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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
WILLIAM C DOWLING JR FOUNDATION
JOHN EVANSPRESIDENT co BELAIR & EVANS

A Employer identification number
47-0933520

Number and street (or P O box number if mail is not delivered to street address)
61 BROADWAY

Room/suite

B Telephone number (see instructions)
(516) 482-7777

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10006

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 22,684,998

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

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

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	13	13	13	
	4	Dividends and interest from securities.	268,632	268,632	268,632	
	5a	Gross rents				
	b	Net rental income or (loss) ____________				
	6a	Net gain or (loss) from sale of assets not on line 10	699,472			
	b	Gross sales price for all assets on line 6a 4,416,084				
	7	Capital gain net income (from Part IV, line 2) . . .		699,472		
	8	Net short-term capital gain			337,243	
	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	968,117	968,117	605,888	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	290,000	58,000		232,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	8,392			8,392
	b	Accounting fees (attach schedule).	58,957			58,957
	c	Other professional fees (attach schedule)				
	17	Interest	2,879	2,879		
	18	Taxes (attach schedule) (see instructions)	27,894	10,414		17,480
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings	16,244			16,244
	22	Printing and publications				
	23	Other expenses (attach schedule)	205,376	191,743		13,633
	24	**Total operating and administrative expenses.** Add lines 13 through 23	609,742	263,036		346,706
	25	Contributions, gifts, grants paid	457,750			457,750
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,067,492	263,036		804,456
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-99,375			
	b	**Net investment income** (if negative, enter -0-)		705,081		
	c	**Adjusted net income** (if negative, enter -0-) . . .			605,888	

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,132,808	917,984	917,984
	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)	779,044	769,334	773,836
	b	Investments—corporate stock (attach schedule)	12,776,235	13,011,736	18,262,746
	c	Investments—corporate bonds (attach schedule)	1,408,987	1,233,931	1,178,051
	11	Investments—land, buildings, and equipment basis ▶ 5,381			
		Less accumulated depreciation (attach schedule) ▶	5,381	5,381	5,381
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,638,672	1,617,503	1,547,000
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	17,741,127	17,555,869	22,684,998
Liabilities	17	Accounts payable and accrued expenses	41,383		
	18	Grants payable	44,500		
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	85,883	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	17,655,244	17,555,869	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	17,655,244	17,555,869	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	17,741,127	17,555,869	

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	17,655,244
2	Enter amount from Part I, line 27a	2	-99,375
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,555,869
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,555,869

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	**2**	699,472
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		**3**	337,243

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (col (b) divided by col (c))
2012	874,204	15,935,304	0 05486
2011	915,428	18,072,676	0 05065
2010	947,953	18,678,348	0 05075
2009	1,027,740	18,646,148	0 05512
2008	1,234,798	21,165,843	0 05834

2	**Total** of line 1, column (d).	**2**	0 26972
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	**3**	0 05394
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	**4**	21,329,901
5	Multiply line 4 by line 3.	**5**	1,150,620
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	7,051
7	Add lines 5 and 6.	**7**	1,157,671
8	Enter qualifying distributions from Part XII, line 4.	**8**	804,456

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			**1**	14,102
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			**2**	
3	Add lines 1 and 2			**3**	14,102
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			**4**	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			**5**	14,102
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	**6a**	12,000		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**			
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			**7**	12,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			**8**	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			**9**	2,102
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			**10**	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶			**11**	

Part VII-A Statements Regarding Activities

			Yes	**No**
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	**1b**		No
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	**2**		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**		No
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	**10**		No

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

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

Website address ▶N/A

14 The books are in care of ▶KURCIAS JAFFE & COMPANY LLP Telephone no ▶(516) 482-7777

Located at ▶111 GREAT NECK RD GREAT NECK NY ZIP+4 ▶11021

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**

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	**1b**		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	**1c**		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☑ **No** If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	**2b**		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*.	**3b**		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	**4b**		No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** **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? **6b** **No**

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** **No**

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
JOHN T EVANS 61 BROADWAY NEW YORK, NY 10006	President 30 00	130,000		
MARIE EVANS 61 BROADWAY NEW YORK, NY 10006	Vice President 30 00	110,000		
STEPHEN S KURCIAS 58 ROGER DRIVE PORT WASHINGTON, NY 11050	CFO 30 00	50,000		

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 ▶

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities.			**1a**	19,223,912
b	Average of monthly cash balances.			**1b**	878,429
c	Fair market value of all other assets (see instructions).			**1c**	1,552,381
d	**Total** (add lines 1a, b, and c).			**1d**	21,654,722
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	**1e**	0		
2	Acquisition indebtedness applicable to line 1 assets.			**2**	
3	Subtract line 2 from line 1d.			**3**	21,654,722
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			**4**	324,821
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	21,329,901
6	**Minimum investment return.** Enter 5% of line 5.			**6**	1,066,495

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.			**1**	1,066,495
2a	Tax on investment income for 2013 from Part VI, line 5.	**2a**	14,102		
b	Income tax for 2013 (This does not include the tax from Part VI).	**2b**			
c	Add lines 2a and 2b.			**2c**	14,102
3	Distributable amount before adjustments Subtract line 2c from line 1.			**3**	1,052,393
4	Recoveries of amounts treated as qualifying distributions.			**4**	
5	Add lines 3 and 4.			**5**	1,052,393
6	Deduction from distributable amount (see instructions).			**6**	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			**7**	1,052,393

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	**1a**	804,456
b	Program-related investments—total from Part IX-B.	**1b**	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	**2**	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	**3a**	
b	Cash distribution test (attach the required schedule).	**3b**	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	**4**	804,456
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	**5**	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	**6**	804,456

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

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				1,052,393
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only.			786,518	
b	Total for prior years 20___ , 20___ , 20___				
3	Excess distributions carryover, if any, to 2013				
a	From 2008.				
b	From 2009.				
c	From 2010.				
d	From 2011.				
e	From 2012.				
f	**Total** of lines 3a through e.				
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 804,456				
a	Applied to 2012, but not more than line 2a			786,518	
b	Applied to undistributed income of prior years (Election required—see instructions).				
c	Treated as distributions out of corpus (Election required—see instructions).	0			
d	Applied to 2013 distributable amount.				17,938
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount —see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,034,455
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2009. . . .				
b	Excess from 2010. . . .				
c	Excess from 2011. . . .				
d	Excess from 2012. . . .				
e	Excess from 2013. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

JOHN T EVANS PRESIDENT
61 BROADWAY
NEW YORK, NY 10006
(212) 344-3900

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

WRITTEN INFORMATION REGARDING THE CHARACTER OF THE ORGANIZATION

c Any submission deadlines

NONE

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				457,750
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions)
	(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments		13	1		
4 Dividends and interest from securities. . . .		268,632	1		
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					699,472
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		268,645			699,472

13 Total. Add line 12, columns (b), (d), and (e). **13** 968,117

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-07-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JOSEPH F SOFO CPA				P00597545

Firm's name ▶ Kurcias Jaffe & Company LLP

Firm's EIN ▶

Firm's address ▶ 111 Great Neck Road 212 Great Neck, NY 11021

Phone no (516)482-7777

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a *Paid during the year*				
LITTLE SISTERS OF THE POOR 2999 SCHURZ AVENUE BRONX, NY 10465	NONE	PUBLIC	TO CARE FOR THE ELDERLY	50,000
WHITNEY MUSEUM OF ART 945 MADISON AVENUE NEW YORK, NY 10021	NONE	PUBLIC	FOR PROMOTION OF ART	250
DISCALCED CARMELITE FRIARS PO BOX 270646 HARTFORD, WI 53027	NONE	PUBLIC	TO FOSTER GROWTH IN SPIRITUAL LIFE	80,000
FORDHAM LAW SCHOOL 140 WEST 62ND STREET NEW YORK, NY 10023	NONE	PUBLIC	FOR EDUCATION	20,500
DIOCESE OF THE VIRGIN ISLANDS CHARLOTTE AMALIE ST THOMAS, VI 00801	NONE	PUBLIC	TO FOSTER RELIGIOUS FAITH AND SERVE THE COMMUNITY	5,000
GROUP FOR THE EAST END 54895 RTE 25 SOUTHOLD, NY 11971	NONE	PUBLIC	TO PROTECT THE ENVIRONMENT ON THE EAST END OF LONG ISLAND	1,000
MASHOMACK NATURE PRESERVE PO BOX 850 SHELTER ISLAND, NY 11964	NONE	PUBLIC	TO PROMOTE NATURAL HABITAT	10,000
LUSTGARTEN FD FOR PANCREATIC CANCER 111 STEWART AVENUE BETHPAGE, NY 11714	NONE	PUBLIC	FOR RESEARCH OF PANCREATIC CANCER	1,000
CATHOLIC CHARITIES OF THE VIRGIN IS PO BOX 10736 ST THOMAS, VI 00801	NONE	PUBLIC	TO FOSTER RELIGIOUS FAITH AND SERVE THE COMMUNITY	20,000
WEILL CORNELL MEDICAL COLLEGE 525 EAST 68TH STREET NEW YORK, NY 10065	NONE	PUBLIC	FOR MEDICAL EDUCATION	200,000
PARRISH ART MUSEUM 25 JOBS LANE SOUTHAMPTON, NY 11968	NONE	PUBLIC	TO PROMOTE ART	1,000
PAUL CAREY FOUNDATION 20 CORPORATE WOODS ALBANY, NY 12211	NONE	PUBLIC	TO PROVIDE FUNDS FOR THE SICK	1,750
INCARNATION CHILDRENS CENTER 142 AUDUBON AVENUE NEW YORK, NY 10032	NONE	PUBLIC	TO PROVIDE NURSING SERVICES	650
WORLD PEDIATRIC PROJECT 7201 GLEN FOREST DRIVE RICHMOND, VA 23226	NONE	PUBLIC	TO PROVIDE MEDICAL CARE TO CHILDREN	25,000
SHELTER ISLAND HISTORICAL SOCIETY 16 SOUTH FERRY ROAD SHELTER ISLAND, NY 11964	NONE	PUBLIC	TO PROMOTE LOCAL HISTORY	1,000
Total . . . . ▶ **3a**				457,750

