X TRAVELERS COS INC         | 89417E109 |           |                                      | 1/5/2012      |                    | 11/26/2013 | 727               | 466                 |                  |             |                      |                               | 261              |
| 91                              | X U S BANCORP (NEW)         | 902973304 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,761             | 1,995               |                  |             |                      |                               | 766              |
| 92                              | X US BANCORP (NEW)          | 902973304 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 1,650             | 1,070               |                  |             |                      |                               | 580              |
| 93                              | X UNILEVER NV NY REG SHS    | 904784709 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 3,705             | 2,661               |                  |             |                      |                               | 1,044            |
| 94                              | X UNILEVER NV NY REG SHS    | 904784709 |           |                                      | 12/1/2010     |                    | 5/15/2013  | 1,609             | 1,111               |                  |             |                      |                               | 498              |
| 95                              | X UNILEVER NV NY REG SHS    | 904784709 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 274               | 220                 |                  |             |                      |                               | 54               |
| 96                              | X UNILEVER NV NY REG SHS    | 904784709 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 3,011             | 2,252               |                  |             |                      |                               | 759              |
| 97                              | X UNITED PARCEL SVC CL B    | 911312106 |           |                                      | 3/18/2013     |                    | 3/26/2013  | 1,614             | 1,624               |                  |             |                      |                               | -10              |
| 98                              | X UNITED PARCEL SVC CL B    | 911312106 |           |                                      | 3/18/2013     |                    | 10/22/2013 | 2,078             | 1,880               |                  |             |                      |                               | 198              |
| 99                              | X U S TREASURY BOND         | 912810F0  |           |                                      | 3/3/2011      |                    | 10/22/2013 | 16,367            | 13,880              |                  |             |                      |                               | 2,487            |
| 100                             | X U S TREASURY BOND         | 912810F0  |           |                                      | 3/3/2011      |                    | 11/26/2013 | 2,279             | 1,983               |                  |             |                      |                               | 296              |
| 101                             | X U S TREASURY BOND         | 912810QJ5 |           |                                      | 2/24/2012     |                    | 10/22/2013 | 18,258            | 20,057              |                  |             | 1,800                |                               | 1                |
| 102                             | X ENBRIDGE INC              | 29250N105 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 3,107             | 1,916               |                  |             |                      |                               | 1,191            |
| 103                             | X ENBRIDGE INC              | 29250N105 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 2,642             | 1,831               |                  |             |                      |                               | 811              |
| 104                             | X ENBRIDGE INC              | 29250N105 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 1,719             | 1,173               |                  |             |                      |                               | 546              |
| 105                             | X ENBRIDGE INC              | 29250N105 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 8,387             | 7,442               |                  |             |                      |                               | 945              |
| 106                             | X ENBRIDGE INC              | 29250N105 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 7,848             | 4,959               |                  |             |                      |                               | 2,889            |
| 107                             | X ENBRIDGE INC              | 29250N105 |           |                                      | 1/5/2012      |                    | 11/26/2013 | 726               | 633                 |                  |             |                      |                               | 93               |
| 108                             | X EXXON MOBIL CORP          | 30231G102 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 6,301             | 5,006               |                  |             |                      |                               | 1,295            |
| 109                             | X EXXON MOBIL CORP          | 30231G102 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 3,924             | 3,147               |                  |             |                      |                               | 777              |
| 110                             | X DOMINION RES INC NEW VA   | 25746U109 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 12,453            | 9,670               |                  |             |                      |                               | 2,783            |
| 111                             | X DOMINION RES INC NEW VA   | 25746U109 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 8,989             | 6,464               |                  |             |                      |                               | 2,525            |
| 112                             | X EXXON MOBIL CORP          | 30231G102 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 15,996            | 13,992              |                  |             |                      |                               | 2,004            |
| 113                             | X EXXON MOBIL CORP          | 30231G102 |           |                                      | 9/9/2011      |                    | 11/21/2013 | 1,902             | 1,426               |                  |             |                      |                               | 476              |
| 114                             | X EXXON MOBIL CORP          | 30231G102 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 16,169            | 12,334              |                  |             |                      |                               | 3,835            |
| 115                             | X EXXON MOBIL CORP          | 30231G102 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 4,756             | 3,576               |                  |             |                      |                               | 1,180            |
| 116                             | X FEDERAL HOME LN MTG COR   | 31344AUK8 |           |                                      | 1/5/2012      |                    | 11/15/2013 | 33,000            | 33,000              |                  |             |                      |                               | 0                |
| 117                             | X FEDERAL HOME LN MTG COR   | 31344AUK8 |           |                                      | 2/1/2011      |                    | 11/15/2013 | 11,000            | 11,000              |                  |             |                      |                               | 0                |
| 118                             | X FEDERAL HOME LN MTG COR   | 31344AUK8 |           |                                      | 12/1/2010     |                    | 11/15/2013 | 15,000            | 15,000              |                  |             |                      |                               | 0                |
| 119                             | X FEDERAL HOME LN MTG COR   | 31344AUK8 |           |                                      | 12/1/2010     |                    | 11/15/2013 | 8,000             | 8,000               |                  |             |                      |                               | 0                |
| 120                             | X FEDERAL HOME LN MTG COR   | 31344AUK8 |           |                                      | 8/26/2013     |                    | 11/15/2013 | 20,000            | 20,192              |                  |             |                      |                               | -192             |
| 121                             | X MCDONALDS CORP            | 580135101 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 3,333             | 2,705               |                  |             |                      |                               | 628              |
| 122                             | X MEADWESTVACO CORP         | 583334107 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,031             | 1,284               |                  |             |                      |                               | 747              |
| 123                             | X MEADWESTVACO CORP         | 583334107 |           |                                      | 12/1/2010     |                    | 10/22/2013 | 2,093             | 1,238               |                  |             |                      |                               | 855              |
| 124                             | X MEADWESTVACO CORP         | 583334107 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 6,007             | 4,646               |                  |             |                      |                               | 1,361            |
| 125                             | X MEADWESTVACO CORP         | 583334107 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 5,148             | 3,451               |                  |             |                      |                               | 1,697            |
| 126                             | X MEADWESTVACO CORP         | 583334107 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 1,270             | 848                 |                  |             |                      |                               | 422              |
| 127                             | X MERCK AND CO INC SHS      | 58933Y105 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,831             | 2,243               |                  |             |                      |                               | 588              |
| 128                             | X U S TREASURY BOND         | 912810QJ5 |           |                                      | 2/24/2012     |                    | 11/26/2013 | 3,541             | 4,011               |                  |             |                      | 470                           | 0                |
| 129                             | X U S TREASURY NOTE         | 912828LK4 |           |                                      | 1/5/2012      |                    | 6/6/2013   | 23,614            | 23,559              |                  |             |                      |                               | 55               |
| 130                             | X U S TREASURY NOTE         | 912828LK4 |           |                                      | 2/1/2011      |                    | 6/6/2013   | 5,133             | 5,045               |                  |             |                      |                               | 88               |
| 131                             | X U S TREASURY NOTE         | 912828ND8 |           |                                      | 12/1/2010     |                    | 10/22/2013 | 2,219             | 2,076               |                  |             |                      |                               | 143              |
| 132                             | X U S TREASURY NOTE         | 912828ND8 |           |                                      | 12/1/2010     |                    | 11/26/2013 | 2,206             | 2,028               |                  |             |                      |                               | 178              |
| 133                             | X U S TREASURY NOTE         | 912828NT3 |           |                                      | 12/1/2010     |                    | 11/26/2013 | 1,944             | 975                 |                  |             |                      |                               | 69               |
| 134                             | X U S TREASURY NOTE         | 912828NZ9 |           |                                      | 1/5/2012      |                    | 6/27/2013  | 29,518            | 29,438              |                  |             |                      |                               | 80               |
| 135                             | X U S TREASURY NOTE         | 912828P00 |           |                                      | 5/27/2013     |                    | 6/27/2013  | 25,945            | 25,221              |                  |             |                      |                               | 724              |
| 136                             | X U S TREASURY NOTE         | 912828RC6 |           |                                      | 10/26/2012    |                    | 5/13/2013  | 25,012            | 25,063              |                  |             |                      |                               | -51              |