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SHELTER ISLAND POLICE BENEVOLENT AS PO BOX 770 SHELTER ISLAND, NY 11964	NONE	CIVIC	TO PROMOTE COMMUNITY IMPROVEMENT	200
SYLVESTER MANOR EDUCATIONAL FARM 80 NORTH FERRY RD SHELTER ISLAND, NY 11964	NONE	PUBLIC	TO PROMOTE IMPORTANCE OF FOOD AND CULTURE	3,000
TICK BORNE DISEASE ALLIANCE 244 5TH AVENUE 1450 NEW YORK, NY 10001	NONE	PUBLIC	TO RAISE AWARENESS OF CURE FOR DISEASE	1,000
CHILDRENS TUMOR FOUNDATION 95 PINE STREET NEW YORK, NY 10005	NONE	PUBLIC	TO RAISE AWARENESS AND FUNDS FOR RESEARCH OF CHILDHOOD TUMORS	2,000
PECONIC LAND TRUST 296 HAMPTON ROAD SOUTHAMPTON, NY 11969	NONE	PUBLIC	TO CONSERVE LONG ISLAND'S WORKING FARMS AND NATURAL LANDS	5,000
ANIMAL AID 1040 NORTH KINGS HIGHWAY CHERRY HILL, NJ 08035	NONE	PUBLIC	TO PROTECT ANIMALS AND END ANIMAL CRUELTY	500
NEW YORK LIVE ARTS 219 WEST 19TH STREET NEW YORK, NY 10011	NONE	PUBLIC	TO PROMOTE THE PROFESSIONAL DEVELOPMENT OF ARTISTS	5,000
GROUP FOR THE SOUTH FORK 2405 MAIN STREET BRIDGEHAMPTON, NY 11932	NONE	PUBLIC	PROTECTING AND RESTORING THE ENVIRONMENT ON THE SOUTH FORK OF LONG ISLAND	7,500
GIFT OF LIFE BONE MARROW FOUNDATION 800 YAMATO ROAD SUITE 101 BOCA RATON, FL 33431	NONE	PUBLIC	TO PROVIDE A REGISTRY TO MATCH DONORS WITH RECIPIENTS OF BONE MARROW TRANSPLANTS	1,000
ALPHA PI ALLIANCE FOR PRESERV OF PL 308 NORTH MAIN STREET THIENSVILLE, WI 53092	NONE	PUBLIC	TO PROMOTE THE CONSERVATION AND BEAUTIFICATION OF HISTORIC PLACES	5,000
THE RETREAT 13 GOODFRIEND DRIVE EAST HAMPTON, NY 11937	NONE	PUBLIC	TO PROVIDE ASSISTANCE TO VICTIMS OF DOMESTIC VIOLENCE	1,000
SOUTHAMPTON HOSPITAL FOUNDATION 240 MEETING HOUSE LANE SOUTHAMPTON, NY 11968	NONE	PUBLIC	TO PROVIDE MEDICAL CARE	500
LITTLE SISTERS OF THE ASSUMPTION 333 EAST 115TH STREET NEW YORK, NY 10029	NONE	PUBLIC	TO PROVIDE SERVICES TO THE UNDERSERVED AND THE POOR	1,000
ST PETER AND PAUL RESTORATION 22 KRONPRINDSENS GADE ST THOMAS, VI 00802	NONE	CHURCH	TO RESTORE THE ST PETER AND PAUL CATHEDRAL	1,500
ST JOSEPH'S CHURCH 36 BLEEKER STREET GREENWICH VILLAGE, NY 12834	NONE	CHURCH	TO FOSTER RELIGIOUS FAITH AND SERVE THE COMMUNITY	5,000
Total . . . . ▶ **3a**				457,750

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	N/A	PUBLIC	TO DELIVER EMERGENCY MEDICAL CARE TO VICTIMS AROUND THE WORLD	1,000
RUBIN MUSEUM OF ART 333 7TH AVENUE NEW YORK, NY 10011	N/A	PRIVATE	TO PROMOTE ART	300
NETWORK FOR GOOD 1140 CONNECTICUT AVENUE NW WASHINGTON, DC 20036	N/A	PRIVATE	TO HELP THOSE IN NEED	100
Total . . . . ▶ **3a**				457,750

TY 2013 Accounting Fees Schedule

Name: WILLIAM C DOWLING JR FOUNDATION
JOHN EVANSPRESIDENT co BELAIR & EVANS
EIN: 47-0933520
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KURCIAS, JAFFE & COMPANY	58,957	0	0	58,957

TY 2013 Investments Corporate Bonds Schedule

Name: WILLIAM C DOWLING JR FOUNDATION
JOHN EVANSPRESIDENT co BELAIR & EVANS
EIN: 47-0933520
Software ID: 13000170
Software Version: 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	1,233,931	1,178,051

TY 2013 Investments Corporate Stock Schedule

Name: WILLIAM C DOWLING JR FOUNDATION
JOHN EVANSPRESIDENT co BELAIR & EVANS
EIN: 47-0933520
Software ID: 13000170
Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	13,011,736	18,262,746

TY 2013 Investments Government Obligations Schedule

Name:	WILLIAM C DOWLING JR FOUNDATION JOHN EVANSPRESIDENT co BELAIR & EVANS
EIN:	47-0933520
Software ID:	13000170
Software Version:	2013v3.1
US Government Securities - End of Year Book Value:	769,334
US Government Securities - End of Year Fair Market Value:	773,836
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

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TY 2013 Investments - Land Schedule

Name: WILLIAM C DOWLING JR FOUNDATION
JOHN EVANSPRESIDENT co BELAIR & EVANS
EIN: 47-0933520
Software ID: 13000170
Software Version: 2013v3.1

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	3,242		3,242	3,242
Machinery and Equipment	2,139		2,139	2,139

TY 2013 Investments - Other Schedule

Name: WILLIAM C DOWLING JR FOUNDATION
JOHN EVANSPRESIDENT co BELAIR & EVANS
EIN: 47-0933520
Software ID: 13000170
Software Version: 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN AZURE WATER LLC	AT COST	1,617,503	1,547,000

TY 2013 Legal Fees Schedule

Name: WILLIAM C DOWLING JR FOUNDATION
JOHN EVANSPRESIDENT co BELAIR & EVANS
EIN: 47-0933520
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUNNINGTON,BARTHOLOW & MILLER	1,632	0	0	1,632
LOEB & LOEB	6,760	0	0	6,760

TY 2013 Other Expenses Schedule

Name: WILLIAM C DOWLING JR FOUNDATION
JOHN EVANSPRESIDENT co BELAIR & EVANS
EIN: 47-0933520
Software ID: 13000170
Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	750			750
INVESTMENT FEE AND EXPENSES	161,841	161,841		
MEDICAL REIMBURSEMENT	29,902	29,902		
MEMBERSHIP FEES	9,861			9,861
OTHER FEES	785			785
SERVICE CHARGES	2,237			2,237

TY 2013 Taxes Schedule

Name: WILLIAM C DOWLING JR FOUNDATION
JOHN EVANSPRESIDENT co BELAIR & EVANS
EIN: 47-0933520
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	6,044	6,044		
PAYROLL TAXES	21,850	4,370		17,480

[redacted]

Pershing Adv[illegible]olutions LLC, a BNY Mellon company
One Pershing [illegible]za, Jersey City, NJ 07399
(877) 870-7230
Member FINRA, SIPC

Account Number [illegible]Q-076055

Recipient's Identification
Number 47-0933520

2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

Recipient's Name and Address:

WILLIAM C. DOWLING, JR.
FOUNDATION
ATTN JOHN T EVANS, PRESIDENT
BELAIR AND EVANS
61 BROADWAY, SUITE 1320
NEW YORK NY 10006-2721

Your Investment Advisor:

SILVERCREST ASSET MGMT LLC
IAN SMITH
1330 AVE OF THE AMERICAS
NEW YORK NY 10019
(212) 649-0600
ID. IWS

Payer Information:

PERSHING LLC

Federal Identification Number: 13-2741729

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

See page 2 if you are expecting another tax statement.

Summary of Form 1099-B

Details are reported to the IRS. Refer to the 1099-B section of this statement for those details.

	Amount
Gross Proceeds (For Covered and Noncovered Transactions)	1,177,695 04
Cost or Other Basis (For Covered Transactions)	965,764.22
Federal Tax Withheld - Gross Proceeds	**0.00**
State Tax Withheld - Gross Proceeds	0 00
Regulated Futures and Foreign Currency Forward Contracts:	
Profit or (Loss) Realized in 2013	0.00
Unrealized Profit or (Loss) on Open Contracts - 12/31/2012	0.00
Unrealized Profit or (Loss) on Open Contracts - 12/31/2013	0.00
Aggregate Profit or (Loss)	0.00
Fed. Tax Withheld - Reg. Futures and Foreign Curr. Forward Contracts	**0.00**
State Tax Withheld - Reg. Futures and Foreign Curr Forward Contracts	0.00

2013 1099-INT Interest Income OMB No. 1545-0112

Box		Amount
1	Interest Income	0 00
3	Interest on U.S. Savings Bonds & Treasury Obligations	0.00
4	**Federal Income Tax Withheld**	**0.00**
5	Investment Expenses	0 00
6	Foreign Tax Paid	0 00
8	Tax-Exempt Interest	0 00
9	Specified Private Activity Bond Interest	0.00
10	Tax-Exempt Bond CUSIP No	Various
11/12/13	State /State ID# /State Tax Withheld	

2013 1099-DIV Dividends and Distributions OMB No. 1545-0110

Box		Amount
1a	Total Ordinary Dividends	37,982.66
1b	Qualified Dividends	32,843 80
2a	Total Capital Gain Distributions	391 17
2b	Unrecaptured Section 1250 Gain	224 00
2c	Section 1202 Gain	0.00
2d	Collectibles (28%) Gain	0.00
3	Nondividend Distributions	3,375 55
4	**Federal Income Tax Withheld**	**0.00**
5	Investment Expenses	0.00
6	Foreign Tax Paid	0.00
8	Cash Liquidation Distributions	0.00
9	Noncash Liquidation Distributions	0 00
10	Exempt Interest Dividends	0 00
11	Specified Private Activity Bond Interest Dividends	0 00
12/13/14	State /State ID# /State Tax Withheld	

Summary of Form 1099-OID

Details are reported to the IRS. Refer to the 1099-OID section of this statement for those details.

	Amount
Original Issue Discount (Non-U.S. Treasury Obligations)	0.00
Other Periodic Interest	0.00
Original Issue Discount on U S Treasury Obligations	0.00
Investment Expenses	0.00
Federal Income Tax Withheld	**0.00**
State Tax Withheld	

Recipient's Name and Address:

WILLIAM C DOWLING, JR
FOUNDATION

Account Number: 5JQ-076055

Recipient's Identification
Number: 47-0933520

2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

IMPORTANT MESSAGE: We send tax statements when information is finalized by securities issuers. If information is pending from issuers, you and members of your household may receive tax statement(s) at different times. Tax statement mailings will occur by January 31, February 18, February 28 and March 17, depending on when final information for your account is received from issuers. If you have any questions, please visit mytaxhandbook.com.

Summary Of Transactions We Do Not Report To The IRS (See instructions for additional information)

	Amount
Securities Purchased	
Net Cost of Securities Purchased	1,608,897.39

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b)

Description (Box 8): AFC ENTERPRISES INC COM **CUSIP:** 00104Q107

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
SELL	HIGH COST SHORT TERM	280	11/06/2012	01/15/2013	7,463.28	7,464 50	
SELL	HIGH COST SHORT TERM	170	11/06/2012	04/05/2013	5,837 95	4,532 02	
SELL	HIGH COST SHORT TERM	130	05/10/2013	08/22/2013	5,382.14	4,371 52	
SELL	MINIMIZE ST GAINS	137	05/10/2013	10/01/2013	5,953 71	4,606.92	
SELL	MINIMIZE ST GAINS	70	11/06/2012	10/03/2013	2,980.65	1,866.13	
SELL	MINIMIZE ST GAINS	13	05/10/2013	10/03/2013	553.55	437.15	
SALE DATE TOTAL		83	VARIOUS	10/03/2013	3,534.20	2,303.28	

[redacted]

Recipient's Name and Address:

WILLIAM C. DOWLING, JR.
FOUNDATION

Account Number. JQ-076055

Recipient's Identification
Number. 47-0933520

2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.							
Covered (Box 6b) *(continued)*							
Description (Box 8): AFC ENTERPRISES INC COM					**CUSIP:** 00104Q107 *(continued)*		
SELL	MINIMIZE ST GAINS	140	11/06/2012	10/11/2013	6,177.85	5,732.25	
SELL	MINIMIZE ST GAINS	150	11/06/2012	10/23/2013	6,456 80	3,998.84	
SELL	MINIMIZE ST GAINS	322	11/06/2012	11/05/2013	13,796 79	8,584.18	
SELL	MINIMIZE ST GAINS	288	11/06/2012	11/06/2013	12,432 24	7,677 78	
SECURITY TOTAL					67,034 96	47,271.29	
Description (Box 8): ACI WORLDWIDE INC CO M					**CUSIP:** 004498101		
SELL	HIGH COST SHORT TERM	61	11/06/2012	05/08/2013	2,734 77	2,397 11	
SELL	HIGH COST SHORT TERM	89	11/06/2012	05/10/2013	3,977 99	3 497 43	
SECURITY TOTAL					6,712.76	5,894.54	
Description (Box 8): APPLIED INDL TECHNOL OGIES INC COM					**CUSIP:** 03820C105		
SELL	MINIMIZE ST GAINS	150	05/10/2013	10/30/2013	7,389 45	6,889 41	
Description (Box 8): ASTEC INDS INC COM					**CUSIP:** 046224101		
SELL	HIGH COST SHORT TERM	610	11/06/2012	08/05/2013	21,549.55	18,585.50	
SELL	HIGH COST SHORT TERM	180	05/10/2013	08/05/2013	6,358 88	6,338 28	
SALE DATE TOTAL		790	VARIOUS	08/05/2013	27,908 43	24,923 78	

Recipient's Name and Address:

WILLIAM C. DOWLING, JR.
FOUNDATION

Account Number: 5JQ-076055

Recipient's Identification
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2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.							
Covered (Box 6b) *(continued)*							
Description (Box 8): BANCORPSOUTH INC						**CUSIP:** 059692103	
SELL	MINIMIZE ST GAINS	280	05/14/2013	11/12/2013	6,408.01	4,767 18	
Description (Box 8): BEACON ROOFING SUPPL Y INC COM						**CUSIP:** 073685109	
SELL	HIGH COST SHORT TERM	140	05/10/2013	08/01/2013	5,769.05	5,346.38	
SELL	MINIMIZE ST GAINS	90	05/10/2013	11/12/2013	3,135.44	3,436.96	
SECURITY TOTAL					8,904.49	8,783.34	
Description (Box 8): BOB EVANS FARMS INC						**CUSIP:** 096761101	
SELL	MINIMIZE ST GAINS	115	05/10/2013	10/01/2013	6,557 35	5,170.50	
SELL	MINIMIZE ST GAINS	105	05/10/2013	10/03/2013	5,863.36	4,720.90	
SELL	MINIMIZE ST GAINS	10	11/06/2012	10/23/2013	577 02	380 92	
SELL	MINIMIZE ST GAINS	120	05/10/2013	10/23/2013	6,924 23	5,395.31	
SALE DATE TOTAL		**130**	**VARIOUS**	**10/23/2013**	**7,501.25**	**5,776.23**	
SECURITY TOTAL					**19,921 96**	**15,667.63**	
Description (Box 8): BONANZA CREEK ENERGY INC COM						**CUSIP:** 097793103	
SELL	MINIMIZE ST GAINS	60	05/10/2013	10/28/2013	3,090.99	2,136.73	
SELL	MINIMIZE ST GAINS	180	07/23/2013	10/28/2013	9,272.97	7,506.73	
SALE DATE TOTAL		**240**	**VARIOUS**	**10/28/2013**	**12,363.96**	**9,643.46**	

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2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) *(continued)*

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Description (Box 8): BONANZA CREEK ENERGY INC COM					**CUSIP:** 097793103 *(continued)*		
SELL	MINIMIZE ST GAINS	110	05/10/2013	11/12/2013	5,530.11	3,917.34	
SECURITY TOTAL					17,894.07	13,560.80	
Description (Box 8): CHEMTURA CORP COM NE W					**CUSIP:** 163893209		
SELL	MINIMIZE ST GAINS	150	05/10/2013	11/12/2013	3,492.93	3,286 92	
SELL	MINIMIZE ST GAINS	320	05/10/2013	12/18/2013	8,486.10	7,012.09	
SECURITY TOTAL					11,979.03	10,299.01	
Description (Box 8): CUBIC CORP COM					**CUSIP:** 229669106		
SELL	HIGH COST SHORT TERM	152	11/06/2012	02/19/2013	6,736.76	7,513 62	
SELL	HIGH COST SHORT TERM	568	11/06/2012	02/22/2013	24,612 30	28,077.20	
SECURITY TOTAL					31,349.06	35,590.82	
Description (Box 8): DREW INDS INC COM NE W					**CUSIP:** 26168L205		
SELL	HIGH COST SHORT TERM	190	11/06/2012	01/22/2013	6,749.38	6,422.12	
SELL	HIGH COST SHORT TERM	10	11/06/2012	05/14/2013	368.81	338.01	
SELL	HIGH COST SHORT TERM	340	05/10/2013	05/14/2013	12,539.65	12,437.00	
SALE DATE TOTAL		350	VARIOUS	05/14/2013	12,908.46	12,775.01	

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2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) *(continued)*

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
Description (Box 8): DREW INDS INC COM NE W					**CUSIP:** 26168L205 *(continued)*		
SELL	HIGH COST SHORT TERM	170	11/06/2012	06/04/2013	6,415 90	5,746 10	
SELL	HIGH COST SHORT TERM	100	11/06/2012	08/01/2013	4,066 49	3,380.06	
SECURITY TOTAL					30,140.23	28,323.29	
Description (Box 8): DUFF & PHELPS CORP N EW CL A COM					**CUSIP:** 26433B107		
SELL	HIGH COST SHORT TERM	480	11/06/2012	01/04/2013	7,505.09	5,848.37	
SELL	HIGH COST SHORT TERM	184	11/06/2012	01/10/2013	2,875.86	2,241.87	
SELL	HIGH COST SHORT TERM	176	11/06/2012	01/11/2013	2,747.90	2,144.40	
SELL	HIGH COST SHORT TERM	1,096	11/06/2012	01/16/2013	17,143.65	13,353 78	
SECURITY TOTAL					30,272.50	23,588.42	
Description (Box 8): EASTGROUP PPTYS INC COM					**CUSIP:** 277276101		
SELL	VERSUS PURCHASE	100	05/10/2013	11/12/2013	6,027 89	6,475.81	
Description (Box 8): EMCOR GROUP INC					**CUSIP:** 29084Q100		
SELL	HIGH COST SHORT TERM	310	11/06/2012	01/02/2013	10,737.17	10,198.79	
SELL	HIGH COST SHORT TERM	180	11/06/2012	04/04/2013	7,001 22	5,921.87	
SELL	MINIMIZE ST GAINS	90	05/10/2013	11/12/2013	3,357.74	3,512.10	
SECURITY TOTAL					21,096.13	19,632.76	

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2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.							
Covered (Box 6b) *(continued)*							
Description (Box 8): ENERNOC INC COM					**CUSIP:** 292764107		
SELL	MINIMIZE ST GAINS	260	10/17/2013	11/12/2013	4,472.32	4,044.13	
Description (Box 8): ENTEGRIS INC COM					**CUSIP:** 29362U104		
SELL	MINIMIZE ST GAINS	380	06/07/2013	11/12/2013	3,927.22	3,841.67	
Description (Box 8): FEI COMPANY COMMON					**CUSIP:** 30241L109		
SELL	HIGH COST SHORT TERM	50	11/06/2012	01/28/2013	3,096.32	2,707.60	
SELL	HIGH COST SHORT TERM	30	11/06/2012	01/29/2013	1,829.35	1,624.56	
SELL	MINIMIZE ST GAINS	140	05/10/2013	10/01/2013	12,203.56	9,738.27	
SELL	MINIMIZE ST GAINS	80	05/10/2013	10/09/2013	6,682.77	5,564.72	
SECURITY TOTAL					23,812.00	19,635.15	
Description (Box 8): FIRSTMERIT CORP COM					**CUSIP:** 337915102		
SELL	HIGH COST SHORT TERM	380	05/10/2013	05/20/2013	6,977.51	6,626.02	
SELL	HIGH COST SHORT TERM	310	11/06/2012	07/08/2013	6,504.02	4,386.28	
SELL	HIGH COST SHORT TERM	490	05/10/2013	07/08/2013	10,280.56	8,544.08	
SALE DATE TOTAL		800	VARIOUS	07/08/2013	16,784.58	12,930.36	
SELL	MINIMIZE ST GAINS	260	11/06/2012	10/09/2013	5,614.74	3,678.82	
SECURITY TOTAL					29,376.83	23,235.20	

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2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) *(continued)*

Description (Box 8): FULLER H B CO COM **CUSIP:** 359694106

SELL	MINIMIZE ST GAINS	76	11/21/2012	01/22/2013	2,990.25	2,421.85	
SELL	MINIMIZE ST GAINS	84	11/21/2012	01/23/2013	3,282 69	2,676.79	
SELL	MINIMIZE ST GAINS	40	11/06/2012	06/21/2013	1,556.47	1,256 35	
SELL	MINIMIZE ST GAINS	40	11/21/2012	06/21/2013	1,556.47	1,274.66	
SELL	MINIMIZE ST GAINS	290	05/10/2013	06/21/2013	11,284.42	11,331 60	
SALE DATE TOTAL		**370**	**VARIOUS**	**06/21/2013**	**14,397.36**	**13,862.61**	
SECURITY TOTAL					**20,670.30**	**18,961.25**	