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  | Totals               |                                |                                          |             | Net Gain or Loss |
|---------------------------------|---|-------------------------|-----------|-----------|--------------------------------------|---------------|--------------------|------------|----------------------|--------------------------------|------------------------------------------|-------------|------------------|
|                                 |   |                         |           |           |                                      |               |                    |            | Capital Gains/Losses |                                |                                          |             |                  |
|                                 |   |                         |           |           |                                      |               |                    |            | Gross Sales          | Cost, Other Basis and Expenses | Expense of Sale and Cost of Improvements | Adjustments |                  |
| 137                             | X | U.S. TREASURY NOTE      | 912828RC6 |           |                                      | 1/5/2012      |                    | 5/13/2013  | 13,548               |                                |                                          | 0           | 349              |
| 138                             | X | U.S. TREASURY NOTE      | 912828RC6 |           |                                      | 8/25/2011     |                    | 5/13/2013  | 9,380                | 8,911                          |                                          | 0           | 469              |
| 139                             | X | U.S. TREASURY NOTE      | 912828RM4 |           |                                      | 11/17/2011    |                    | 11/26/2013 | 1,013                | 1,004                          |                                          | 0           | 9                |
| 140                             | X | U.S. TREASURY NOTE      | 912828SF8 |           |                                      | 2/27/2012     |                    | 10/22/2013 | 6,862                | 7,045                          |                                          | 182         | -1               |
| 141                             | X | U.S. TREASURY NOTE      | 912828SF8 |           |                                      | 2/27/2012     |                    | 11/26/2013 | 4,867                | 5,032                          |                                          | 164         | -1               |
| 142                             | X | UNITED TECHS CORP COM   | 913071709 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 4,081                | 3,419                          |                                          | 0           | 662              |
| 143                             | X | FEDERAL HOME LN MTG COR | 313444UK8 |           |                                      | 8/21/2013     |                    | 11/15/2013 | 18,000               | 18,189                         |                                          | 0           | -189             |
| 144                             | X | FEDERAL NATL MTG ASSOC  | 313500BA0 |           |                                      | 8/2/2012      |                    | 11/26/2013 | 1,046                | 1,043                          |                                          | 0           | 3                |
| 145                             | X | FEDERAL HOME LN MTG COR | 3137EADH9 |           |                                      | 11/21/2013    |                    | 11/26/2013 | 2,007                | 2,006                          |                                          | 0           | 1                |
| 146                             | X | FEDERAL NATL MTG ASSOC  | 3138ADAM1 |           |                                      | 12/1/2010     |                    | 10/22/2013 | 2,313                | 2,197                          |                                          | 0           | 116              |
| 147                             | X | FEDERAL NATL MTG ASSOC  | 3138ADAM1 |           |                                      | 12/1/2010     |                    | 11/26/2013 | 1,155                | 1,096                          |                                          | 0           | 59               |
| 148                             | X | FIFTH THIRD BANCORP     | 316773100 |           |                                      | 12/20/2012    |                    | 3/26/2013  | 1,541                | 1,434                          |                                          | 107         | 0                |
| 149                             | X | FIFTH THIRD BANCORP     | 316773100 |           |                                      | 12/20/2012    |                    | 10/22/2013 | 1,791                | 1,418                          |                                          | 0           | 373              |
| 150                             | X | MERCK AND CO INC SHS    | 59833Y105 |           |                                      | 12/1/2010     |                    | 5/15/2013  | 1,733                | 1,297                          |                                          | 0           | 436              |
| 151                             | X | MERCK AND CO INC SHS    | 59833Y105 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 2,836                | 2,068                          |                                          | 0           | 768              |
| 152                             | X | METLIFE INC COM         | 59156R108 |           |                                      | 7/9/2013      |                    | 11/21/2013 | 8,360                | 7,768                          |                                          | 0           | 594              |
| 153                             | X | MICROSOFT CORP          | 594918104 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 1,971                | 1,833                          |                                          | 0           | 139              |
| 154                             | X | MONDELEZ INTERNATIONAL  | 603207105 |           |                                      | 4/22/2013     |                    | 10/22/2013 | 1,753                | 1,674                          |                                          | 0           | 79               |
| 155                             | X | MONDELEZ INTERNATIONAL  | 603207105 |           |                                      | 4/22/2013     |                    | 11/21/2013 | 14,071               | 13,169                         |                                          | 0           | 902              |
| 156                             | X | MOTOROLA SOLUTIONS INC  | 620076307 |           |                                      | 10/2/2013     |                    | 11/21/2013 | 12,107               | 11,284                         |                                          | 0           | 843              |
| 157                             | X | NEWMONT MINING CORP     | 651639106 |           |                                      | 2/11/2013     |                    | 3/26/2013  | 1,146                | 1,250                          |                                          | 0           | -104             |
| 158                             | X | NEWMONT MINING CORP     | 651639106 |           |                                      | 2/11/2013     |                    | 11/21/2013 | 1,764                | 3,036                          |                                          | 0           | -1,272           |
| 159                             | X | KIMBERLY CLARK          | 494368103 |           |                                      | 12/21/2010    |                    | 10/22/2013 | 2,670                | 1,640                          |                                          | 0           | 1,030            |
| 160                             | X | KIMBERLY CLARK          | 494368103 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 11,267               | 7,597                          |                                          | 0           | 3,670            |
| 161                             | X | NEWMONT MINING CORP     | 651639106 |           |                                      | 2/12/2013     |                    | 11/21/2013 | 4,359                | 7,593                          |                                          | 0           | -3,234           |
| 162                             | X | NEXTERA ENERGY INC SHS  | 65339F101 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 4,234                | 2,809                          |                                          | 0           | 1,425            |
| 163                             | X | NEXTERA ENERGY INC SHS  | 65339F101 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 2,766                | 1,788                          |                                          | 0           | 978              |
| 164                             | X | NEXTERA ENERGY INC SHS  | 65339F101 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 9,873                | 6,741                          |                                          | 0           | 3,132            |
| 165                             | X | NEXTERA ENERGY INC SHS  | 65339F101 |           |                                      | 12/21/2010    |                    | 11/21/2013 | 10,392               | 6,170                          |                                          | 0           | 4,222            |
| 166                             | X | NEXTERA ENERGY INC SHS  | 65339F101 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 3,811                | 2,247                          |                                          | 0           | 1,564            |
| 167                             | X | NORTHEAST UTILITIES COM | 664397106 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,269                | 1,677                          |                                          | 0           | 592              |
| 168                             | X | NORTHEAST UTILITIES COM | 664397106 |           |                                      | 12/1/2010     |                    | 10/22/2013 | 1,698                | 1,266                          |                                          | 0           | 432              |
| 169                             | X | NORTHEAST UTILITIES COM | 664397106 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 5,402                | 4,464                          |                                          | 0           | 938              |
| 170                             | X | NORTHEAST UTILITIES COM | 664397106 |           |                                      | 12/21/2010    |                    | 11/21/2013 | 4,642                | 3,520                          |                                          | 0           | 1,122            |
| 171                             | X | NORTHEAST UTILITIES COM | 664397106 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 971                  | 728                            |                                          | 0           | 243              |
| 172                             | X | NORTHROP GRUMMAN CORP   | 66807102  |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,006                | 1,656                          |                                          | 0           | 350              |
| 173                             | X | NORTHROP GRUMMAN CORP   | 66807102  |           |                                      | 12/1/2010     |                    | 9/17/2013  | 2,073                | 1,199                          |                                          | 0           | 874              |
| 174                             | X | OCCIDENTAL PETE CORP CA | 674599105 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,568                | 2,995                          |                                          | 0           | -427             |
| 175                             | X | OCCIDENTAL PETE CORP CA | 674599105 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 2,463                | 2,451                          |                                          | 0           | 12               |
| 176                             | X | OCCIDENTAL PETE CORP CA | 674599105 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 9,229                | 9,022                          |                                          | 0           | 207              |
| 177                             | X | OCCIDENTAL PETE CORP CA | 674599105 |           |                                      | 12/21/2010    |                    | 11/21/2013 | 7,854                | 7,772                          |                                          | 0           | 82               |
| 178                             | X | CHUBB CORP              | 171232101 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 3,291                | 2,203                          |                                          | 0           | 1,089            |
| 179                             | X | CHUBB CORP              | 171232101 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 6,976                | 5,011                          |                                          | 0           | 1,955            |
| 180                             | X | CHUBB CORP              | 171232101 |           |                                      | 12/21/2010    |                    | 11/21/2013 | 9,556                | 5,915                          |                                          | 0           | 3,641            |
| 181                             | X | CHUBB CORP              | 171232101 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 5,351                | 3,247                          |                                          | 0           | 2,104            |
| 182                             | X | CISCO SYSTEMS INC       | 17275RAH5 |           |                                      | 12/1/2010     |                    | 10/22/2013 | 2,220                | 2,094                          |                                          | 0           | 126              |
| 183                             | X | CISCO SYSTEMS INC       | 17275RAH5 |           |                                      | 12/1/2010     |                    | 11/26/2013 | 2,205                | 2,093                          |                                          | 0           | 112              |
| 184                             | X | CITIGROUP INC COM NEW   | 172967424 |           |                                      | 3/11/2013     |                    | 3/26/2013  | 1,388                | 1,479                          |                                          | 0           | -91              |
| 185                             | X | CITIGROUP INC COM NEW   | 172967424 |           |                                      | 3/11/2013     |                    | 10/22/2013 | 1,949                | 1,813                          |                                          | 0           | 136              |
| 186                             | X | CITIGROUP INC COM NEW   | 172967424 |           |                                      | 5/9/2013      |                    | 11/21/2013 | 1,803                | 1,710                          |                                          | 0           | 93               |
| 187                             | X | CITIGROUP INC COM NEW   | 172967424 |           |                                      | 3/11/2013     |                    | 11/21/2013 | 14,734               | 13,843                         |                                          | 0           | 891              |
| 188                             | X | CITIGROUP INC           | 172967FT3 |           |                                      | 11/17/2011    |                    | 11/26/2013 | 1,063                | 957                            |                                          | 0           | 106              |
| 189                             | X | Coca Cola COM           | 191216100 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 3,290                | 2,618                          |                                          | 0           | 672              |
| 190                             | X | Coca Cola COM           | 191216100 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 1,866                | 1,551                          |                                          | 0           | 315              |
| 191                             | X | COMCAST GRP NEW CL A SP | 20030N200 |           |                                      | 2/16/2011     |                    | 3/26/2013  | 1,329                | 817                            |                                          | 0           | 512              |
| 192                             | X | COMCAST GRP NEW CL A SP | 20030N200 |           |                                      | 2/16/2011     |                    | 5/15/2013  | 1,457                | 841                            |                                          | 0           | 616              |
| 193                             | X | FIFTH THIRD BANCORP     | 316773100 |           |                                      | 12/21/2012    |                    | 11/21/2013 | 13,738               | 10,332                         |                                          | 0           | 3,406            |
| 194                             | X | FIFTH THIRD BANCORP     | 316773100 |           |                                      | 12/20/2012    |                    | 11/21/2013 | 2,104                | 1,586                          |                                          | 0           | 518              |
| 195                             | X | FIRSTENERGY CORP        | 337932107 |           |                                      | 12/21/2010    |                    | 2/6/2013   | 3,569                | 3,316                          |                                          | 0           | 253              |
| 196                             | X | FIRSTENERGY CORP        | 337932107 |           |                                      | 12/1/2010     |                    | 2/6/2013   | 4,680                | 4,180                          |                                          | 0           | 500              |
| 197                             | X | FIRSTENERGY CORP        | 337932107 |           |                                      | 1/5/2012      |                    | 2/6/2013   | 4,857                | 5,148                          |                                          | 0           | -291             |
| 198                             | X | FIRSTENERGY CORP        | 337932107 |           |                                      | 1/5/2012      |                    | 2/6/2013   | 714                  | 760                            |                                          | 0           | -46              |
| 199                             | X | GENL DYNAMICS CORP CON  | 369550108 |           |                                      | 12/21/2010    |                    | 2/11/2013  | 1,134                | 1,201                          |                                          | 0           | -67              |
| 200                             | X | GENL DYNAMICS CORP CON  | 369550108 |           |                                      | 12/1/2010     |                    | 2/11/2013  | 5,535                | 5,604                          |                                          | 0           | -69              |
| 201                             | X | GENL DYNAMICS CORP CON  | 369550108 |           |                                      | 1/5/2012      |                    | 2/12/2013  | 8,542                | 8,667                          |                                          | 0           | -125             |
| 202                             | X | GENL DYNAMICS CORP CON  | 369550108 |           |                                      | 12/21/2010    |                    | 2/12/2013  | 3,537                | 3,746                          |                                          | 0           | -209             |
| 203                             | X | GENERAL ELECTRIC        | 369604103 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 3,769                | 2,661                          |                                          | 0           | 1,108            |
| 204                             | X | GENERAL ELECTRIC        | 369604103 |           |                                      | 12/14/2010    |                    | 5/15/2013  | 1,230                | 947                            |                                          | 0           | 283              |

Part 1, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

| Long Term CG Distributions      |   |                  |  |  |  |  |  |  |  | Amount      |  | Totals               |  |           |  |                                      |  |               |  |                    |  |           |  |                   |  |                     |  |                  |  |                                          |  |              |  |             |  |                  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |    |
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| Short Term CG Distributions     |   |                  |  |  |  |  |  |  |  | 1,389       |  | Capital Gains/Losses |  |           |  |                                      |  |               |  |                    |  |           |  |                   |  |                     |  |                  |  |                                          |  |              |  |             |  |                  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |    |
| 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 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |    |
| 205                             | X | GENERAL ELECTRIC |  |  |  |  |  |  |  |             |  |                      |  |           |  |                                      |  |               |  |                    |  |           |  |                   |  |                     |  |                  |  |                                          |  |              |  |             |  |                  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | </ |

Amount

Long Term CG Distributions

Short Term CG Distributions

Capital Gains/Losses

Other sales

Gross Sales

Cost, Other Basis and Expenses

Expense of Sale and Cost of Improvements

Depreciation

Adjustments

Net Gain or Loss

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

| Totals                          |             |                          |           |                                      |               |                    |            |                   |                     |                  |                                          |                                |             |                  |
|---------------------------------|-------------|--------------------------|-----------|--------------------------------------|---------------|--------------------|------------|-------------------|---------------------|------------------|------------------------------------------|--------------------------------|-------------|------------------|
| Capital Gains/Losses            |             |                          |           |                                      |               |                    |            |                   |                     | Gross Sales      |                                          | Cost, Other Basis and Expenses |             | Net Gain or Loss |
| Other sales                     |             |                          |           |                                      |               |                    |            |                   |                     | 5,047,916        |                                          | 2,186,673                      |             | 2,861,243        |
|                                 |             |                          |           |                                      |               |                    |            |                   |                     |                  |                                          |                                |             |                  |
| 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 |
|                                 |             |                          |           |                                      |               |                    |            |                   |                     |                  |                                          |                                |             |                  |
| 273                             | X           | U.S. TREASURY BOND       |           |                                      | 2/24/2012     |                    | 1/9/2013   | 6,107             | 6,018               |                  |                                          |                                |             | 89               |
| 274                             | X           | VODAFONE GROU PLC SP AD  |           |                                      | 12/21/2010    |                    | 2/21/2013  | 3,936             | 4,255               |                  |                                          |                                |             | -319             |
| 275                             | X           | COMCAST CRP NEW CL A SP  |           |                                      | 2/16/2011     |                    | 9/17/2013  | 3,329             | 1,849               |                  |                                          |                                |             | 1,480            |
| 276                             | X           | COMCAST CRP NEW CL A SP  |           |                                      | 2/16/2011     |                    | 11/21/2013 | 7,389             | 3,843               |                  |                                          |                                |             | 3,546            |
| 277                             | X           | COMCAST CRP NEW CL A SP  |           |                                      | 2/16/2011     |                    | 11/21/2013 | 1,616             | 879                 |                  |                                          |                                |             | 737              |
| 278                             | X           | COMCAST CRP NEW CL A SP  |           |                                      | 2/21/2013     |                    | 11/21/2013 | 7,158             | 5,894               |                  |                                          |                                |             | 1,264            |
| 279                             | X           | COMCAST CRP NEW CL A SP  |           |                                      | 1/5/2012      |                    | 11/21/2013 | 12,885            | 6,793               |                  |                                          |                                |             | 6,092            |
| 280                             | X           | CONOCOPHILLIPS           |           |                                      | 12/1/2010     |                    | 3/26/2013  | 1,874             | 1,487               |                  |                                          |                                |             | 387              |
| 281                             | X           | CONOCOPHILLIPS           |           |                                      | 12/1/2010     |                    | 10/22/2013 | 1,690             | 1,103               |                  |                                          |                                |             | 587              |
| 282                             | X           | CONOCOPHILLIPS           |           |                                      | 12/1/2010     |                    | 11/21/2013 | 661               | 432                 |                  |                                          |                                |             | 229              |
| 283                             | X           | HOME DEPOT INC           |           |                                      | 12/21/2010    |                    | 11/21/2013 | 10,368            | 4,599               |                  |                                          |                                |             | 5,769            |
| 284                             | X           | HOME DEPOT INC           |           |                                      | 1/5/2012      |                    | 11/26/2013 | 966               | 512                 |                  |                                          |                                |             | 454              |
| 285                             | X           | HONEYWELL INTL INC DEL   |           |                                      | 4/6/2011      |                    | 3/26/2013  | 2,115             | 1,653               |                  |                                          |                                |             | 462              |
| 286                             | X           | HONEYWELL INTL INC DEL   |           |                                      | 4/6/2011      |                    | 9/17/2013  | 2,138             | 1,476               |                  |                                          |                                |             | 662              |
| 287                             | X           | HONEYWELL INTL INC DEL   |           |                                      | 1/5/2012      |                    | 11/21/2013 | 8,089             | 5,065               |                  |                                          |                                |             | 3,024            |
| 288                             | X           | HONEYWELL INTL INC DEL   |           |                                      | 4/29/2011     |                    | 11/21/2013 | 2,462             | 1,701               |                  |                                          |                                |             | 761              |
| 289                             | X           | HONEYWELL INTL INC DEL   |           |                                      | 4/6/2011      |                    | 11/21/2013 | 6,155             | 4,132               |                  |                                          |                                |             | 2,023            |
| 290                             | X           | IMPERIAL TOB GRP SPS ADR |           |                                      | 11/21/2013    |                    | 11/26/2013 | 2,597             | 2,610               |                  |                                          |                                |             | -13              |
| 291                             | X           | PRAXAIR INC              |           |                                      | 1/5/2012      |                    | 11/21/2013 | 11,996            | 10,369              |                  |                                          |                                |             | 1,627            |
| 292                             | X           | PROCTER & GAMBLE CO      |           |                                      | 12/1/2010     |                    | 3/26/2013  | 4,018             | 3,240               |                  |                                          |                                |             | 778              |
| 293                             | X           | PROCTER & GAMBLE CO      |           |                                      | 12/1/2010     |                    | 5/15/2013  | 1,130             | 872                 |                  |                                          |                                |             | 258              |
| 294                             | X           | PROCTER & GAMBLE CO      |           |                                      | 12/1/2010     |                    | 9/17/2013  | 2,475             | 1,931               |                  |                                          |                                |             | 544              |
| 295                             | X           | PROCTER & GAMBLE CO      |           |                                      | 1/5/2012      |                    | 11/21/2013 | 10,939            | 8,600               |                  |                                          |                                |             | 2,339            |
| 296                             | X           | PROCTER & GAMBLE CO      |           |                                      | 12/21/2010    |                    | 11/21/2013 | 11,024            | 8,462               |                  |                                          |                                |             | 2,562            |
| 297                             | X           | PROCTER & GAMBLE CO      |           |                                      | 12/1/2010     |                    | 11/21/2013 | 3,646             | 2,679               |                  |                                          |                                |             | 967              |
| 298                             | X           | PRUDENTIAL FINANCIAL INC |           |                                      | 7/43/20/02    |                    | 3/26/2013  | 2,259             | 1,977               |                  |                                          |                                |             | 282              |
| 299                             | X           | PRUDENTIAL FINANCIAL INC |           |                                      | 12/21/2010    |                    | 9/17/2013  | 82                | 60                  |                  |                                          |                                |             | 22               |
| 300                             | X           | PRUDENTIAL FINANCIAL INC |           |                                      | 7/43/20/02    |                    | 9/17/2013  | 2,208             | 1,405               |                  |                                          |                                |             | 803              |
| 301                             | X           | PRUDENTIAL FINANCIAL INC |           |                                      | 8/29/2012     |                    | 11/21/2013 | 15,774            | 9,565               |                  |                                          |                                |             | 6,209            |
| 302                             | X           | PRUDENTIAL FINANCIAL INC |           |                                      | 1/5/2012      |                    | 11/21/2013 | 8,293             | 4,696               |                  |                                          |                                |             | 3,597            |
| 303                             | X           | PRUDENTIAL FINANCIAL INC |           |                                      | 7/43/20/02    |                    | 11/21/2013 | 4,417             | 2,917               |                  |                                          |                                |             | 1,500            |
| 304                             | X           | PUB SVC ENTERPRISE GRP   |           |                                      | 12/1/2010     |                    | 3/26/2013  | 1,542             | 1,439               |                  |                                          |                                |             | 103              |
| 305                             | X           | VODAFONE GROU PLC SP AD  |           |                                      | 12/1/2010     |                    | 2/21/2013  | 3,174             | 3,350               |                  |                                          |                                |             | -176             |
| 306                             | X           | WAL-MART STORES INC      |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,167             | 1,591               |                  |                                          |                                |             | 576              |
| 307                             | X           | WAL-MART STORES INC      |           |                                      | 12/1/2010     |                    | 9/17/2013  | 2,182             | 1,591               |                  |                                          |                                |             | 591              |
| 308                             | X           | WAL-MART STORES INC      |           |                                      | 1/5/2012      |                    | 11/21/2013 | 7,792             | 5,824               |                  |                                          |                                |             | 1,968            |
| 309                             | X           | WAL-MART STORES INC      |           |                                      | 12/21/2010    |                    | 11/21/2013 | 7,083             | 4,847               |                  |                                          |                                |             | 2,236            |
| 310                             | X           | WAL-MART STORES INC      |           |                                      | 12/1/2010     |                    | 11/21/2013 | 1,653             | 1,152               |                  |                                          |                                |             | 501              |
| 311                             | X           | WELLS FARGO & CO NEW DE  |           |                                      | 12/1/2010     |                    | 3/26/2013  | 5,550             | 4,102               |                  |                                          |                                |             | 1,448            |
| 312                             | X           | WELLS FARGO & CO NEW DE  |           |                                      | 12/1/2010     |                    | 5/15/2013  | 2,117             | 1,487               |                  |                                          |                                |             | 630              |
| 313                             | X           | WELLS FARGO & CO NEW DE  |           |                                      | 12/1/2010     |                    | 9/17/2013  | 3,975             | 2,560               |                  |                                          |                                |             | 1,415            |
| 314                             | X           | WELLS FARGO & CO NEW DE  |           |                                      | 1/5/2012      |                    | 11/21/2013 | 16,744            | 10,880              |                  |                                          |                                |             | 5,864            |
| 315                             | X           | WELLS FARGO & CO NEW DE  |           |                                      | 9/9/2011      |                    | 11/21/2013 | 3,084             | 1,660               |                  |                                          |                                |             | 1,424            |
| 316                             | X           | WELLS FARGO & CO NEW DE  |           |                                      | 12/21/2010    |                    | 11/21/2013 | 14,982            | 10,470              |                  |                                          |                                |             | 4,512            |
| 317                             | X           | WELLS FARGO & CO NEW DE  |           |                                      | 12/1/2010     |                    | 11/21/2013 | 5,905             | 3,689               |                  |                                          |                                |             | 2,216            |
| 318                             | X           | WELLS FARGO & CO NEW DE  |           |                                      | 9/9/2011      |                    | 11/26/2013 | 847               | 544                 |                  |                                          |                                |             | 303              |
| 319                             | X           | CONOCOPHILLIPS           |           |                                      | 12/21/2010    |                    | 11/21/2013 | 5,875             | 4,131               |                  |                                          |                                |             | 1,744            |
| 320                             | X           | CONOCOPHILLIPS           |           |                                      | 9/9/2011      |                    | 11/21/2013 | 1,469             | 999                 |                  |                                          |                                |             | 470              |
| 321                             | X           | CONOCOPHILLIPS           |           |                                      | 1/5/2012      |                    | 11/21/2013 | 6,904             | 5,288               |                  |                                          |                                |             | 1,616            |
| 322                             | X           | CONSOL ENERGY INC COM    |           |                                      | 12/1/2010     |                    | 5/15/2013  | 1,182             | 1,543               |                  |                                          |                                |             | -361             |
| 323                             | X           | CONSOL ENERGY INC COM    |           |                                      | 12/21/2010    |                    | 9/24/2013  | 68                | 91                  |                  |                                          |                                |             | -23              |
| 324                             | X           | CONSOL ENERGY INC COM    |           |                                      | 12/1/2010     |                    | 9/24/2013  | 1,640             | 2,117               |                  |                                          |                                |             | -477             |
| 325                             | X           | CONSOL ENERGY INC COM    |           |                                      | 1/5/2012      |                    | 9/25/2013  | 2,507             | 2,874               |                  |                                          |                                |             | -367             |
| 326                             | X           | CONSOL ENERGY INC COM    |           |                                      | 12/21/2010    |                    | 9/25/2013  | 2,843             | 3,537               |                  |                                          |                                |             | -694             |
| 327                             | X           | INTEL CORP               |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,012             | 2,015               |                  |                                          |                                |             | -3               |
| 328                             | X           | INTEL CORP               |           |                                      | 12/1/2010     |                    | 9/17/2013  | 1,784             | 1,625               |                  |                                          |                                |             | 159              |
| 329                             | X           | INTEL CORP               |           |                                      | 1/5/2012      |                    | 11/21/2013 | 5,441             | 5,554               |                  |                                          |                                |             | -113             |
| 330                             | X           | INTEL CORP               |           |                                      | 12/21/2010    |                    | 11/21/2013 | 4,947             | 4,269               |                  |                                          |                                |             | 678              |
| 331                             | X           | INTEL CORP               |           |                                      | 12/1/2010     |                    | 11/21/2013 | 1,286             | 1,127               |                  |                                          |                                |             | 159              |
| 332                             | X           | INTL BUSINESS MACHINES   |           |                                      | 12/1/2010     |                    | 3/26/2013  | 4,453             | 3,039               |                  |                                          |                                |             | 1,414            |
| 333                             | X           | INTL BUSINESS MACHINES   |           |                                      | 12/1/2010     |                    | 9/17/2013  | 2,690             | 2,026               |                  |                                          |                                |             | 664              |
| 334                             | X           | INTL BUSINESS MACHINES   |           |                                      | 1/5/2012      |                    | 11/21/2013 | 10,498            | 10,479              |                  |                                          |                                |             | 19               |
| 335                             | X           | INTL BUSINESS MACHINES   |           |                                      | 12/21/2010    |                    | 11/21/2013 | 9,208             | 7,280               |                  |                                          |                                |             | 1,928            |
| 336                             | X           | INTL BUSINESS MACHINES   |           |                                      | 12/1/2010     |                    | 11/21/2013 | 2,947             | 2,315               |                  |                                          |                                |             | 632              |
| 337                             | X           | INTL BUSINESS MACHINES   |           |                                      | 1/5/2012      |                    | 11/26/2013 | 713               | 735                 |                  |                                          |                                |             | -22              |
| 338                             | X           | INTL PAPER CO            |           |                                      | 7/16/2013     |                    | 11/21/2013 | 11,755            | 12,328              |                  |                                          |                                |             | -573             |
| 339                             | X           | JPMORGAN CHASE & CO      |           |                                      | 12/1/2010     |                    | 3/26/2013  | 7,076             | 5,582               |                  |                                          |                                |             | 1,494            |
| 340                             | X           | JPMORGAN CHASE & CO      |           |                                      | 12/1/2010     |                    | 5/15/2013  | 2,858             | 2,141               |                  |                                          |                                |             | 717              |