Description (Box 8): HEXCEL CORP NEW COM **CUSIP:** 428291108

SELL	HIGH COST SHORT TERM	20	11/06/2012	05/14/2013	659 63	507.16	
SELL	HIGH COST SHORT TERM	420	05/10/2013	05/14/2013	13,852 24	13,799 40	
SALE DATE TOTAL		**440**	**VARIOUS**	**05/14/2013**	**14,511.87**	**14,306.56**	
SELL	HIGH COST SHORT TERM	140	11/06/2012	05/20/2013	4,750 98	3,550.10	
SELL	HIGH COST SHORT TERM	360	11/06/2012	06/04/2013	12,444 70	9,128 84	
SELL	HIGH COST SHORT TERM	440	11/06/2012	07/08/2013	15,374.29	11,157.48	
SELL	HIGH COST SHORT TERM	355	11/06/2012	07/18/2013	12,398 10	9,002.05	
SELL	HIGH COST SHORT TERM	95	11/06/2012	07/19/2013	3,287.06	2,409.00	
SECURITY TOTAL					**62,767.00**	**49,554.03**	

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2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) *(continued)*

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Description (Box 8): HILLENBRAND INC COM					**CUSIP:** 431571108		
SELL	MINIMIZE ST GAINS	140	10/02/2013	11/12/2013	3,939 33	3,915.80	
Description (Box 8): ICU MED INC COM					**CUSIP:** 44930G107		
SELL	HIGH COST SHORT TERM	100	11/06/2012	02/20/2013	5,671.80	6,029 22	
SELL	MINIMIZE ST GAINS	60	10/22/2013	11/12/2013	3,663.13	4,041.27	
SECURITY TOTAL					**9,334.93**	**10,070.49**	
Description (Box 8): IBERIABANK CORP COM					**CUSIP:** 450828108		
SELL	HIGH COST SHORT TERM	52	11/06/2012	04/30/2013	2,374.08	2,597.17	223.09 W
SELL	HIGH COST SHORT TERM	168	11/06/2012	05/01/2013	7,572.74	8,390.87	672.04 W
SECURITY TOTAL					**9,946.82**	**10,988.04**	
Description (Box 8): INNOPHOS HLDGS INC C OM					**CUSIP:** 45774N108		
SELL	HIGH COST SHORT TERM	560	11/06/2012	05/23/2013	28,612.03	27,406.12	
SELL	HIGH COST SHORT TERM	170	05/10/2013	05/23/2013	8,685.80	9,069 84	
SALE DATE TOTAL		**730**	**VARIOUS**	**05/23/2013**	**37,297.83**	**36,475.96**	
Description (Box 8): INVACARE CORP COM					**CUSIP:** 461203101		
SELL	HIGH COST SHORT TERM	1,140	11/06/2012	03/28/2013	14,791.76	16,253.40	

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2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

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Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.

Covered (Box 6b) *(continued)*

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Description (Box 8): J&J SNACK FOOD CORP					**CUSIP:** 466032109		
SELL	HIGH COST SHORT TERM	10	11/06/2012	01/25/2013	647.22	570.94	
SELL	HIGH COST SHORT TERM	100	11/06/2012	01/28/2013	6,592.68	5,709 36	
SELL	HIGH COST SHORT TERM	90	11/06/2012	04/04/2013	6,682.96	5,138.42	
SECURITY TOTAL					13,922.86	11,418.72	
Description (Box 8): LITHIA MTRS INC CL A					**CUSIP:** 536797103		
SELL	HIGH COST SHORT TERM	120	05/10/2013	08/01/2013	7,798.32	6,114.09	
SELL	MINIMIZE ST GAINS	110	05/10/2013	10/01/2013	8,072.17	5,604.58	
SECURITY TOTAL					15,870.49	11,718.67	
Description (Box 8): M/A-COM TECHNOLOGY S OLUTIONS HLDGS INC C OM					**CUSIP:** 55405Y100		
SELL	MINIMIZE ST GAINS	240	01/28/2013	11/12/2013	3,746.60	3,939 61	
Description (Box 8): MENTOR GRAPHICS CORP					**CUSIP:** 587200106		
SELL	MINIMIZE ST GAINS	67	10/10/2013	11/12/2013	1,457.22	1,516.61	
SELL	MINIMIZE ST GAINS	133	10/11/2013	11/12/2013	2,892.70	3,055 99	
SALE DATE TOTAL		**200**	**VARIOUS**	**11/12/2013**	**4,349.92**	**4,572.60**	
Description (Box 8): MID-AMER APT CMNTYS INC COM					**CUSIP:** 59522J103		
SELL	MINIMIZE ST GAINS	80	05/10/2013	11/12/2013	4,861 11	5,747 45	

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2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

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Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.							
Covered (Box 6b) *(continued)*							
Description (Box 8): MINE SAFETY APPLIANC ES CO					**CUSIP:** 602720104		
SELL	MINIMIZE ST GAINS	40	10/10/2013	11/12/2013	1,960.00	2,051 47	
SELL	MINIMIZE ST GAINS	60	10/11/2013	11/12/2013	2,940.00	3,119.56	
SALE DATE TOTAL		100	VARIOUS	11/12/2013	4,900.00	5,171.03	
Description (Box 8): PACWEST BANCORP DEL COM					**CUSIP:** 695263103		
SELL	MINIMIZE ST GAINS	160	04/01/2013	11/12/2013	6,252.74	4,608 33	
Description (Box 8): PEBBLEBROOK HOTEL TR COM					**CUSIP:** 70509V100		
SELL	MINIMIZE ST GAINS	180	08/02/2013	11/12/2013	5,215 30	4,955 56	
Description (Box 8): PORTLAND GEN ELEC CO COM NEW					**CUSIP:** 736508847		
SELL	MINIMIZE ST GAINS	150	05/10/2013	11/12/2013	4,392.42	4,780 37	
Description (Box 8): PROSPERITY BANCSHARE S INC COM					**CUSIP:** 743606105		
SELL	HIGH COST SHORT TERM	270	05/10/2013	07/08/2013	15,425.41	12,780.31	
SELL	MINIMIZE ST GAINS	80	11/06/2012	10/09/2013	4,935.94	3,425 82	
SELL	MINIMIZE ST GAINS	20	05/10/2013	10/09/2013	1,233 99	946.69	
SALE DATE TOTAL		100	VARIOUS	10/09/2013	6,169.93	4,372.51	
SECURITY TOTAL					21,595.34	17,152.82	

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Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.							
Covered (Box 6b) *(continued)*							
Description (Box 8): PROTECTIVE LIFE CORP					**CUSIP:** 743674103		
SELL	HIGH COST SHORT TERM	250	11/06/2012	01/22/2013	7,830.45	6,950.31	
SELL	HIGH COST SHORT TERM	250	11/06/2012	04/04/2013	8,798 55	6,950.31	
SELL	HIGH COST SHORT TERM	220	11/06/2012	04/22/2013	8,091 18	6,116 27	
SELL	HIGH COST SHORT TERM	20	11/06/2012	05/14/2013	778 30	556.02	
SELL	HIGH COST SHORT TERM	360	05/10/2013	05/14/2013	14,009.32	13,871 58	
SALE DATE TOTAL		**380**	**VARIOUS**	**05/14/2013**	**14,787.62**	**14,427.60**	
SELL	HIGH COST SHORT TERM	380	11/06/2012	07/08/2013	15 229 25	10,564 47	
SELL	MINIMIZE ST GAINS	80	11/06/2012	10/09/2013	3,367.39	2,224 10	
SECURITY TOTAL					**58,104.44**	**47,233.06**	
Description (Box 8): REACHLOCAL INC COM					**CUSIP:** 75525F104		
SELL	MINIMIZE ST GAINS	220	04/24/2013	11/12/2013	2,762.68	3,560 91	
Description (Box 8): ROSETTA RES INC COM					**CUSIP:** 777779307		
SELL	MINIMIZE ST GAINS	160	11/06/2012	10/09/2013	8,558.47	7,872.46	
Description (Box 8): SCANSOURCE INC COM					**CUSIP:** 806037107		
SELL	HIGH COST SHORT TERM	435	11/06/2012	01/30/2013	12,589.35	12,932 41	
SELL	HIGH COST SHORT TERM	175	11/06/2012	01/31/2013	5,058 46	5,202.70	

Seq.# (5JQ 57389)

[redacted]

Recipient's Name and Address:

WILLIAM C. DOWLING, JR.
FOUNDATION

Account Number: JQ-076055

Recipient's Identification
Number: 47-0933520

2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.							
Covered (Box 6b) *(continued)*							
Description (Box 8): SCANSOURCE INC COM					**CUSIP:** 806037107 *(continued)*		
SECURITY TOTAL					17,647.81	18,135.11	
Description (Box 8): STERIS CORP					**CUSIP:** 859152100		
SELL	MINIMIZE ST GAINS	100	05/10/2013	11/12/2013	4,524 92	4,532.33	
Description (Box 8): STIFEL FINANCIAL COR P COM					**CUSIP:** 860630102		
SELL	MINIMIZE ST GAINS	110	05/21/2013	11/12/2013	4,692.31	3,944.64	
Description (Box 8): SWIFT ENERGY CO COM					**CUSIP:** 870738101		
SELL	HIGH COST SHORT TERM	815	11/06/2012	04/17/2013	10,508 97	12,941 48	
SELL	HIGH COST SHORT TERM	875	11/06/2012	04/18/2013	11,210.04	13,894.23	
SECURITY TOTAL					21,719.01	26,835.71	
Description (Box 8): TELEDYNE TECHNOLOGIE S INC COM					**CUSIP:** 879360105		
SELL	HIGH COST SHORT TERM	80	11/06/2012	04/04/2013	6,057 96	5,233.39	
SELL	MINIMIZE ST GAINS	60	05/10/2013	10/09/2013	4,973.74	4,572.60	
SELL	MINIMIZE ST GAINS	70	05/10/2013	12/20/2013	6,354.74	5,451 37	
SECURITY TOTAL					17,386.44	15,357.36	

[redacted]

Recipient's Name and Address:
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2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.							
Covered (Box 6b) *(continued)*							
Description (Box 8): TENNANT CO					**CUSIP:** 880345103		
SELL	HIGH COST SHORT TERM	150	11/06/2012	01/14/2013	6,588.17	5,723.14	
SELL	HIGH COST SHORT TERM	480	11/06/2012	05/22/2013	24,420.21	18,314 04	
SELL	HIGH COST SHORT TERM	150	05/10/2013	05/22/2013	7,631.32	7,524.00	
SALE DATE TOTAL		**630**	**VARIOUS**	**05/22/2013**	**32,051.53**	**25,838.04**	
SECURITY TOTAL					**38,639.70**	**31,561.18**	
Description (Box 8): UIL HLDGS CORP COM					**CUSIP:** 902748102		
SELL	MINIMIZE ST GAINS	100	05/10/2013	11/12/2013	3,786.93	4,017 65	
Description (Box 8): UNITED STATIONERS IN C COM					**CUSIP:** 913004107		
SELL	MINIMIZE ST GAINS	110	07/23/2013	11/12/2013	4,813.31	4,474.65	
Description (Box 8): VISHAY INTERTECHNOLO GY INC					**CUSIP:** 928298108		
SELL	MINIMIZE ST GAINS	229	07/26/2013	11/12/2013	2,791.17	3,527 71	
SELL	MINIMIZE ST GAINS	91	07/29/2013	11/12/2013	1,109 16	1,392 34	
SALE DATE TOTAL		**320**	**VARIOUS**	**11/12/2013**	**3,900 33**	**4,920.05**	
Short-Term Covered Total					785,018.44	695,153.47	