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

| Long Term CG Distributions      |             | Amount                   | Totals               |                                      |               |                    |             |                   |                     |                  |                                          |              | Net Gain or Loss |                  |
|---------------------------------|-------------|--------------------------|----------------------|--------------------------------------|---------------|--------------------|-------------|-------------------|---------------------|------------------|------------------------------------------|--------------|------------------|------------------|
| Short Term CG Distributions     |             |                          | 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      |                  |
| 341                             | X           | JP MORGAN CHASE & CO     | 46625H100            |                                      | 12/1/2010     |                    | 9/17/2013   | 3,550             | 2,562               |                  |                                          |              | 0                | 988              |
| 342                             | X           | PUB SVC ENTERPRISE GRP   | 744573106            |                                      | 1/5/2012      |                    | 11/21/2013  | 4,315             | 4,050               |                  |                                          |              | 0                | 265              |
| 343                             | X           | PUB SVC ENTERPRISE GRP   | 744573106            |                                      | 12/1/2010     |                    | 11/21/2013  | 3,708             | 3,445               |                  |                                          |              | 0                | 263              |
| 344                             | X           | PUB SVC ENTERPRISE GRP   | 744573106            |                                      | 12/1/2010     |                    | 11/21/2013  | 2,158             | 2,002               |                  |                                          |              | 0                | 156              |
| 345                             | X           | RAYTHEON CO DELAWARE N   | 75511507             |                                      | 12/1/2010     |                    | 3/26/2013   | 3,935             | 3,209               |                  |                                          |              | 0                | 726              |
| 346                             | X           | RAYTHEON CO DELAWARE N   | 75511507             |                                      | 12/1/2010     |                    | 9/17/2013   | 3,286             | 1,935               |                  |                                          |              | 0                | 1,351            |
| 347                             | X           | RAYTHEON CO DELAWARE N   | 75511507             |                                      | 1/5/2012      |                    | 11/21/2013  | 11,775            | 6,518               |                  |                                          |              | 0                | 5,257            |
| 348                             | X           | RAYTHEON CO DELAWARE N   | 75511507             |                                      | 12/1/2010     |                    | 11/21/2013  | 7,239             | 3,917               |                  |                                          |              | 0                | 3,322            |
| 349                             | X           | RAYTHEON CO DELAWARE N   | 75511507             |                                      | 12/1/2010     |                    | 11/21/2013  | 12,211            | 6,301               |                  |                                          |              | 0                | 5,910            |
| 350                             | X           | WEYERHAEUSER CO          | 982166104            |                                      | 12/1/2010     |                    | 3/26/2013   | 3,285             | 1,821               |                  |                                          |              | 0                | 1,463            |
| 351                             | X           | WEYERHAEUSER CO          | 982166104            |                                      | 12/1/2010     |                    | 9/17/2013   | 1,801             | 1,083               |                  |                                          |              | 0                | 718              |
| 352                             | X           | WEYERHAEUSER CO          | 982166104            |                                      | 1/5/2012      |                    | 11/21/2013  | 8,215             | 5,261               |                  |                                          |              | 0                | 2,954            |
| 353                             | X           | WEYERHAEUSER CO          | 982166104            |                                      | 12/1/2010     |                    | 11/21/2013  | 7,041             | 4,472               |                  |                                          |              | 0                | 2,569            |
| 354                             | X           | WEYERHAEUSER CO          | 982166104            |                                      | 12/1/2010     |                    | 11/21/2013  | 2,288             | 1,340               |                  |                                          |              | 0                | 948              |
| 355                             | X           | WYNDHAM WORLDWIDE COR    | 98310W108            |                                      | 11/1/2008     |                    | 8/21/2013   | 1,032,316         | 115,127             |                  |                                          |              | 0                | 917,189          |
| 356                             | X           | WYNDHAM WORLDWIDE COR    | 98310W108            |                                      | 11/1/2008     |                    | 8/22/2013   | 1,054,743         | 115,127             |                  |                                          |              | 0                | 939,616          |
| 357                             | X           | JP MORGAN CHASE & CO     | 46625H100            |                                      | 1/5/2012      |                    | 11/21/2013  | 21,660            | 13,270              |                  |                                          |              | 0                | 8,390            |
| 358                             | X           | JP MORGAN CHASE & CO     | 46625H100            |                                      | 9/9/2011      |                    | 11/21/2013  | 3,990             | 2,269               |                  |                                          |              | 0                | 1,721            |
| 359                             | X           | JP MORGAN CHASE & CO     | 46625H100            |                                      | 12/1/2010     |                    | 11/21/2013  | 6,840             | 4,588               |                  |                                          |              | 0                | 2,252            |
| 360                             | X           | JP MORGAN CHASE & CO     | 46625H100            |                                      | 12/21/2010    |                    | 11/21/2013  | 18,240            | 13,121              |                  |                                          |              | 0                | 5,119            |
| 361                             | X           | JP MORGAN CHASE & CO     | 46625H100            |                                      | 12/1/2010     |                    | 11/26/2013  | 1,035             | 1,015               |                  |                                          |              | 0                | 20               |
| 362                             | X           | JOHNSON AND JOHNSON CC   | 478160104            |                                      | 12/1/2010     |                    | 3/26/2013   | 484               | 376                 |                  |                                          |              | 0                | 108              |
| 363                             | X           | JOHNSON AND JOHNSON CC   | 478160104            |                                      | 12/1/2010     |                    | 3/26/2013   | 2,745             | 2,115               |                  |                                          |              | 0                | 630              |
| 364                             | X           | CONSOL ENERGY INC COM    | 20854P109            |                                      | 8/22/2013     |                    | 9/26/2013   | 1,216             | 1,180               |                  |                                          |              | 0                | 36               |
| 365                             | X           | CONSOL ENERGY INC COM    | 20854P109            |                                      | 1/5/2012      |                    | 9/26/2013   | 2,533             | 2,912               |                  |                                          |              | 0                | -379             |
| 366                             | X           | CONSOL ENERGY INC COM    | 20854P109            |                                      | 8/21/2013     |                    | 9/26/2013   | 2,567             | 2,415               |                  |                                          |              | 0                | 152              |
| 367                             | X           | CONSOL ENERGY INC COM    | 20854P109            |                                      | 8/22/2013     |                    | 9/27/2013   | 1,316             | 1,278               |                  |                                          |              | 0                | 38               |
| 368                             | X           | CREDIT SUISSE FB USA INC | 22541LAR4            |                                      | 3/25/2011     |                    | 11/26/2013  | 1,049             | 1,025               |                  |                                          |              | 0                | 24               |
| 369                             | X           | DBS GROUP HLDGS SPN ADR  | 23304Y100            |                                      | 11/21/2013    |                    | 12/10/2013  | 6,684             | 6,836               |                  |                                          |              | 0                | -152             |
| 370                             | X           | DEERE CO                 | 244199105            |                                      | 12/1/2010     |                    | 3/26/2013   | 4,006             | 3,502               |                  |                                          |              | 0                | 504              |
| 371                             | X           | DEERE CO                 | 244199105            |                                      | 12/1/2010     |                    | 9/17/2013   | 2,347             | 2,131               |                  |                                          |              | 0                | 216              |
| 372                             | X           | DEERE CO                 | 244199105            |                                      | 12/1/2010     |                    | 3/26/2013   | 1,787             | 2,526               |                  |                                          |              | 0                | -739             |
| 373                             | X           | DEERE CO                 | 244199105            |                                      | 1/5/2012      |                    | 4/4/2013    | 8,156             | 9,184               |                  |                                          |              | 0                | -1,028           |
| 374                             | X           | DEERE CO                 | 244199105            |                                      | 12/1/2010     |                    | 4/4/2013    | 4,124             | 6,385               |                  |                                          |              | 0                | -2,261           |
| 375                             | X           | DEERE CO                 | 244199105            |                                      | 12/1/2010     |                    | 4/4/2013    | 2,429             | 3,523               |                  |                                          |              | 0                | -1,094           |
| 376                             | X           | DEERE CO                 | 244199105            |                                      | 11/21/2013    |                    | 11/26/2013  | 906               | 905                 |                  |                                          |              | 0                | 1                |
| 377                             | X           | DEERE CO                 | 244199105            |                                      | 11/21/2013    |                    | 11/26/2013  | 1,005             | 1,007               |                  |                                          |              | 0                | -2               |
| 378                             | X           | SCHLUMBERGER LTD         | 80105N105            |                                      | 12/1/2010     |                    | 3/26/2013   | 1,935             | 2,106               |                  |                                          |              | 0                | -171             |
| 379                             | X           | SCHLUMBERGER LTD         | 806857108            |                                      | 12/21/2010    |                    | 11/21/2013  | 6,369             | 5,772               |                  |                                          |              | 0                | 597              |
| 380                             | X           | SCHLUMBERGER LTD         | 806857108            |                                      | 1/5/2012      |                    | 11/21/2013  | 5,914             | 4,419               |                  |                                          |              | 0                | 1,495            |
| 381                             | X           | SCHLUMBERGER LTD         | 806857108            |                                      | 9/9/2011      |                    | 11/21/2013  | 1,820             | 1,448               |                  |                                          |              | 0                | 372              |
| 382                             | X           | SCHLUMBERGER LTD         | 806857108            |                                      | 12/24/2010    |                    | 11/21/2013  | 637               | 540                 |                  |                                          |              | 0                | 97               |
| 383                             | X           | SCHLUMBERGER LTD         | 806857108            |                                      | 12/1/2010     |                    | 11/21/2013  | 1,092             | 972                 |                  |                                          |              | 0                | 120              |
| 384                             | X           | SEMPRA ENERGY            | 816851109            |                                      | 12/1/2010     |                    | 3/26/2013   | 1,844             | 1,163               |                  |                                          |              | 0                | 681              |
| 385                             | X           | SEMPRA ENERGY            | 816851109            |                                      | 1/5/2012      |                    | 11/21/2013  | 6,040             | 3,696               |                  |                                          |              | 0                | 2,344            |
| 386                             | X           | SEMPRA ENERGY            | 816851109            |                                      | 12/21/2010    |                    | 11/21/2013  | 5,409             | 3,128               |                  |                                          |              | 0                | 2,281            |
| 387                             | X           | SEMPRA ENERGY            | 816851109            |                                      | 12/1/2010     |                    | 11/21/2013  | 2,344             | 1,315               |                  |                                          |              | 0                | 1,029            |
| 388                             | X           | DEERE CO                 | 244199105            |                                      | 1/5/2012      |                    | 11/21/2013  | 9,059             | 8,716               |                  |                                          |              | 0                | 343              |
| 389                             | X           | DEERE CO                 | 244199105            |                                      | 9/9/2011      |                    | 11/21/2013  | 1,678             | 1,491               |                  |                                          |              | 0                | 187              |
| 390                             | X           | DEERE CO                 | 244199105            |                                      | 12/1/2010     |                    | 11/21/2013  | 1,845             | 1,675               |                  |                                          |              | 0                | 170              |
| 391                             | X           | DEERE CO                 | 244199105            |                                      | 12/21/2010    |                    | 11/21/2013  | 9,227             | 9,250               |                  |                                          |              | 0                | -23              |
| 392                             | X           | DEERE CO                 | 244199105            |                                      | 1/5/2012      |                    | 11/26/2013  | 672               | 646                 |                  |                                          |              | 0                | 26               |
| 393                             | X           | DEERE & COMPANY          | 2441998E4            |                                      | 6/12/2012     |                    | 10/22/2013  | 1,921             | 2,009               |                  |                                          |              | 87               | -1               |
| 394                             | X           | DEERE & COMPANY          | 2441998E4            |                                      | 6/12/2012     |                    | 11/26/2013  | 1,902             | 2,009               |                  |                                          |              | 0                | -107             |
| 395                             | X           | DEUTSCHE POST AG SHS     | 251577202            |                                      | 11/21/2013    |                    | 12/9/2013   | 9,825             | 9,494               |                  |                                          |              | 0                | 331              |
| 396                             | X           | DIAGEO PLC SPSD ADR NEW  | 25243Q205            |                                      | 12/1/2010     |                    | 3/26/2013   | 4,428             | 2,595               |                  |                                          |              | 0                | 1,833            |
| 397                             | X           | DIAGEO PLC SPSD ADR NEW  | 25243Q205            |                                      | 12/1/2010     |                    | 5/15/2013   | 1,128             | 649                 |                  |                                          |              | 0                | 479              |
| 398                             | X           | DIAGEO PLC SPSD ADR NEW  | 25243Q205            |                                      | 12/1/2010     |                    | 9/17/2013   | 3,994             | 2,234               |                  |                                          |              | 0                | 1,760            |
| 399                             | X           | DIAGEO PLC SPSD ADR NEW  | 25243Q205            |                                      | 12/1/2010     |                    | 11/26/2013  | 383               | 216                 |                  |                                          |              | 0                | 167              |
| 400                             | X           | DIAGEO PLC SPSD ADR NEW  | 25243Q205            |                                      | 12/21/2010    |                    | 11/26/2013  | 256               | 149                 |                  |                                          |              | 0                | 107              |
| 401                             | X           | DOMINION RES INC NEW VA  | 25746U109            |                                      | 12/1/2010     |                    | 3/26/2013   | 4,309             | 3,150               |                  |                                          |              | 0                | 1,159            |
| 402                             | X           | DOMINION RES INC NEW VA  | 25746U109            |                                      | 12/1/2010     |                    | 9/17/2013   | 3,019             | 2,058               |                  |                                          |              | 0                | 961              |
| 403                             | X           | DOMINION RES INC NEW VA  | 25746U109            |                                      | 9/9/2011      |                    | 11/21/2013  | 1,998             | 1,410               |                  |                                          |              | 0                | 588              |
| 404                             | X           | DOMINION RES INC NEW VA  | 25746U109            |                                      | 12/1/2010     |                    | 11/21/2013  | 1,465             | 924                 |                  |                                          |              | 0                | 541              |
| 405                             | X           | JOHNSON AND JOHNSON CC   | 478160104            |                                      | 12/21/2010    |                    | 9/17/2013   | 2,685             | 1,879               |                  |                                          |              | 0                | 786              |
| 406                             | X           | JOHNSON AND JOHNSON CC   | 478160104            |                                      | 12/1/2010     |                    | 11/26/2013  | 669               | 438                 |                  |                                          |              | 0                | 231              |
| 407                             | X           | JOHNSON CONTROLS INC     | 478366107            |                                      | 31/4/2011     |                    | 3/26/2013   | 1,227             | 1,421               |                  |                                          |              | 0                | -194             |
| 408                             | X           | JOHNSON CONTROLS INC     | 478366107            |                                      | 1/5/2012      |                    | 11/21/2013  | 4,453             | 2,797               |                  |                                          |              | 0                | 1,656            |