Recipient's Name and Address:

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2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 6b)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
Description (Box 8): ALTRA HLDGS INC COM					**CUSIP:** 02208R106		
SELL	MINIMIZE ST GAINS	200	11/06/2012	11/12/2013	6,125.89	3,672 55	
Description (Box 8): ANALOGIC CORP NEW CO M PAR 0.05					**CUSIP:** 032657207		
SELL	MINIMIZE ST GAINS	50	11/06/2012	11/12/2013	4,633.41	3,696.85	
Description (Box 8): APPLIED INDL TECHNOL OGIES INC COM					**CUSIP:** 03820C105		
SELL	MINIMIZE ST GAINS	100	11/06/2012	11/12/2013	4,647.91	4 071.29	
Description (Box 8): BOB EVANS FARMS INC					**CUSIP:** 096761101		
SELL	MINIMIZE ST GAINS	90	11/06/2012	11/12/2013	4,840.91	3,428.30	
SELL	MINIMIZE ST GAINS	210	11/06/2012	12/04/2013	10,928.97	7 999.38	
SECURITY TOTAL					15,769.88	11,427.68	
Description (Box 8): CHEMTURA CORP COM NE W					**CUSIP:** 163893209		
SELL	MINIMIZE ST GAINS	288	11/16/2012	12/16/2013	7,688 70	5,338 42	
SELL	MINIMIZE ST GAINS	392	11/16/2012	12/17/2013	10,419 17	7,266.18	
SELL	MINIMIZE ST GAINS	890	11/16/2012	12/18/2013	23,601 98	16,497 19	
SECURITY TOTAL					41,709.85	29,101.79	

[redacted]

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2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 6b) *(continued)*

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Description (Box 8): CORE MARK HLDG CO IN C COM					**CUSIP:** 218681104		
SELL	MINIMIZE ST GAINS	50	11/06/2012	11/12/2013	3,633.93	2,379 35	
SELL	MINIMIZE ST GAINS	100	11/06/2012	11/20/2013	7,353 43	4,758.69	
SECURITY TOTAL					10,987 36	7,138.04	
Description (Box 8): DREW INDS INC COM NE W					**CUSIP:** 26168L205		
SELL	MINIMIZE ST GAINS	60	11/06/2012	11/12/2013	3,070 34	2,028.04	
SELL	MINIMIZE ST GAINS	190	11/06/2012	11/20/2013	9,619.98	6,422 11	
SECURITY TOTAL					12,690.32	8,450.15	
Description (Box 8): FEI COMPANY COMMON					**CUSIP:** 30241L109		
SELL	MINIMIZE ST GAINS	50	11/06/2012	11/12/2013	4,477.93	2,707.60	
SELL	MINIMIZE ST GAINS	70	11/06/2012	11/19/2013	6,263 37	3,790.65	
SECURITY TOTAL					10,741.30	6,498.25	
Description (Box 8): FAIR ISAAC CORPORATI ON COM					**CUSIP:** 303250104		
SELL	MINIMIZE ST GAINS	80	11/06/2012	11/12/2013	4,499.52	3,523 66	

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2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 6b) *(continued)*

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Description (Box 8): FIRSTMERIT CORP COM					**CUSIP:** 337915102		
SELL	MINIMIZE ST GAINS	180	11/06/2012	11/12/2013	4,017.53	2,546.87	
SELL	MINIMIZE ST GAINS	430	11/06/2012	11/19/2013	9,454.17	6,084.20	
SELL	MINIMIZE ST GAINS	650	11/06/2012	12/16/2013	14,214.68	9,197.05	
SECURITY TOTAL					27,686.38	17,828.12	
Description (Box 8): FORUM ENERGY TECHNOL OGIES INC COM ISIN#U S34984V1008					**CUSIP:** 34984V100		
SELL	MINIMIZE ST GAINS	160	11/06/2012	11/12/2013	4,516.32	3,727.83	
Description (Box 8): FULLER H B CO COM					**CUSIP:** 359694106		
SELL	MINIMIZE ST GAINS	70	11/06/2012	11/12/2013	3,373.74	2,198.60	
SELL	MINIMIZE ST GAINS	180	11/06/2012	11/19/2013	8,857.95	5,653.55	
SECURITY TOTAL					12,231.69	7,852.15	
Description (Box 8): GLATFELTER P H CO CO M					**CUSIP:** 377316104		
SELL	MINIMIZE ST GAINS	270	11/06/2012	11/12/2013	7,314.27	4,638.02	
Description (Box 8): HORACE MANN EDUCATOR S CORP					**CUSIP:** 440327104		
SELL	MINIMIZE ST GAINS	250	11/06/2012	11/12/2013	6,976.87	4,799.81	
Description (Box 8): IBERIABANK CORP COM					**CUSIP:** 450828108		
SELL	MINIMIZE ST GAINS	60	11/06/2012	11/12/2013	3,564.13	2,996.74	

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2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 6b) *(continued)*

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Description (Box 8): INDEPENDENT BK CORP MASS					**CUSIP:** 453836108		
SELL	MINIMIZE ST GAINS	170	11/06/2012	11/12/2013	6,059.89	5,079 45	
Description (Box 8): INTEGRA LIFESCIENCES HLDGS CORP COM NEW					**CUSIP:** 457985208		
SELL	MINIMIZE ST GAINS	90	11/06/2012	11/12/2013	4,033.62	3,545 14	
Description (Box 8): J&J SNACK FOOD CORP					**CUSIP:** 466032109		
SELL	MINIMIZE ST GAINS	50	11/06/2012	11/12/2013	4,084.42	2,854.68	
Description (Box 8): LA Z BOY INC COM					**CUSIP:** 505336107		
SELL	MINIMIZE ST GAINS	210	11/06/2012	11/12/2013	4,901.71	3,565 21	
Description (Box 8): LANCASTER COLONY					**CUSIP:** 513847103		
SELL	MINIMIZE ST GAINS	70	11/06/2012	11/12/2013	5,767.69	5,242.00	
Description (Box 8): LITHIA MTRS INC CL A					**CUSIP:** 536797103		
SELL	MINIMIZE ST GAINS	70	11/06/2012	11/12/2013	4,442.62	2,478 51	
Description (Box 8): LITTELFUSE INC					**CUSIP:** 537008104		
SELL	MINIMIZE ST GAINS	70	11/06/2012	11/12/2013	5,743.89	3,860 80	
Description (Box 8): MGE ENERGY INC COM					**CUSIP:** 55277P104		
SELL	MINIMIZE ST GAINS	70	11/06/2012	11/12/2013	3,898.51	3,639 92	

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2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium
Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.							
Covered (Box 6b) *(continued)*							
Description (Box 8): MKS INSTRS INC COM					**CUSIP:** 55306N104		
SELL	MINIMIZE ST GAINS	120	11/06/2012	11/12/2013	3,517.73	2,894.27	
Description (Box 8): PROSPERITY BANCSHARE S INC COM					**CUSIP:** 743606105		
SELL	MINIMIZE ST GAINS	70	11/06/2012	11/12/2013	4,395.02	2,997.59	
SELL	MINIMIZE ST GAINS	230	11/06/2012	11/19/2013	14,518.79	3,849.23	
SELL	MINIMIZE ST GAINS	290	11/06/2012	12/05/2013	18,124.69	12,418.59	
SELL	MINIMIZE ST GAINS	280	11/06/2012	12/11/2013	17,203.53	11,990.36	
SECURITY TOTAL					54,302.09	37,255.77	
Description (Box 8): PROTECTIVE LIFE CORP					**CUSIP:** 743674103		
SELL	MINIMIZE ST GAINS	50	11/06/2012	11/12/2013	2,297.45	1,390.06	
SELL	MINIMIZE ST GAINS	320	11/06/2012	11/19/2013	15,120.93	8,896.40	
SELL	MINIMIZE ST GAINS	340	11/06/2012	12/04/2013	16,308.18	9,452.42	
SECURITY TOTAL					33,726.56	19,738.88	
Description (Box 8): ROSETTA RES INC COM					**CUSIP:** 777779307		
SELL	MINIMIZE ST GAINS	110	11/06/2012	11/12/2013	5,943.99	5,412.32	
Description (Box 8): SENSIENT TECHNOLOGIE S CORP COM					**CUSIP:** 81725T100		
SELL	MINIMIZE ST GAINS	70	11/06/2012	11/12/2013	3,565.53	2,560.24	

TEFRA-ROLL

[redacted]

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2013
YOUR TAX INFORMATION STATEMENT
As of 02/21/2014

2013 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.

Covered (Box 6b) *(continued)*

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium
Description (Box 8):	TAL INTL GROUP INC C OM				**CUSIP:** 874083108		
SELL	VERSUS PURCHASE	100	11/06/2012	11/12/2013	5,284 90	3,104 53	
SELL	VERSUS PURCHASE	330	11/06/2012	11/15/2013	17,446.92	10,244.94	
SECURITY TOTAL					22,731.82	13,349.47	
Description (Box 8):	TELEDYNE TECHNOLOGIE S INC COM				**CUSIP:** 879360105		
SELL	MINIMIZE ST GAINS	40	11/06/2012	11/12/2013	3,477.13	2,616.69	
SELL	MINIMIZE ST GAINS	110	11/06/2012	12/17/2013	9,813.80	7,195 91	
SELL	MINIMIZE ST GAINS	290	11/06/2012	12/20/2013	26,326.79	18,971.04	
SECURITY TOTAL					39,617.72	28,783.64	
Description (Box 8):	US ECOLOGY INC COM				**CUSIP:** 91732J102		
SELL	MINIMIZE ST GAINS	190	11/06/2012	11/12/2013	6,590.39	4,742.62	
Description (Box 8):	WATTS WATER TECHNOLO GIES INC CL A COM				**CUSIP:** 942749102		
SELL	MINIMIZE ST GAINS	70	11/06/2012	11/12/2013	4,068 82	2,871.83	
Description (Box 8):	WEST PHARMACEUTICAL SVCS INC COM				**CUSIP:** 955306105		
SELL	MINIMIZE ST GAINS	120	11/06/2012	11/12/2013	5,584.50	3,253.07	
Long-Term Covered Total					392,676.60	270,550.75	
Covered Total					1,177,695 04	965,704 22	