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

| Long Term CG Distributions      |                           |           |           |                                      |               |                    |            |                   |                      | Amount                         |                  |
|---------------------------------|---------------------------|-----------|-----------|--------------------------------------|---------------|--------------------|------------|-------------------|----------------------|--------------------------------|------------------|
| Short Term CG Distributions     |                           |           |           |                                      |               |                    |            |                   |                      | 1,389                          |                  |
| 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 | Totals               |                                | Net Gain or Loss |
|                                 |                           |           |           |                                      |               |                    |            |                   | Capital Gains/Losses | Other sales                    |                  |
|                                 |                           |           |           |                                      |               |                    |            |                   | Gross Sales          | Cost, Other Basis and Expenses |                  |
|                                 |                           |           |           |                                      |               |                    |            |                   | 5,047,916            | 2,186,673                      | 2,861,243        |
|                                 |                           |           |           |                                      |               |                    |            |                   | 0                    | 0                              | 0                |
| 409                             | X JOHNSON CONTROLS INC    | 478366107 |           |                                      | 4/6/2011      |                    | 11/21/2013 | 1,382             | 1,134                |                                | 248              |
| 410                             | X JOHNSON CONTROLS INC    | 478366107 |           |                                      | 3/15/2011     |                    | 11/21/2013 | 3,020             | 2,308                |                                | 712              |
| 411                             | X JOHNSON CONTROLS INC    | 478366107 |           |                                      | 3/14/2011     |                    | 11/21/2013 | 4,401             | 3,492                |                                | 909              |
| 412                             | X SHELL INTERNATIONAL FIN | 822582A11 |           |                                      | 3/25/2011     |                    | 11/26/2013 | 1,023             | 1,113                |                                | 90               |
| 413                             | X SOUTHERN COMPANY        | 842587107 |           |                                      | 1/5/2012      |                    | 1/18/2013  | 5,735             | 5,918                |                                | -183             |
| 414                             | X SOUTHERN COMPANY        | 842587107 |           |                                      | 9/9/2011      |                    | 1/18/2013  | 1,303             | 1,222                |                                | 81               |
| 415                             | X SOUTHERN COMPANY        | 842587107 |           |                                      | 12/21/2010    |                    | 1/18/2013  | 6,083             | 5,384                |                                | 699              |
| 416                             | X SOUTHERN COMPANY        | 842587107 |           |                                      | 12/1/2010     |                    | 1/18/2013  | 5,214             | 4,610                |                                | 604              |
| 417                             | X SOUTHERN COMPANY        | 842587107 |           |                                      | 1/5/2012      |                    | 1/22/2013  | 7,341             | 7,531                |                                | -190             |
| 418                             | X SUNTRUST BKS INC COM    | 867914103 |           |                                      | 2/20/2013     |                    | 3/26/2013  | 1,292             | 1,255                |                                | 37               |
| 419                             | X SUNTRUST BKS INC COM    | 867914103 |           |                                      | 2/20/2013     |                    | 9/17/2013  | 1,970             | 1,617                |                                | 353              |
| 420                             | X SUNTRUST BKS INC COM    | 867914103 |           |                                      | 5/9/2013      |                    | 11/21/2013 | 1,440             | 1,236                |                                | 204              |
| 421                             | X SUNTRUST BKS INC COM    | 867914103 |           |                                      | 2/20/2013     |                    | 11/21/2013 | 17,531            | 13,581               |                                | 3,950            |
| 422                             | X SVENSKA HANDELSBANKEN   | 86959C103 |           |                                      | 11/21/2013    |                    | 11/26/2013 | 834               | 813                  |                                | 21               |
| 423                             | X SVENSKA HANDELSBANKEN   | 86959C103 |           |                                      | 11/21/2013    |                    | 12/9/2013  | 7,141             | 7,093                |                                | 48               |
| 424                             | X 3M COMPANY              | 88579Y101 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,548             | 2,080                |                                | 468              |
| 425                             | X 3M COMPANY              | 88579Y101 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 1,800             | 1,300                |                                | 500              |
| 426                             | X 3M COMPANY              | 88579Y101 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 8,595             | 5,493                |                                | 3,102            |
| 427                             | X DOW CHEMICAL CO         | 260543103 |           |                                      | 6/6/2011      |                    | 3/26/2013  | 2,179             | 2,393                |                                | -214             |
| 428                             | X DOW CHEMICAL CO         | 260543103 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 3,595             | 2,697                |                                | 898              |
| 429                             | X DOW CHEMICAL CO         | 260543103 |           |                                      | 6/6/2011      |                    | 11/21/2013 | 6,755             | 6,017                |                                | 739              |
| 430                             | X DU PONT E LDE NEMOURS   | 263534109 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 4,156             | 4,118                |                                | 38               |
| 431                             | X DU PONT E LDE NEMOURS   | 263534109 |           |                                      | 12/1/2010     |                    | 5/15/2013  | 1,498             | 1,308                |                                | 188              |
| 432                             | X DU PONT E LDE NEMOURS   | 263534109 |           |                                      | 12/1/2010     |                    | 9/17/2013  | 2,912             | 2,374                |                                | 538              |
| 433                             | X DU PONT E LDE NEMOURS   | 263534109 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 16,153            | 12,246               |                                | 3,907            |
| 434                             | X DU PONT E LDE NEMOURS   | 263534109 |           |                                      | 9/9/2011      |                    | 11/21/2013 | 2,447             | 1,806                |                                | 641              |
| 435                             | X KIMBERLY CLARK          | 494368103 |           |                                      | 12/21/2010    |                    | 3/26/2013  | 2,233             | 1,451                |                                | 782              |
| 436                             | X KIMBERLY CLARK          | 494368103 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 582               | 378                  |                                | 204              |
| 437                             | X HOME DEPOT INC          | 437076102 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 3,031             | 1,206                |                                | 1,825            |
| 438                             | X KIMBERLY CLARK          | 494368103 |           |                                      | 12/21/2010    |                    | 11/21/2013 | 3,359             | 1,956                |                                | 1,403            |
| 439                             | X KINDER MORGAN INC DEL   | 49456B101 |           |                                      | 2/5/2013      |                    | 3/26/2013  | 1,516             | 1,499                |                                | 17               |
| 440                             | X KINDER MORGAN INC DEL   | 49456B101 |           |                                      | 2/6/2013      |                    | 11/21/2013 | 1,914             | 2,024                |                                | -110             |
| 441                             | X KINDER MORGAN INC DEL   | 49456B101 |           |                                      | 2/5/2013      |                    | 11/21/2013 | 8,612             | 9,106                |                                | -494             |
| 442                             | X 3M COMPANY              | 88579Y101 |           |                                      | 12/21/2010    |                    | 11/21/2013 | 7,814             | 5,198                |                                | 2,616            |
| 443                             | X 3M COMPANY              | 88579Y101 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 2,344             | 1,560                |                                | 784              |
| 444                             | X TORONTO DOMINION BANK   | 891160509 |           |                                      | 7/27/2011     |                    | 3/26/2013  | 2,154             | 2,122                |                                | 32               |
| 445                             | X TORONTO DOMINION BANK   | 891160509 |           |                                      | 7/27/2011     |                    | 9/17/2013  | 1,774             | 1,633                |                                | 141              |
| 446                             | X TORONTO DOMINION BANK   | 891160509 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 7,833             | 6,276                |                                | 1,557            |
| 447                             | X TORONTO DOMINION BANK   | 891160509 |           |                                      | 8/19/2011     |                    | 11/21/2013 | 1,119             | 1,022                |                                | 97               |
| 448                             | X TORONTO DOMINION BANK   | 891160509 |           |                                      | 7/27/2011     |                    | 11/21/2013 | 4,289             | 3,755                |                                | 534              |
| 449                             | X TORONTO DOMINION BANK   | 891160509 |           |                                      | 8/30/2012     |                    | 11/21/2013 | 653               | 570                  |                                | 83               |
| 450                             | X TOTAL S A SPADR         | 89151E109 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 2,337             | 2,391                |                                | -54              |
| 451                             | X TOTAL S A SPADR         | 89151E109 |           |                                      | 12/1/2010     |                    | 10/22/2013 | 2,121             | 1,744                |                                | 377              |
| 452                             | X TRAVELERS COS INC       | 89417E109 |           |                                      | 12/1/2010     |                    | 3/26/2013  | 5,510             | 3,638                |                                | 1,872            |
| 453                             | X TRAVELERS COS INC       | 89417E109 |           |                                      | 12/1/2010     |                    | 5/15/2013  | 1,136             | 717                  |                                | 419              |
| 454                             | X TRAVELERS COS INC       | 89417E109 |           |                                      | 1/5/2012      |                    | 11/21/2013 | 12,707            | 8,335                |                                | 4,372            |
| 455                             | X TRAVELERS COS INC       | 89417E109 |           |                                      | 9/9/2011      |                    | 11/21/2013 | 2,866             | 1,447                |                                | 1,219            |
| 456                             | X TRAVELERS COS INC       | 89417E109 |           |                                      | 12/21/2010    |                    | 11/21/2013 | 14,217            | 8,890                |                                | 5,327            |
| 457                             | X DU PONT E LDE NEMOURS   | 263534109 |           |                                      | 12/21/2010    |                    | 11/21/2013 | 12,237            | 10,005               |                                | 2,232            |
| 458                             | X DUKE ENERGY CORP NEW    | 26441C204 |           |                                      | 2/1/2013      |                    | 3/26/2013  | 1,273             | 1,245                |                                | 28               |
| 459                             | X DU PONT E LDE NEMOURS   | 263534109 |           |                                      | 12/1/2010     |                    | 11/21/2013 | 489               | 388                  |                                | 101              |
| 460                             | X DUKE ENERGY CORP NEW    | 26441C204 |           |                                      | 2/1/2013      |                    | 10/22/2013 | 1,695             | 1,660                |                                | 35               |
| 461                             | X DUKE ENERGY CORP NEW    | 26441C204 |           |                                      | 2/1/2013      |                    | 11/21/2013 | 2,403             | 2,359                |                                | 44               |
| 462                             | X DUKE ENERGY CORP NEW    | 26441C204 |           |                                      | 2/1/2013      |                    | 11/21/2013 | 7,422             | 7,262                |                                | 160              |
| 463                             | X EQT CORP                | 26684L109 |           |                                      | 12/21/2010    |                    | 2/6/2013   | 4,247             | 3,151                |                                | 1,096            |
| 464                             | X EQT CORP                | 26684L109 |           |                                      | 1/5/2012      |                    | 2/6/2013   | 9,708             | 8,865                |                                | 843              |
| 465                             | X EQT CORP                | 26684L109 |           |                                      | 12/1/2010     |                    | 2/6/2013   | 4,672             | 3,189                |                                | 1,483            |
| 466                             | X EMERSON ELEC CO         | 291011104 |           |                                      | 11/21/2013    |                    | 12/9/2013  | 17,007            | 17,073               |                                | -66              |