47-0933520

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 7, 2014**

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ADIDAS AG ADR FSPON	00687A107	189.00	04/01/13	10/28/13	$ 10,976.03	$ 9,837.58	$ 0.00	$ 1,138.45
ADIDAS AG ADR FSPON	00687A107	11.00	04/04/13	10/28/13	$ 638.82	$ 580.07	$ 0.00	$ 58.75
Security Subtotal					**$ 11,614.85**	**$ 10,417.65**	**$ 0.00**	**$ 1,197.20**
BANCO SANTANDER NEW A	05965X109	840.00	04/01/13	05/24/13	$ 21,466.27	$ 23,847.31	$ 0.00	$ (2,381.04)
BANCO SANTANDER NEW A	05965X109	22.00	04/04/13	05/24/13	$ 562.21	$ 621.56	$ 0.00	$ (59.35)
Security Subtotal					**$ 22,028.48**	**$ 24,468.87**	**$ 0.00**	**$ (2,440.39)**
BARCLAYS PLC 13RXXX**	06738E121	288.75	04/01/13	09/24/13	$ 1,548.93	$ 0.00	$ 0.00	$ 1,548.93
BARCLAYS PLC 13RXXX**	06738E121	7.25	04/04/13	09/24/13	$ 38.89	$ 0.00	$ 0.00	$ 38.89
Security Subtotal					**$ 1,587.82**	**$ 0.00**	**$ 0.00**	**$ 1,587.82**
BNP PARIBAS ADR FSPO	05565A202	206.00	04/01/13	05/22/13	$ 5,967.87	$ 5,323.13	$ 0.00	$ 644.74
BNP PARIBAS ADR FSPO	05565A202	22.00	04/04/13	05/22/13	$ 637.34	$ 580.73	$ 0.00	$ 56.61
Security Subtotal					**$ 6,605.21**	**$ 5,903.86**	**$ 0.00**	**$ 701.35**
CIA DE BEBIDAS PFD ADXXX	20441W203	313.00	04/01/13	04/22/13	$ 12,296.15	$ 13,191.26	$ 0.00	$ (895.11)
Security Subtotal					**$ 12,296.15**	**$ 13,191.26**	**$ 0.00**	**$ (895.11)**

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 7, 2014

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DASSAULT SYSTEMS SA AD	237545108	35.00	04/01/13	09/11/13	$ 4,503.59	$ 4,074.16	$ 0.00	$ 429.43
DASSAULT SYSTEMS SA AD	237545108	5.00	04/04/13	09/11/13	$ 643.37	$ 586.21	$ 0.00	$ 57.16
Security Subtotal					**$ 5,146.96**	**$ 4,660.37**	**$ 0.00**	**$ 486.59**
ECOPETROL SA ADR FSP	279158109	147.00	04/01/13	12/27/13	$ 5,697.25	$ 8,019.57	$ 0.00	$ (2,322.32)
ECOPETROL SA ADR FSP	279158109	3.00	04/04/13	12/27/13	$ 116.27	$ 171.13	$ 0.00	$ (54.86)
ECOPETROL SA ADR FSP	279158109	2.00	11/15/13	12/27/13	$ 77.51	$ 94.53	$ 0.00	$ (17.02)
Security Subtotal					**$ 5,891.03**	**$ 8,285.23**	**$ 0.00**	**$ (2,394.20)**
EMBRAER SA ADR FSPO	29082A107	216.00	04/01/13	12/17/13	$ 6,991.05	$ 7,453.17	$ 0.00	$ (462.12)
EMBRAER SA ADR FSPO	29082A107	6.00	04/04/13	12/17/13	$ 194.20	$ 207.18	$ 0.00	$ (12.98)
EMBRAER SA ADR FSPO	29082A107	3.00	11/15/13	12/17/13	$ 97.09	$ 101.85	$ 0.00	$ (4.76)
Security Subtotal					**$ 7,282.34**	**$ 7,762.20**	**$ 0.00**	**$ (479.86)**
FUJI HEAVY INDS LTD ADRF	359556206	33.00	05/22/13	11/15/13	$ 1,849.91	$ 1,761.47	$ 0.00	$ 88.44
Security Subtotal					**$ 1,849.91**	**$ 1,761.47**	**$ 0.00**	**$ 88.44**
GRUPO TELEVISA SA DE CV	40049J206	722.00	04/01/13	06/17/13	$ 17,156.31	$ 19,118.85	$ 0.00	$ (1,962.54)
GRUPO TELEVISA SA DE CV	40049J206	19.00	04/04/13	06/17/13	$ 451.48	$ 519.44	$ 0.00	$ (67.96)
Security Subtotal					**$ 17,607.79**	**$ 19,638.29**	**$ 0.00**	**$ (2,030.50)**
HONDA MOTOR CO LTD ADR	438128308	416.00	04/01/13	04/22/13	$ 16,365.36	$ 15,380.13	$ 0.00	$ 985.23

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Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
HONDA MOTOR CO LTD ADR	438128308	51.00	05/22/13	11/15/13	$ 2,088.84	$ 2,121.50	$ 0.00	$ (32.66)
Security Subtotal					**$ 18,454.20**	**$ 17,501.63**	**$ 0.00**	**$ 952.57**
HSBC HLDGS PLC ADR NEW	404280406	58.00	04/01/13	05/22/13	$ 3,319.27	$ 3,082.98	$ 0.00	$ 236.29
HSBC HLDGS PLC ADR NEW	404280406	14.00	04/04/13	05/22/13	$ 801.20	$ 748.84	$ 0.00	$ 52.36
Security Subtotal					**$ 4,120.47**	**$ 3,831.82**	**$ 0.00**	**$ 288.65**
ISRAEL CHEMICALS ADR FU	465036200	579.00	04/01/13	06/07/13	$ 6,494.18	$ 7,524.37	$ 0.00	$ (1,030.19)
ISRAEL CHEMICALS ADR FU	465036200	14.00	04/04/13	06/07/13	$ 157.03	$ 195.29	$ 0.00	$ (38.26)
Security Subtotal					**$ 6,651.21**	**$ 7,719.66**	**$ 0.00**	**$ (1,068.45)**
KNINKLJKE AHOLD NEW ADR	500467402	509.00	04/01/13	08/22/13	$ 8,704.98	$ 7,811.92	$ 0.00	$ 893.06
Security Subtotal					**$ 8,704.98**	**$ 7,811.92**	**$ 0.00**	**$ 893.06**
LUXOTTICA GRP SPA ADR F	55068R202	189.00	04/01/13	12/27/13	$ 9,983.64	$ 9,471.72	$ 0.00	$ 511.92
LUXOTTICA GRP SPA ADR F	55068R202	12.00	04/04/13	12/27/13	$ 633.88	$ 618.67	$ 0.00	$ 15.21
Security Subtotal					**$ 10,617.52**	**$ 10,090.39**	**$ 0.00**	**$ 527.13**
LVMH MOET NEW ADR F1	502441306	120.00	04/01/13	12/27/13	$ 4,348.48	$ 4,109.74	$ 0.00	$ 238.74
LVMH MOET NEW ADR F1	502441306	13.00	04/04/13	12/27/13	$ 471.09	$ 460.70	$ 0.00	$ 10.39
LVMH MOET NEW ADR F1	502441306	6.00	11/15/13	12/27/13	$ 217.42	$ 235.87	$ 0.00	$ (18.45)
Security Subtotal					**$ 5,036.99**	**$ 4,806.31**	**$ 0.00**	**$ 230.68**

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Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked

Description		CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
MALLINCKRODT PUB	F	G5785G107	0.62	04/04/13	07/01/13	$ 27.59	$ 30.25	$ 0.00	$ (2.66)
MALLINCKRODT PUB	F	G5785G107	30.62	04/01/13	10/30/13	$ 1,289.49	$ 1,452.07	$ 0.00	$ (162.58)
MALLINCKRODT PUB	F	G5785G107	0.12	04/04/13	10/30/13	$ 5.26	$ 6.05	$ 0.00	$ (0.79)
MALLINCKRODT PUB	F	G5785G107	5.25	04/30/13	10/30/13	$ 221.06	$ 232.73	$ 0.00	$ (11.67)
Security Subtotal						**$ 1,543.40**	**$ 1,721.10**	**$ 0.00**	**$ (177.70)**
NASPERS LTD SPON ADR	F	631512100	196.00	04/01/13	04/04/13	$ 12,005.58	$ 12,284.43	$ 0.00	$ (278.85)
Security Subtotal						**$ 12,005.58**	**$ 12,284.43**	**$ 0.00**	**$ (278.85)**
RECKITT BENCKISER ADR	F	756255204	404.00	04/01/13	12/11/13	$ 6,253.39	$ 5,838.02	$ 0.00	$ 415.37
RECKITT BENCKISER ADR	F	756255204	21.00	04/04/13	12/11/13	$ 325.05	$ 308.83	$ 0.00	$ 16.22
Security Subtotal						**$ 6,578.44**	**$ 6,146.85**	**$ 0.00**	**$ 431.59**
RYANAIR HLDGS PLC ADR	F	783513104	59.00	04/01/13	08/16/13	$ 2,944.73	$ 2,451.36	$ 0.00	$ 493.37
RYANAIR HLDGS PLC ADR	F	783513104	9.00	04/04/13	08/16/13	$ 449.20	$ 385.38	$ 0.00	$ 63.82
Security Subtotal						**$ 3,393.93**	**$ 2,836.74**	**$ 0.00**	**$ 557.19**
SCHLUMBERGER LTD	F	806857108	129.00	04/01/13	05/16/13	$ 9,784.95	$ 9,559.72	$ 0.00	$ 225.23
SCHLUMBERGER LTD	F	806857108	3.00	04/04/13	05/16/13	$ 227.56	$ 230.47	$ 0.00	$ (2.91)
Security Subtotal						**$ 10,012.51**	**$ 9,790.19**	**$ 0.00**	**$ 222.32**

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Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
SINGAPORE TLCM ADR NEW	82929R304	12.00	05/16/13	11/15/13	$ 354.90	$ 384.10	$ 0.00	$ (29.20)
Security Subtotal					**$ 354.90**	**$ 384.10**	**$ 0.00**	**$ (29.20)**
SOC QUIMICA MINER B ADRF	833635105	191.00	04/01/13	11/15/13	$ 5,130.51	$ 10,471.55	$ 0.00	$ (5,341.04)
SOC QUIMICA MINER B ADRF	833635105	5.00	04/04/13	11/15/13	$ 134.31	$ 278.39	$ 0.00	$ (144.08)
SOC QUIMICA MINER B ADRF	833635105	47.00	08/07/13	11/15/13	$ 1,262.48	$ 1,336.65	$ 0.00	$ (74.17)
Security Subtotal					**$ 6,527.30**	**$ 12,086.59**	**$ 0.00**	**$ (5,559.29)**
TECHNIP ADR FSPONS	878546209	234.00	04/01/13	05/16/13	$ 6,387.84	$ 6,076.05	$ 0.00	$ 311.79
TECHNIP ADR FSPONS	878546209	15.00	04/04/13	05/16/13	$ 409.48	$ 415.90	$ 0.00	$ (6.42)
Security Subtotal					**$ 6,797.32**	**$ 6,491.95**	**$ 0.00**	**$ 305.37**
TURKIYE GARANTI ADR F	900148701	1,151.00	04/01/13	05/22/13	$ 6,977.50	$ 6,183.16	$ 0.00	$ 794.34
TURKIYE GARANTI ADR F	900148701	1,140.00	04/01/13	08/20/13	$ 4,174.78	$ 6,124.07	$ 0.00	$ (1,949.29)
TURKIYE GARANTI ADR F	900148701	2,209.00	04/01/13	08/22/13	$ 7,413.07	$ 11,866.72	$ 0.00	$ (4,453.65)
TURKIYE GARANTI ADR F	900148701	117.00	04/04/13	08/22/13	$ 392.63	$ 605.65	$ 0.00	$ (213.02)
TURKIYE GARANTI ADR F	900148701	566.00	06/14/13	08/22/13	$ 1,899.41	$ 2,720.09	$ 0.00	$ (820.68)
Security Subtotal					**$ 20,857.39**	**$ 27,499.69**	**$ 0.00**	**$ (6,642.30)**
VOLKSWAGEN ADR PFDF	928662402	7.00	04/22/13	11/15/13	$ 358.19	$ 261.48	$ 0.00	$ 96.71
Security Subtotal					**$ 358.19**	**$ 261.48**	**$ 0.00**	**$ 96.71**
ZURICH INSURANCE GP ADR	989825104	579.00	04/01/13	09/26/13	$ 14,772.58	$ 16,180.42	$ 0.00	$ (1,407.84)