**Part I, Line 16b (990-PF) - Accounting Fees**

|             |               | 1,500                                | 0                        | 0                      | 1,500                                                            |
|-------------|---------------|--------------------------------------|--------------------------|------------------------|------------------------------------------------------------------|
| Description |               | Revenue and<br>Expenses per<br>Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes<br>(Cash Basis Only) |
| <b>1</b>    | TAX PREP FEES | 1,500                                |                          |                        | 1,500                                                            |

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

|             |                             | 27,908                               | 16,745                   | 0                      | 11,163                                                           |
|-------------|-----------------------------|--------------------------------------|--------------------------|------------------------|------------------------------------------------------------------|
| Description |                             | Revenue and<br>Expenses per<br>Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes<br>(Cash Basis Only) |
| 1           | MERRILL LYNCH AS AGENT FEES | 27,908                               | 16,745                   |                        | 11,163                                                           |

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

|             |                           | 63,467                               | 1,326                    | 0                      | 0                                           |
|-------------|---------------------------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| Description |                           | Revenue<br>and Expenses<br>per Books | Net Investment<br>Income | Adjusted<br>Net Income | Disbursements<br>for Charitable<br>Purposes |
| 1           | FOREIGN TAX WITHHELD      | 1,326                                | 1,326                    |                        |                                             |
| 2           | PY EXCISE TAX DUE         | 30,314                               |                          |                        |                                             |
| 3           | ESTIMATED EXCISE PAYMENTS | 31,827                               |                          |                        |                                             |

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

|             |                 | 7                                    | 7                        | 0                      | 0                                           |
|-------------|-----------------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| Description |                 | Revenue and<br>Expenses<br>per Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes |
| 1           | INVESTMENT FEES | 7                                    | 7                        |                        |                                             |

| Description |                                    | Num. Shares/<br>Face Value | State/Local                |                           |                     |                    | Federal                   |                           |   |  |
|-------------|------------------------------------|----------------------------|----------------------------|---------------------------|---------------------|--------------------|---------------------------|---------------------------|---|--|
|             |                                    |                            | Book Value<br>Beg. of Year | Book Value<br>End of Year | FMV<br>Beg. of Year | FMV<br>End of Year | State/Local<br>Obligation | State/Local<br>Obligation |   |  |
| 1           |                                    |                            |                            | 0                         |                     |                    |                           |                           |   |  |
| 2           | U S TREASURY BOND                  |                            | 0                          | 92,494                    |                     |                    | 89,013                    |                           |   |  |
| 3           | U S TREASURY BOND 3 125% FEB 15 20 |                            | 0                          | 147,241                   |                     |                    | 133,639                   |                           |   |  |
| 4           | U S TREASURY NOTE                  |                            | 0                          | 91,466                    |                     |                    | 91,701                    |                           |   |  |
| 5           | U S TREASURY NOTE                  |                            | 0                          | 45,681                    |                     |                    | 45,914                    |                           |   |  |
| 6           | U S TREASURY NOTE                  |                            | 0                          | 54,919                    |                     |                    | 54,354                    |                           |   |  |
| 7           | U S TREASURY NOTE                  |                            | 0                          | 49,498                    |                     |                    | 49,657                    |                           |   |  |
| 8           | U S TREASURY NOTE                  |                            | 0                          | 78,396                    |                     |                    | 78,591                    |                           |   |  |
| 9           | U S TREASURY NOTE 2.000% FEB 15 20 |                            | 0                          | 294,223                   |                     |                    | 285,643                   |                           |   |  |
| 10          | FEDERAL NATL MTG ASSOC             |                            | 0                          | 99,919                    |                     |                    | 99,999                    |                           |   |  |
| 11          | FEDERAL HOME LN MTG CORP           |                            | 0                          | 103,317                   |                     |                    | 102,382                   |                           |   |  |
| 12          | FEDERAL NATL MTG ASSOC             |                            | 0                          | 108,000                   |                     |                    | 109,777                   |                           |   |  |
|             |                                    |                            | 713,170                    | 1,165,154                 | 0                   | 0                  | 1,140,670                 | 0                         | 0 |  |

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

|    |                                    | 1,861,932                 | 3,348,640                  | 0                         | 3,725,540          |
|----|------------------------------------|---------------------------|----------------------------|---------------------------|--------------------|
|    |                                    | Book Value                | Book Value                 | FMV                       | FMV                |
|    |                                    | Beg. of Year              | End of Year                | Beg. of Year              | End of Year        |
| 1  | Description                        | Num Shares/<br>Face Value | Book Value<br>Beg. of Year | Book Value<br>End of Year | FMV<br>End of Year |
| 2  | LORILLARD INC                      | 0                         |                            | 59,357                    | 69,736             |
| 3  | MARATHON OIL CORP                  | 0                         |                            | 12,727                    | 13,838             |
| 4  | MARATHON PETROLEUM CORP            | 0                         |                            | 11,766                    | 18,071             |
| 5  | MC DONALDS CORPORATION COMMON      | 0                         |                            | 89,431                    | 91,693             |
| 6  | MEADWESTVACO CORP                  | 0                         |                            | 15,229                    | 16,988             |
| 7  | MERCK AND CO INC SHS               | 0                         |                            | 69,271                    | 77,427             |
| 8  | METLIFE INC                        | 0                         |                            | 8,741                     | 9,706              |
| 9  | MICROSOFT CORP COM                 | 0                         |                            | 69,358                    | 78,224             |
| 10 | MONDELEZ INTERNATIONAL             | 0                         |                            | 16,762                    | 18,991             |
| 11 | MOTOROLA SOLUTIONS INC             | 0                         |                            | 13,281                    | 14,782             |
| 12 | NATIONAL BK CDA MONTREAL QUE       | 0                         |                            | 17,632                    | 16,472             |
| 13 | NESTLE S A SPONSORED ADR           | 0                         |                            | 58,117                    | 58,283             |
| 14 | NEWMONT MINING CORP                | 0                         |                            | 10,414                    | 6,471              |
| 15 | NEXTERA ENERGY INC SHS             | 0                         |                            | 25,648                    | 29,539             |
| 16 | NORTHEAST UTILITIES COMMON         | 0                         |                            | 13,262                    | 14,328             |
| 17 | NORTHROP GRUMMAN CORP              | 0                         |                            | 27,320                    | 42,979             |
| 18 | NOVARTIS AG SPNSRD ADR             | 0                         |                            | 56,347                    | 57,150             |
| 19 | OCCIDENTAL PETROLEUM CORPORATION   | 0                         |                            | 24,480                    | 25,962             |
| 20 | PEPSICO INC                        | 0                         |                            | 32,982                    | 31,932             |
| 21 | PFIZER INC COM                     | 0                         |                            | 73,067                    | 81,997             |
| 22 | PHILIP MORRIS INTL INC             | 0                         |                            | 71,950                    | 79,201             |
| 23 | PHILLIPS 66 SHS                    | 0                         |                            | 6,501                     | 9,796              |
| 24 | PRAXAIR INC                        | 0                         |                            | 20,417                    | 23,145             |
| 25 | PROCTER & GAMBLE CO COM            | 0                         |                            | 28,459                    | 30,447             |
| 26 | PRUDENTIAL FINL INC                | 0                         |                            | 30,857                    | 36,150             |
| 27 | PUBLIC SERVICE ENTERPRISE GROUP IN | 0                         |                            | 10,777                    | 10,765             |
| 28 | RAYTHEON CO                        | 0                         |                            | 29,823                    | 39,817             |
| 29 | REYNOLDS AMERN INC                 | 0                         |                            | 23,904                    | 23,445             |
| 30 | ROCHE HLDG LTD SPONSORED ADR       | 0                         |                            | 53,129                    | 53,633             |
| 31 | ROGERS COMMUNICATIONS INC CL B     | 0                         |                            | 50,705                    | 51,042             |
| 32 | ROYAL DUTCH SHELL PLC              | 0                         |                            | 34,664                    | 36,579             |
| 33 | SANOI-SYNTHELABO                   | 0                         |                            | 53,019                    | 53,684             |
| 34 | SCHLUMBERGER LIMITED COM           | 0                         |                            | 15,474                    | 18,202             |
| 35 | SEMPRA ENERGY                      | 0                         |                            | 12,824                    | 15,528             |
| 36 | SINGAPORE TELECOMM LT AD           | 0                         |                            | 16,740                    | 16,238             |
| 37 | SUNTRUST BANKS INC                 | 0                         |                            | 22,087                    | 24,552             |
| 38 | SVENSKA HANDELSBANKEN AB           | 0                         |                            | 22,440                    | 24,581             |
| 39 | SYNGENTA AG SPONS ADR              | 0                         |                            | 23,226                    | 23,822             |
| 40 | 3M CO                              | 0                         |                            | 18,657                    | 25,105             |
| 41 | TORONTO-DOMINION BANK (NEW)        | 0                         |                            | 15,991                    | 18,188             |
| 42 | TOTAL FINA ELF S A ADR             | 0                         |                            | 48,122                    | 54,714             |
| 43 | TRAVELERS COS INC                  | 0                         |                            | 36,524                    | 44,184             |
| 44 | US BANCORP DEL                     | 0                         |                            | 44,151                    | 56,196             |
| 45 | UNILEVER NV NY SHARE F NEW         | 0                         |                            | 61,903                    | 68,471             |
| 46 | UNITED PARCEL SVC INC CL B         | 0                         |                            | 43,491                    | 50,859             |