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Date Prepared: February 7, 2014

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Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ZURICH INSURANCE GP ADR	989825104	14.00	04/04/13	09/26/13	$ 357.20	$ 406.55	$ 0.00	$ (49.35)
Security Subtotal					**$ 15,129.78**	**$ 16,586.97**	**$ 0.00**	**$ (1,457.19)**
Total Short-Term *(Cost basis is reported to the IRS)*					**$ 229,054.65**	**$ 243,941.02**	**$ 0.00**	**$ (14,886.37)**
Total Short-Term					**$ 229,054.65**	**$ 243,941.02**	**$ 0.00**	**$ (14,886.37)**

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 7, 2014**

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Realized Gain or (Loss) Summary

Total Realized Gain or (Loss)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss) *(Cost basis is reported to the IRS Report on Form 8949, Part I, with Box A checked.)*	$ 229,054.65	$ 243,941.02	$ 0.00	$ (14,886.37)
Total Short-Term Realized Gain or (Loss)	$ 229,054.65	$ 243,941.02	$ 0.00	$ (14,886.37)
TOTAL REALIZED GAIN OR (LOSS)	$ 229,054.65	$ 243,941.02	$ 0.00	$ (14,886.37)

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 7, 2014**

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Notes for Your Realized Gain or (Loss)

Schwab has provided realized gain and loss information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

When value for the report is unavailable, it is noted as follows: "Missing" or "Not Provided"

Not Provided	Schwab is not providing Cost Basis on this security type
Missing	Cost Basis may be missing due to one of the following reasons: • Cost basis data may not be available for a number of reasons (for example, the security was purchased outside of Schwab and we did not receive cost basis from the transferring firm). • The security was purchased more than 10 years ago.
Acquisition Date	If the cost basis is missing or not provided, a short-term holding period may have been applied for a position that may have been held long term.

BELOW IS A PREVIEW OF YOUR NOTICE:
([illegible])

THE ANNUAL RETURN OF **William C. Dowling Jr.** FOUNDATION. For the year ended **December 31, 2013** is available at its principal office located at
61 Broadway, New York , NY 10006
for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation is **John Evans**.

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF GOVERNMENT BONDS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10a

Face Amount		Book Value	Market Value
$65,000.00	Financing Corp Bond 9.65% DTD 11/2/88 Due 11/2/18	89,399.95	87,818.90
$35,000.00	Missouri State Development Bond 2.061% DTD 11/5/12 Due 5/1/16	35,010.00	34,976.55
$20,000.00	Resolution Funding Corp ACT 8.625% DTD 1/15/90 Due 1/15/30	33,142.80	30,126.60
$60,000.00	Resolution Funding Corp 8.875% DTD 7/15/90 Due 7/15/20	83,661.40	82,007.40
$110,000.00	US Treasury Notes 7.50% DTD 11/15/86 Due 11/15/16	138,715.43	131,071.60
$10,000.00	US Treasury Bonds 7.25% DTD 8/15/92 Due 8/15/22	12,789.61	13,575.00
$30,000.00	US Treasury Notes 1.875% DTD 9/30/10 Due 9/30/17	30,992.03	30,766.50
$158,000.00	US Treasury Bonds 5.50% Due DTD 8/15/98 Due 8/15/28	181,338.39	194,760.28
$50,000.00	US Treasury Bonds 7.25% DTD 8/15/92 Due 8/15/22	65,127.19	67,500.00
$50,000.00	US Treasury Notes Inflation Indexed 1.625% DTD 1/15/08 Due1/15/18	57,819.18	60,583.12
$40,000.00	US Treasury Notes 2.625% DTD 11/15/10 Due 11/15/20	41,337.58	40,650.00
	Total	$769,333.56	$773,835.95

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF STOCKS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10b

No. of Shares		Book Value	Market Value
93	AAC Technology Holdings Inc	4,472.59	4,553.28
755	ABB LTD	17,015.39	20,052.80
610	ACI Worldwide Inc	23,971.15	39,650.00
1236	AXA Sponsored Adr	22,551.79	34,472.04
377	Adecco SA	11,204.96	15,015.91
248	Adidas AG	12,951.24	15,929.04
473	Aflac Inc	27,070.92	31,596.40
1936	Air Lease Corp	44,383.48	60,170.88
499	Air Liquide	12,225.83	14,156.63
1144	Allianz	16,315.68	20,740.72
2440	Altra Industrial Motion Corp	51,134.99	83,496.80
490	American Express Co	21,871.04	44,457.70
620	Analogic Crop	46,761.21	54,907.20
286	Apple Inc	116,898.75	160,451.72
1260	Applied Industrial Technologies Inc	52,778.27	61,853.40
4106	Autonation Inc	126,542.01	204,027.14
166	BASF	14,643.57	17,893.14
223	BHP Billiton	15,214.54	15,208.60
854	BNP Paribas	24,310.73	33,476.80

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF STOCKS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10b

1	Brep VII Commercial Real Estate	0	1,104.00
267	Bancolombia	15,795.37	13,088.34
3420	Bancorpsouth Inc	53,392.50	86,936.40
1297	Barclays Bank	22,692.37	23,514.61
203	Bayer AG	21,221.93	28,826.00
1160	Beacon Roofing Supply Inc	39,682.94	46,724.80
1919	Berkshire Hathaway Inc	142,786.35	227,516.64
830	Bob Evans Farms Inc	32,926.27	41,989.70
1400	Bonanza Creek Energy Inc	46,683.96	60,858.00
379	Brep VII Commercial Real Estate Trust	295,000.00	418,416.00
59	Brit America Tobacco	6,331.33	6,337.78
6096	Brookfield Asset Mgnt Inc	111,564.13	236,707.68
349	Brookfield Property Partners LLP	15,141.69	6,959.06
3022	Brookfield Residential Properties Inc	36,820.97	73,102.18
5830	CBIZ Inc	48,911.91	53,169.60
633	CBOE Holdings Inc	18,238.74	32,890.68
3250	CVB Financial Corp	50,784.53	55,477.50

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF STOCKS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10b

2425	Calloway Real Estate	69,316.01	57,434.77
295	Canadian Natural Resources	9,453.41	9,982.80
2165	Carrefour	15,008.13	17,060.20
1015	Coach Inc	53,932.25	56,971.95
534	Coca Cola Hellenic	14,041.40	15,576.78
1115	Cognizant Technology Solutions Corp	74,520.48	112,592.70
1536	Colfax Corp	54,111.00	97,827.84
852	Compass Group	10,974.67	13,741.91
423	Continental Resources Inc	27,696.83	47,595.96
489	Core Mark Holding Co	24,291.22	37,129.77
308	Covidien	20,703.00	20,974.80
765	Crimson Wine Group	0	6,762.60
771	CSL LTD	23,916.76	23,723.67
565	Cummins Inc	54,305.55	79,648.05
144	Dassault Systems	16,765.53	17,899.20
85	Diago PLC	10,690.74	11,255.70
2348	Dish Network Corp	62,233.35	135,996.16
10242	Dreamworks Animation	207,488.89	363,591.00
630	Drew Industries Inc	24,293.48	32,256.00

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF STOCKS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10b

4070	EMC Corp	61,270.03	102,360.50
1220	Eastgroup Properties Inc	57,745.56	70,674.60
152	Ecopetrol	8,285.23	5,844.40
1210	Emcor Group Inc	41,518.18	51,352.40
556	Enbridge Inc	16,095.52	24,286.08
3170	Enernoc Inc	47,742.48	54,555.70
4710	Entegris Inc	43,495.54	54,588.90
1522	Equity Lifestyle Properties	52,340.74	55,142.06
217	Essilor International	12,127.09	11,616.01
1310	Express Scripts Holding Co	64,647.88	92,014.40
590	FEI Company	34,100.07	52,722.40
990	Fair Issaac Corp	44,531.86	62,211.60
833	Family Dollar Stores	35,808.32	54,120.01
893	Fanuc Corp	13,306.32	27,424.03
1110	Firstmerit Corp	16,539.02	24,675.30
980	Flextronics International LTD	6,544.85	7,614.60
1990	Forum Energy Technologies Inc	48,521.13	56,237.40
387	Fuji Heavy Industries LTD	16,851.72	22,260.24
660	Fuller H B Co	21,916.63	34,346.40

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF STOCKS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10b

2730	GCA Credit Opportunities Offshore	2,700,000.00	3,596,842.00
182	Gemalto	8,063.17	10,115.56
595	Gilead Sciences Inc	11,987.65	44,684.50
528	Givaudan	13,070.48	15,111.36
3280	Glatfelter	62,318.87	90,659.20
2583	Glencore Xstrata	17,254.44	13,483.26
149	Google Inc	83,654.31	166,985.79
567	HSBC Holdings	30,340.60	31,258.71
26810	Henderson Land Development Co LTD	114,608.71	153,007.32
229	Henkel AG & Co	22,141.80	26,719.72
1690	Hillenbrand Inc	47,206.32	49,719.80
379	Honda Motor Co	14,750.27	15,671.65
3050	Horace Mann Educators Corp	60,734.78	96,197.00
3442	Howard Hughes Corp	183,260.19	413,384.20
780	ICU Medical Inc	38,848.46	49,693.80
770	Iberiabank Corp	37,895.32	48,394.50
253	Imperial Oil LTD	10,358.71	11,190.19
2126	Independent Bank Corp Massachusetts	65,011.54	83,169.12
893	Industria de Diseno	23,736.56	29,486.86