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

|             |                                  | 1,861,932                 |                           | 3,348,640                 |                    | 0                  |  | 3,725,540 |  |
|-------------|----------------------------------|---------------------------|---------------------------|---------------------------|--------------------|--------------------|--|-----------|--|
| Description |                                  | Num Shares/<br>Face Value | Book Value<br>Beg of Year | Book Value<br>End of Year | FMV<br>Beg of Year | FMV<br>End of Year |  |           |  |
| 47          | UNITED TECHNOLOGIES CORP         | 0                         |                           | 53,994                    |                    | 71,353             |  |           |  |
| 48          | V F CORPORATION COM              | 0                         |                           | 25,022                    |                    | 32,666             |  |           |  |
| 49          | VERIZON COMMUNICATIONS INC       | 0                         |                           | 66,254                    |                    | 77,346             |  |           |  |
| 50          | VODAFONE GROUP PLC NEW           | 0                         |                           | 28,746                    |                    | 30,426             |  |           |  |
| 51          | WAL MART STORES INC              | 0                         |                           | 18,328                    |                    | 20,932             |  |           |  |
| 52          | WELLS FARGO & CO NEW             | 0                         |                           | 42,975                    |                    | 50,122             |  |           |  |
| 53          | WEYERHAEUSER CO COM              | 0                         |                           | 18,078                    |                    | 23,015             |  |           |  |
| 54          | EUTELSAT COMMUNICATIONS,         | 0                         |                           | 31,521                    |                    | 32,793             |  |           |  |
| 55          | LEGRAND SA                       | 0                         |                           | 19,714                    |                    | 20,093             |  |           |  |
| 56          | ACE LIMITED                      | 0                         |                           | 12,350                    |                    | 15,426             |  |           |  |
| 57          | JAPAN TOBACCO INC JPY50000 ORDS  | 0                         |                           | 42,863                    |                    | 37,875             |  |           |  |
| 58          | KONE OYJ                         | 0                         |                           | 27,040                    |                    | 26,214             |  |           |  |
| 59          | AT&T INC                         | 0                         |                           | 54,747                    |                    | 58,752             |  |           |  |
| 60          | ABBOTT LABORATORIES              | 0                         |                           | 7,703                     |                    | 9,084              |  |           |  |
| 61          | ABBVIE INC SHS                   | 0                         |                           | 9,152                     |                    | 12,463             |  |           |  |
| 62          | ALTRIA GROUP INC                 | 0                         |                           | 44,575                    |                    | 46,030             |  |           |  |
| 63          | AMERICAN EXPRESS COMPANY         | 0                         |                           | 14,535                    |                    | 19,961             |  |           |  |
| 64          | AMERICAN TOWER REIT INC          | 0                         |                           | 5,920                     |                    | 6,545              |  |           |  |
| 65          | ANHEUSER-BUSCH INBEV ADR         | 0                         |                           | 43,385                    |                    | 44,607             |  |           |  |
| 66          | ATLAS COPCO AB SPONSORED ADR     | 0                         |                           | 26,920                    |                    | 26,949             |  |           |  |
| 67          | BHP BILLITON PLC                 | 0                         |                           | 24,806                    |                    | 24,910             |  |           |  |
| 68          | BHP BILLITON LIMITED             | 0                         |                           | 27,781                    |                    | 27,826             |  |           |  |
| 69          | BRISTOL MYERS SQUIBB CO COM      | 0                         |                           | 33,645                    |                    | 44,646             |  |           |  |
| 70          | BRITISH AMERICAN TOBACCO         | 0                         |                           | 41,331                    |                    | 41,786             |  |           |  |
| 71          | CHEVRONTEXACO CORP               | 0                         |                           | 73,268                    |                    | 84,689             |  |           |  |
| 72          | CHUBB CORPORATION COM            | 0                         |                           | 24,212                    |                    | 28,409             |  |           |  |
| 73          | CITIGROUP INC COM NEW            | 0                         |                           | 19,975                    |                    | 21,052             |  |           |  |
| 74          | COCA-COLA CO USD                 | 0                         |                           | 78,882                    |                    | 85,388             |  |           |  |
| 75          | COMCAST CORP NEW                 | 0                         |                           | 31,191                    |                    | 39,106             |  |           |  |
| 76          | CONOCOPHILLIPS                   | 0                         |                           | 15,769                    |                    | 17,733             |  |           |  |
| 77          | DBS GROUP HLDGS LTD              | 0                         |                           | 19,175                    |                    | 19,049             |  |           |  |
| 78          | DEERE & COMPANY                  | 0                         |                           | 26,937                    |                    | 29,865             |  |           |  |
| 79          | DEUTSCHE POST AG SHS             | 0                         |                           | 24,260                    |                    | 26,681             |  |           |  |
| 80          | DIAGEO PLC SPON ADR NEW          | 0                         |                           | 58,504                    |                    | 75,215             |  |           |  |
| 81          | DOMINION RES INC VA NEW          | 0                         |                           | 27,645                    |                    | 32,086             |  |           |  |
| 82          | DOW CHEMICAL COMPANY COMMON      | 0                         |                           | 10,046                    |                    | 12,832             |  |           |  |
| 83          | E I DU PONT DE NEMOURS & CO COMM | 0                         |                           | 33,857                    |                    | 40,541             |  |           |  |
| 84          | DUKE ENERGY CORP NEW             | 0                         |                           | 12,066                    |                    | 12,422             |  |           |  |
| 85          | ENI S P A SPONSORED ADR          | 0                         |                           | 26,575                    |                    | 26,524             |  |           |  |
| 86          | ENBRIDGE INC                     | 0                         |                           | 20,591                    |                    | 22,408             |  |           |  |
| 87          | EXXON MOBIL CORP                 | 0                         |                           | 43,734                    |                    | 51,106             |  |           |  |
| 88          | FIFTH THIRD BANCORP              | 0                         |                           | 17,943                    |                    | 20,441             |  |           |  |
| 89          | GENERAL ELECTRIC CO              | 0                         |                           | 50,365                    |                    | 57,546             |  |           |  |
| 90          | GENERAL MILLS INC COM            | 0                         |                           | 13,245                    |                    | 14,174             |  |           |  |
| 91          | GENUINE PARTS CO                 | 0                         |                           | 29,226                    |                    | 29,865             |  |           |  |
| 92          | GIVAUDAN SA UNSP ADR             | 0                         |                           | 19,472                    |                    | 19,891             |  |           |  |

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

|     |                                   | 1,861,932   | 3,348,640   | 0           | 3,725,540   |
|-----|-----------------------------------|-------------|-------------|-------------|-------------|
|     |                                   | Book Value  | Book Value  | FMV         | FMV         |
|     |                                   | Beg of Year | End of Year | Beg of Year | End of Year |
| 93  | GLAXO SMITHKLINE PLC              | 0           | 56,048      |             | 56,433      |
| 94  | HSBC HLDGS PLC                    | 0           | 29,263      |             | 28,833      |
| 95  | HENNES AND MAURITZ AB-            | 0           | 32,813      |             | 36,521      |
| 96  | HOME DEPOT INC USD 0 05           | 0           | 24,844      |             | 31,536      |
| 97  | HONEYWELL INTL INC                | 0           | 18,164      |             | 21,655      |
| 98  | IMPERIAL TOB GROUP PLC SPONSORED  | 0           | 64,961      |             | 65,880      |
| 99  | INTEL CORPORATION                 | 0           | 13,941      |             | 15,651      |
| 100 | INTERNATIONAL BUSINESS MACHINES C | 0           | 27,711      |             | 28,136      |
| 101 | INTERNATIONAL PAPER COMPANY COMM  | 0           | 12,964      |             | 13,483      |
| 102 | J P MORGAN CHASE & CO             | 0           | 50,644      |             | 62,632      |
| 103 | JOHNSON & JOHNSON COM             | 0           | 45,721      |             | 54,130      |
| 104 | JOHNSON CONTROLS INC              | 0           | 9,975       |             | 13,287      |
| 105 | KIMBERLY-CLARK CORP COM           | 0           | 16,122      |             | 19,116      |
| 106 | KINDER MORGAN INC. DEL            | 0           | 12,511      |             | 12,096      |
| 107 | KRAFT FOODS GROUP INC             | 0           | 33,608      |             | 34,395      |

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

|    |                                | 555,061       |               | 1,167,962               |                        | 0                |                 | 1,168,948 |  |
|----|--------------------------------|---------------|---------------|-------------------------|------------------------|------------------|-----------------|-----------|--|
|    | Description                    | Interest Rate | Maturity Date | Book Value Beg. of Year | Book Value End of Year | FMV Beg. of Year | FMV End of Year |           |  |
| 1  |                                |               |               |                         |                        |                  |                 |           |  |
| 2  | SHELL INTERNATIONAL FIN        |               |               | 0                       | 93,070                 |                  | 94,266          |           |  |
| 3  | VERIZON COMMUNICATIONS         |               |               | 0                       | 93,943                 |                  | 94,895          |           |  |
| 4  | WELLS FARGO & COMPANY          |               |               | 0                       | 50,624                 |                  | 50,671          |           |  |
| 5  | WELLS FARGO & COMPANY          |               |               | 0                       | 49,421                 |                  | 49,376          |           |  |
| 6  | AT&T INC                       |               |               | 0                       | 90,990                 |                  | 92,306          |           |  |
| 7  | ANHEUSER-BUSCH INBEV WOR       |               |               | 0                       | 49,419                 |                  | 47,173          |           |  |
| 8  | APPLE INC                      |               |               | 0                       | 96,037                 |                  | 91,719          |           |  |
| 9  | CHEVRON CORP                   |               |               | 0                       | 100,485                |                  | 98,777          |           |  |
| 10 | CISCO SYSTEMS INC              |               |               | 0                       | 73,947                 |                  | 74,239          |           |  |
| 11 | CISCO SYSTEMS INC              |               |               | 0                       | 18,628                 |                  | 19,632          |           |  |
| 12 | CITIGROUP INC                  |               |               | 0                       | 49,746                 |                  | 52,986          |           |  |
| 13 | CREDIT SUISSE FIRST BOSTON USA |               |               | 0                       | 70,093                 |                  | 71,045          |           |  |
| 14 | DEERE & COMPANY                |               |               | 0                       | 96,095                 |                  | 92,572          |           |  |
| 15 | GENERAL ELEC CAP CORP          |               |               | 0                       | 50,952                 |                  | 51,128          |           |  |
| 16 | GOLDMAN SACHS GROUP INC        |               |               | 0                       | 96,618                 |                  | 99,560          |           |  |
| 17 | JPMORGAN CHASE & CO            |               |               | 0                       | 87,894                 |                  | 88,603          |           |  |

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

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

|   |                                          |   |       |
|---|------------------------------------------|---|-------|
| 1 | PURCHASE OF ACCRUED INTEREST C/O FROM PY | 1 | 2,415 |
| 2 | FEDERAL EXCISE TAX RETURN                | 2 | 1,258 |
| 3 | Total                                    | 3 | 3,673 |

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

|   |                                               |   |           |
|---|-----------------------------------------------|---|-----------|
| 1 | BOND AMORTIZATION                             | 1 | 15,499    |
| 2 | COST BASIS ADJUSTMENT                         | 2 | 2,597     |
| 3 | EXCESS FMV OVER COST OF ASSETS CONTRIBUTED    | 3 | 2,515,188 |
| 4 | PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR | 4 | 2,765     |
| 5 | Total                                         | 5 | 2,536,049 |

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|                             |       |
|-----------------------------|-------|
| Long Term CG Distributions  | 1,389 |
| Short Term CG Distributions | 0     |

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

| 1359 | Long Term CG Distributions | Short Term CG Distributions | Amount |
|------|----------------------------|-----------------------------|--------|
|      |                            |                             |        |
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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

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|-----|-----------|
| SHS | 718346104 |
|     | 718055104 |

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

| Long Term CG Distributions     |               |              |               |            |                   |                      |             |                                          |              | 1,389     | Amount               |                               |                              |                                                      |           |   |   |   |   |   |
|--------------------------------|---------------|--------------|---------------|------------|-------------------|----------------------|-------------|------------------------------------------|--------------|-----------|----------------------|-------------------------------|------------------------------|------------------------------------------------------|-----------|---|---|---|---|---|
| Short Term CG Distributions    |               |              |               |            |                   |                      |             |                                          |              | 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 | 2,859,854 | F M V as of 12/31/09 | Adjusted Basis as of 12/31/09 | Excess of FMV Over Adj Basis | Gain Minus Excess of FMV Over Adjusted Basis or Loss | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 253 VFC CORPORATION            | 818204108     |              | 1/5/2012      | 8/23/2013  | 4,636             |                      |             | 2,931                                    | 1,705        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 254 VFC CORPORATION            | 818204108     |              | 1/5/2012      | 8/23/2013  | 1,091             |                      |             | 1,035                                    | 56           | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 255 HOLMAN SACS GROUP INC      | 3814103583105 |              | 1/12/2013     | 1/26/2013  | 1,091             |                      |             | 1,035                                    | 56           | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 256 HOLMAN SACS GROUP INC      | 3814103583105 |              | 1/12/2013     | 1/26/2013  | 1,544             |                      |             | 1,517                                    | 27           | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 257 HOLMAN SACS GROUP INC      | 3814103583105 |              | 1/12/2013     | 1/26/2013  | 6,638             |                      |             | 6,489                                    | 139          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 258 HOLMAN SACS GROUP INC      | 3814103583105 |              | 1/12/2013     | 1/26/2013  | 8,183             |                      |             | 8,025                                    | 158          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 259 HOME DEPOT INC             | 437076102     |              | 1/12/2010     | 3/25/2013  | 3,709             |                      |             | 1,683                                    | 2,026        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 260 HOME DEPOT INC             | 437076102     |              | 1/12/2010     | 3/25/2013  | 3,121             |                      |             | 1,302                                    | 1,819        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 261 HOME DEPOT INC             | 437076102     |              | 1/12/2010     | 3/25/2013  | 11,484            |                      |             | 6,148                                    | 5,336        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 262 VFC CORPORATION            | 818204108     |              | 1/5/2012      | 1/12/2013  | 235               |                      |             | 13,945                                   | 9,687        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 263 VFC CORPORATION            | 818204108     |              | 1/5/2012      | 1/12/2013  | 704               |                      |             | 398                                      | 306          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 264 VFC CORPORATION            | 818204108     |              | 1/5/2012      | 1/12/2013  | 6,082             |                      |             | 4,008                                    | 2,074        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 265 VERIZON COMMUNICATIONS COM | 92343V104     |              | 1/21/2010     | 5/15/2013  | 815               |                      |             | 815                                      | 0            | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 266 VERIZON COMMUNICATIONS COM | 92343V104     |              | 1/21/2010     | 5/15/2013  | 1,332             |                      |             | 1,332                                    | 0            | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 267 VERIZON COMMUNICATIONS COM | 92343V104     |              | 1/21/2010     | 5/15/2013  | 4,039             |                      |             | 2,898                                    | 1,141        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 268 VERIZON COMMUNICATIONS COM | 92343V104     |              | 1/21/2010     | 5/15/2013  | 1,265             |                      |             | 847                                      | 418          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 269 VERIZON COMMUNICATIONS COM | 92343V104     |              | 1/21/2010     | 5/15/2013  | 4,506             |                      |             | 3,108                                    | 1,398        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 270 VERIZON COMMUNICATIONS COM | 92343V104     |              | 1/21/2010     | 5/15/2013  | 1,307             |                      |             | 908                                      | 399          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 271 VERIZON COMMUNICATIONS COM | 92343V104     |              | 1/21/2010     | 5/15/2013  | 2,091             |                      |             | 2,041                                    | 50           | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 272 VODAFONE GROUP PLC SP ADR  | 92857W209     |              | 1/5/2012      | 1/21/2013  | 6,107             |                      |             | 9,622                                    | -1,011       | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 273 U.S. TREASURY BOND         | 92857W209     |              | 1/5/2012      | 1/21/2013  | 4,255             |                      |             | 6,018                                    | 89           | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 274 VODAFONE GROUP PLC SP ADR  | 92857W209     |              | 1/5/2012      | 1/21/2013  | 3,329             |                      |             | 4,255                                    | -319         | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 275 COMCAST CORP NEW CL A SPL  | 20030N200     |              | 2/16/2011     | 9/17/2013  | 7,389             |                      |             | 1,849                                    | 1,480        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 276 COMCAST CORP NEW CL A SPL  | 20030N200     |              | 2/16/2011     | 9/17/2013  | 3,329             |                      |             | 3,843                                    | 3,548        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 277 COMCAST CORP NEW CL A SPL  | 20030N200     |              | 2/16/2011     | 9/17/2013  | 7,389             |                      |             | 3,843                                    | 3,548        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 278 COMCAST CORP NEW CL A SPL  | 20030N200     |              | 2/16/2011     | 9/17/2013  | 1,616             |                      |             | 879                                      | 737          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 279 COMCAST CORP NEW CL A SPL  | 20030N200     |              | 2/16/2011     | 9/17/2013  | 7,158             |                      |             | 5,894                                    | 1,264        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 280 CONOCOPHILLIPS             | 20825C104     |              | 1/21/2010     | 10/22/2013 | 12,885            |                      |             | 6,793                                    | 6,092        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 281 CONOCOPHILLIPS             | 20825C104     |              | 1/21/2010     | 10/22/2013 | 1,874             |                      |             | 1,487                                    | 387          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 282 CONOCOPHILLIPS             | 20825C104     |              | 1/21/2010     | 10/22/2013 | 661               |                      |             | 1,103                                    | 587          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 283 CONOCOPHILLIPS             | 20825C104     |              | 1/21/2010     | 10/22/2013 | 10,368            |                      |             | 4,599                                    | 5,769        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 284 HOME DEPOT INC             | 437076102     |              | 1/12/2010     | 1/12/2013  | 966               |                      |             | 512                                      | 454          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 285 HOME DEPOT INC             | 437076102     |              | 1/12/2010     | 1/12/2013  | 2,115             |                      |             | 1,653                                    | 462          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 286 HONEYWELL INTL INC DEL     | 438516106     |              | 4/6/2011      | 9/17/2013  | 2,138             |                      |             | 1,476                                    | 662          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 287 HONEYWELL INTL INC DEL     | 438516106     |              | 4/6/2011      | 9/17/2013  | 8,099             |                      |             | 5,965                                    | 2,134        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 288 HONEYWELL INTL INC DEL     | 438516106     |              | 4/6/2011      | 9/17/2013  | 2,462             |                      |             | 1,701                                    | 761          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 289 HONEYWELL INTL INC DEL     | 438516106     |              | 4/6/2011      | 9/17/2013  | 6,155             |                      |             | 3,623                                    | 2,532        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 290 IMPERIAL TOB GRP SP ADR    | 453142101     |              | 1/12/2012     | 1/21/2013  | 11,996            |                      |             | 10,359                                   | 1,637        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 291 PRAXAIR INC                | 7400SP104     |              | 1/5/2012      | 1/21/2013  | 4,018             |                      |             | 3,440                                    | 578          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 292 PROCTER & GAMBLE CO        | 742718109     |              | 1/21/2010     | 3/25/2013  | 1,130             |                      |             | 871                                      | 259          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 293 PROCTER & GAMBLE CO        | 742718109     |              | 1/21/2010     | 3/25/2013  | 2,475             |                      |             | 1,921                                    | 554          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 294 PROCTER & GAMBLE CO        | 742718109     |              | 1/21/2010     | 3/25/2013  | 10,531            |                      |             | 6,500                                    | 4,031        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 295 PROCTER & GAMBLE CO        | 742718109     |              | 1/21/2010     | 3/25/2013  | 1,024             |                      |             | 843                                      | 181          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 296 PROCTER & GAMBLE CO        | 742718109     |              | 1/21/2010     | 3/25/2013  | 3,646             |                      |             | 2,679                                    | 967          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 297 PROCTER & GAMBLE CO        | 742718109     |              | 1/21/2010     | 3/25/2013  | 2,293             |                      |             | 1,971                                    | 322          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 298 PRUDENTIAL FINANCIAL INC   | 744320102     |              | 1/21/2010     | 3/25/2013  | 2,268             |                      |             | 1,601                                    | 667          | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 299 PRUDENTIAL FINANCIAL INC   | 744320102     |              | 1/21/2010     | 3/25/2013  | 9,565             |                      |             | 6,209                                    | 3,356        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 300 PRUDENTIAL FINANCIAL INC   | 744320102     |              | 1/21/2010     | 3/25/2013  | 15,724            |                      |             | 9,565                                    | 6,159        | 2,859,854 | 2,857                | 2,857                         | 0                            | 2,859,854                                            | 2,859,854 | 0 | 0 | 0 | 0 | 0 |
| 301 PRUDENTIAL FINANCIAL INC   | 744320102     |              |               |            |                   |                      |             |                                          |              |           |                      |                               |                              |                                                      |           |   |   |   |   |   |

|                             |       |
|-----------------------------|-------|
| Long Term CG Distributions  | 1,389 |
| Short Term CG Distributions | 0     |

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

| Long Term CG Distributions   |  |  |  |  |  |  |  |  |  | Amount    |  |
|------------------------------|--|--|--|--|--|--|--|--|--|-----------|--|
| Short Term CG Distributions  |  |  |  |  |  |  |  |  |  | 0         |  |
| Description of Property Sold |  |  |  |  |  |  |  |  |  | CUSIP #   |  |
| 431 SUNBELT BK INC COM       |  |  |  |  |  |  |  |  |  | 887914103 |  |
| 432 SVENSKA HANDELSBANKEN AB |  |  |  |  |  |  |  |  |  | 889595103 |  |
| 433 SVENSKA HANDELSBANKEN AB |  |  |  |  |  |  |  |  |  | 889595103 |  |
| 434 3M COMPANY               |  |  |  |  |  |  |  |  |  | 885791101 |  |
| 435 3M COMPANY               |  |  |  |  |  |  |  |  |  | 885791101 |  |
| 436 3M COMPANY               |  |  |  |  |  |  |  |  |  | 885791101 |  |
| 437 DOW CHEMICAL CO          |  |  |  |  |  |  |  |  |  | 26554103  |  |
| 438 DOW CHEMICAL CO          |  |  |  |  |  |  |  |  |  | 26554103  |  |
| 439 DOW CHEMICAL CO          |  |  |  |  |  |  |  |  |  | 26554103  |  |
| 440 DU PONT E IDE NEMOURS    |  |  |  |  |  |  |  |  |  | 26554109  |  |
| 441 DU PONT E IDE NEMOURS    |  |  |  |  |  |  |  |  |  | 26554109  |  |
| 442 DU PONT E IDE NEMOURS    |  |  |  |  |  |  |  |  |  | 26554109  |  |
| 443 DU PONT E IDE NEMOURS    |  |  |  |  |  |  |  |  |  | 26554109  |  |
| 444 DU PONT E IDE NEMOURS    |  |  |  |  |  |  |  |  |  | 26554109  |  |
| 445 DU PONT E IDE NEMOURS    |  |  |  |  |  |  |  |  |  | 26554109  |  |
| 446 DU PONT E IDE NEMOURS    |  |  |  |  |  |  |  |  |  | 26554109  |  |
| 447 DU PONT E IDE NEMOURS    |  |  |  |  |  |  |  |  |  | 26554109  |  |
| 448 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
| 449 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
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| 620 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
| 621 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
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| 655 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
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| 675 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
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| 680 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
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| 700 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
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| 708 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
| 709 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
| 710 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
| 711 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
| 712 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
| 713 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
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| 719 KIMBERLY CLARK           |  |  |  |  |  |  |  |  |  | 494368103 |  |
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|                              |  |  |  |  |  |  |  |  |  |           |  |

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

|   | Name             | Check "X" if Business | Street              | City          | State | Zip Code | Foreign Country | Title     | Avg Hrs Per Week | Compensation | Benefits | Expense Account | 0 |
|---|------------------|-----------------------|---------------------|---------------|-------|----------|-----------------|-----------|------------------|--------------|----------|-----------------|---|
| 1 | STEPHEN P HOLMES |                       | 18 KEECH-BRIAR LANE | POMPTON LAKES | NJ    |          |                 | PRESIDENT | 1 00             |              |          |                 | 0 |
| 2 | BONNIE L HOLMES  |                       | 18 KEECH-BRIAR LANE | POMPTON LAKES | NJ    |          |                 | VP & SEC  | 1 00             |              |          |                 |   |

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

|                                        | Date | Amount |
|----------------------------------------|------|--------|
| 1 Credit from prior year return        | 1    | 0      |
| 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    | 31,827 |
| 7 Total                                | 7    | 31,827 |