1050	Integra Lifesciences Holdings Corp	40,692.13	50,095.50
630	J & J Snack Food Corp	38,591.63	55,811.70
280	JGC Corp	16,189.00	21,868.00
7978	Jarden Corp	162,444.46	489,450.30
3439	Jardine Strategic Holding	50,066.95	55,024.00
1854	Knoll Inc	30,719.10	33,946.74
901	Komatsu LTD	22,110.82	18,542.58
340	Kubota Corp	24,206.96	28,424.00
3049	L Brands Inc	114,030.22	188,580.65
226	L oreal	7,810.47	7,943.90
2640	LA Z Boy Inc	45,420.99	81,840.00
521	Lvmh Moet	17,888.98	19,068.55
800	Lancaster Colony	61,115.82	70,520.00
441	Lennar Corp	10,972.74	17,445.96
7656	Leucadia National Corp	183,147.18	216,971.04
134	Liberty Interactive Corp Libertry Venture	0	16,427.06
4125	Liberty Interactive Corp	75,332.98	121,068.75
3292	Liberty Media Corp	204,126.80	481,593.26
910	Lithia Motors Inc	35,493.79	63,172.20
917	Littlefuse Inc	55,742.87	85,216.81

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF STOCKS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10b

464	Luxottica	23,270.61	25,018.88
730	M & T Bank Corp	84,846.87	84,986.60
2910	M/A-Com Technology Solutions	45,368.05	49,440.90
840	MGE Energy Inc	44,258.29	48,479.76
1821	MKS Instruments Inc	47,514.29	54,484.32
483	MSC Industrial Direct Inc	34,656.49	39,060.21
1023	MTN Group LTD	18,294.48	21,483.00
228	Magna International Inc	13,475.77	18,709.68
2400	Mentor Graphics Corp	43,028.35	57,768.00
280	Merck KGAA	14,158.82	16,786.00
75	Mettler Toledo International	15,907.74	18,194.25
930	Mid-America Apartment Communities Inc	51,029.45	56,488.20
1198	Mine Safety Appliances Co	51,307.79	61,349.58
610	Monster Beverage Corp	28,718.71	41,339.70
935	Muenchener Rueckver	18,051.84	20,792.53
630	National Oilwell Varco Inc	35,219.00	50,103.90
258	Nestle	18,764.42	18,986.22
726	Nitto Denko Corp	21,958.76	15,485.58

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF STOCKS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10b

127	Novartis	9,073.70	10,208.26
71	Novo-Nordisk	11,635.99	13,117.96
128	OSH One Liquidating Corp	0	1.28
128	OSH One Liquidating Corp	0	24.58
29631.71	Oppenheimer Developing Markets Fund	939,612.85	1,112,966.92
1900	Pacwest Bancorp	51,484.37	80,218.00
2250	Pebblebrook Hotel Trust	57,787.32	69,210.00
501	Perrigo Company	42,914.89	76,878.45
246	Philip Morris Internional	22,715.94	21,433.98
1,940.00	Portland General Eletric Co	54,526.14	58,588.00
43	Priceline Inc	25,522.31	49,983.20
47292.82	Primecap Odyssey Growth Fund	810,030.00	1,116,583.58
1203	Prudential Corp	38,696.23	54,135.00
1500	Qualcomm Inc	86,322.87	111,375.00
250	Ralston Purina Co	35,428.25	32,730.25
2730	Reachlocal Inc	41,437.05	34,698.30
445	Reckitt Benckiser	6,433.24	7,160.05
51078.35	Ridgeworth Seix Floating Rate High Income Fund	408,989.67	462,769.84

97	Rio Tinto PLC	4,540.79	5,473.71
344	Roche Holding LTD	20,123.18	24,148.80
1350	Rosetta Resources Inc	65,296.42	64,854.00
3951	Rouse Properties Inc	63,181.46	87,672.69
188	Royal Dutch Shell	12,559.35	14,120.68
294	Ryanair Holdings	12,274.53	13,797.42
244	SAP AG	19,596.63	21,262.16
512	SKF AB	12,527.92	13,537.28
342	Sabmiller PLC	18,132.52	17,537.76
899	Sandvik	13,708.92	12,711.86
705	Schlumberger LTD	44,713.24	63,527.55
1215	Sears CDA Inc	14,203.61	14,868.67
4633	Sears Holding Corp	208,950.86	227,202.32
618	Sears Hometown & Outlet Stores	0	15,759.00
870	Sensient Technologies Corp	32,354.25	42,212.40
144	Siemens	15,630.91	19,945.44
133117	Silvercrest Hedged Equity Fund	53,117.00	133,117.00
48	Silvercrest Market Neutral Fund	28,487.32	64,610.51

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF STOCKS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10b

670	Singapore TLCM	9,922.15	19,497.00
240	Smith & Nephew	13,855.51	17,217.60
8197	Starz Liberty Cap	82,200.96	239,680.28
810	Stepan Co	50,199.93	53,160.30
555	Stericycle Inc	48,911.57	64,474.35
1220	Steris Corp	46,661.88	58,621.00
1200	Stifel Financial Corp	42,429.38	57,504.00
735	Svenska Cellulosa	19,004.08	22,696.80
464	Swatch Group	13,556.90	15,404.80
198	Syngenta	16,514.51	15,828.12
920	TAL International Group Inc	32,547.38	52,762.00
1091	Taiwan Semiconductor	18,673.47	19,027.04
324	Technip	8,427.93	7,827.84
1134	Tokyo Electron LTD	13,654.30	15,683.22
1332	Tourmaline Oil Corp	33,409.67	56,048.53
188	Toyota Motor	15,902.43	22,920.96
1259	Turkcell Iletsm	20,906.50	16,807.65
1660	UIL Holding Corp	61,647.19	64,325.00
2370	US Ecology Inc	60,925.08	87,931.74
538	UTD Overseas Bank	18,068.14	18,087.56

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF STOCKS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10b

1400	United Stationers Inc	51,116.19	64,246.00
750	Varian Medical Systems Inc	40,646.41	58,267.50
885	Verisk Analytics Inc	28,690.44	58,162.20
250	Verizon Communication Inc	24,977.50	26,764.25
1986	Viacom Inc	132,539.73	173,457.24
290	Visa Inc	21,908.43	64,577.20
4090	Vishay Intertechnology Inc	60,360.37	54,233.40
258	Volkswagen	9,637.27	14,561.52
104	W P P Plc	10,622.87	11,945.44
1631	WPX Energy Inc	28,881.06	33,239.78
444	Wal-Mart de Mexico	14,488.85	11,597.28
930	Watts Water Technologies Inc	39,287.72	57,539.10
24740	Wendys Co	115,578.24	215,732.80
2050	Wesco Aircraft Holdings Inc	42,980.46	44,936.00
1540	West Pharmaceutical Services Inc	40,290.53	75,552.40
310	Woodside Petroleum	11,590.33	10,764.44
297	Wynn Resorts LTD	40,111.09	57,680.37
	Total	$13,011,735.98	$18,262,745.52

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF CORPORATE BONDS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10c

Face Amount		Book Value	Market Value
$38,000.00	Caterpillar Inc Notes 7.90% DTD 12/5/08 Due 12/15/18	50,688.70	47,626.16
$25,000.00	Dentsply International Inc 2.75% DTD 8/23/11 Due 8/15/16	25,908.75	25,724.25
$35,000.00	Diageo Capital Notes 5.50% DTD 9/28/06 Due 9/30/16	41,103.08	39,162.90
$25,000.00	EQT Corp Notes 8.125% DTD 5/15/09 Due 6/1/19	29,036.00	30,329.25
$37,000.00	Eli Lilly & Co Notes 6.57% DTD 1/10/96 Due 1/1/16	43,313.32	41,267.21
$25,000.00	Enterprise Products Notes 7.034% DTD 5/24/07 Due 1/15/68	28,847.50	27,625.00
$60,000.00	General Electric Cap Corp Medium Term Notes 2.10% DTD 12/12/12 Due 12/11/19	59,963.20	58,338.60
$50,000.00	JP Morgan Chase & Co Medium Term Notes 0% DTD 2/26/13 Due 2/26/16	50,010.00	50,205.50
$25,000.00	Johnson Controls Inc Notes 5.50% DTD 1/17/06 Due1/15/16	28,116.25	27,155.75
$35,000.00	McCormick & Co Inc Notes 5.20% DTD 12/6/05 Due 12/15/15	39,487.90	37,921.10
$50,000.00	McKesson Corp Finance Medium Term Notes 6.50% DTD 2/12/09 Due 2/15/14	56,191.00	50,342.00

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF CORPORATE BONDS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10c

$32,000.00	Norfolk Southern Corp Notes 7.80% DTD 5/19/97 Due 5/15/27	39,238.80	40,635.20
$25,000.00	Northern STS Power Co Minn Bond 5.25% DTD 7/21/05 Due 7/15/35	29,471.75	26,867.25
$40,000.00	Northrop Grumman Corp Deb 7.75% DTD 3/1/96 Due 3/1/16	48,375.60	45,008.00
$60,000.00	Nova Scotia Prov CDA Deb 8.875% DTD 3/15/86 Due 3/15/16	80,707.00	69,517.80
$25,000.00	PPG Industries Inc Notes 7.375% DTD 5/24/96 Due 6/1/16	30,169.75	28,264.50
$36,000.00	Pepsico Inc Senior Notes 7.9% DTD 10/24/08 Due 11/1/18	48,295.36	44,999.28
$25,000.00	Public Service Electric & Gas Co 6.75% DTD 1/1/96 Due 1/1/16	29,136.25	27,458.00
$40,000.00	Shell International Fin Notes 4.375% DTD 3/25/10 Due 3/25/20	46,928.80	43,850.00
$25,000.00	Small Business Investment Companies 4.94% DTD 8/24/05 Due 8/10/15	22,310.29	20,529.83
$50,000.00	Southern California Edison Co 1st Rfdg MTG Bond 4.65% DTD 3/26/04 Due 4/1/15	54,871.27	52,517.00
$30,000.00	Statoil Hydro Notes 3.125% DTD 8/17/10 Due 8/17/17	29,939.60	31,491.90

WILLIAM C. DOWLING JR. FOUNDATION
BOOK VALUE AND MARKET VALUE OF CORPORATE BONDS
DECEMBER 31, 2013
FORM 990 PF
PART II LINE 10c

$30,000.00	Toronto Dominion Bank 2.50% DTD 7/14/11 Due 7/14/16	30,032.90	31,118.10
$32,000.00	United Parcel Service Inc 8.375% DTD 10/1/097 Due 4/1/30	47,766.16	43,191.68
$24,000.00	Valley National Bancorp 5.125% DTD 9/27/13 Due 9/27/03	23,950.48	23,671.44
$80,000.00	Wal-Mart Stores Inc. Notes 7.55% DTD 2/15/00 Due 2/15/30	110,514.40	107,696.00
$50,000.00	Wisconsin Public Service Corp Notes 5.65% DTD 11/20/07 Due 11/1/17	58,934.50	56,012.00
$45,000.00	Xtra Fin Corp GTD Notes 5.15% DTD 3/20/07 Due 4/1/17	50,622.80	49,525.20
	Total	$ 1,233,931.41	$ 1,178,050.90