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
The Weary Family Foundation

% GIFFORD WEARY

A Employer identification number
48-1224093

Number and street (or P O box number if mail is not delivered to street address)
C/O GIFFORD WEARY
2731 ELGINFIELD ROAD Suite

Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
COLUMBUS, OH 43220

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 20,777,050

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))*

	Line	Description	(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)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	221,032	213,179		
	4	Dividends and interest from securities	312,687	289,801		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	229,453			
	b	Gross sales price for all assets on line 6a 2,918,983				
	7	Capital gain net income (from Part IV, line 2)		229,453		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	14,748	30,821		
	12	**Total.** Add lines 1 through 11	777,920	763,254		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	498	249	0	249
	b	Accounting fees (attach schedule)	7,500	3,750	0	3,750
	c	Other professional fees (attach schedule)	95,819	95,819		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,866	2,866		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	3,078	1,539		1,539
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,062	1,042		20
	24	**Total operating and administrative expenses.** Add lines 13 through 23	110,823	105,265	0	5,558
	25	Contributions, gifts, grants paid	999,000			999,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,109,823	105,265	0	1,004,558
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-331,903			
	b	**Net investment income** (if negative, enter -0-)		657,989		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	313,923	148,457	148,461
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	9,747,767	9,648,418	15,299,290
	c	Investments—corporate bonds (attach schedule)	5,182,767	5,116,694	5,292,264
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	48,855	47,840	37,035
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	15,293,312	14,961,409	20,777,050
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	15,293,312	14,961,409	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	15,293,312	14,961,409	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	15,293,312	14,961,409	

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	15,293,312
2	Enter amount from Part I, line 27a	2	-331,903
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,961,409
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	14,961,409

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)
1 a	US TRUST			2013-09-12
b	US TRUST			2013-11-15
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	696,669		706,230	-9,561
b	2,222,328		1,983,300	239,028
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				-9,561
b				239,028
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	229,453
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	999,994	18,503,742	0 054043
2011	904,987	18,755,692	0 048251
2010	773,094	16,363,887	0 047244
2009	770,894	14,217,908	0 05422
2008	752,613	12,629,887	0 05959

2	**Total** of line 1, column (d).	2	0 263348
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 05267
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	19,604,406
5	Multiply line 4 by line 3.	5	1,032,564
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,580
7	Add lines 5 and 6.	7	1,039,144
8	Enter qualifying distributions from Part XII, line 4.	8	1,004,558

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	13,160
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	13,160
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	13,160
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 23,892		
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	23,892
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	10,732
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 10,732 **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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		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) ▶KS			
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		No
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)*

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 ▶GIFFORD WEARY Telephone no ▶(614) 247-1636

Located at ▶2731 ELGINFIELD ROAD COLUMBUS OH ZIP+4 ▶43220

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? — 16 — Yes / 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

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

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

b If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*. — 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? — 4a — No

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? — 4b — No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☑			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		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
Robert K Weary Jr C/O GIFFORD WEARY COLUMBUS, OH 43220	Director & President 0 5	0	0	0
GIFFORD WEARY C/O GIFFORD WEARY COLUMBUS, OH 43220	director & SECRETARY 0 5	0	0	0
DALE ANN CLORE C/O GIFFORD WEARY COLUMBUS, OH 43220	DIRECTOR & Treasurer 0 5	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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
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 NOTE ONLY ACTIVITY OF THE FOUNDATION WAS DONATING TO VARIOUS ORGANIZATIONS THAT WERE SELECTED BY THE TRUSTEES	
2 THERE WERE NO DIRECT EXPENSES INCURRED IN MAKING THESE DONATIONS	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See 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	19,902,950
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	19,902,950
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	19,902,950
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	298,544
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,604,406
6	**Minimum investment return.** Enter 5% of line 5	6	980,220

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	980,220
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13,160		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	13,160
3	Distributable amount before adjustments Subtract line 2c from line 1			3	967,060
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	967,060
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	967,060

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	1,004,558
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,004,558
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	1,004,558

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					967,060
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 2011 , 2010 , 2009			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	88,558				
b From 2009.	65,055				
c From 2010.					
d From 2011.					
e From 2012.	81,423				
f **Total** of lines 3a through e.		235,036			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,004,558					
a Applied to 2012, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2013 distributable amount.					967,060
e Remaining amount distributed out of corpus		37,498			
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		272,534			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		88,558			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		183,976			
10 Analysis of line 9					
a Excess from 2009. . . .	65,055				
b Excess from 2010. . . .					
c Excess from 2011. . . .					
d Excess from 2012. . . .	81,423				
e Excess from 2013. . . .	37,498				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				999,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	221,032	
4 Dividends and interest from securities			14	312,687	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	229,453	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a NON-TAXABLE DISTRIBUTION - BANK OF AMERICA			01	1,454	
b REFUND OF FOREIGN TAX PAID - BANK OF AMERICA			01	1,187	
c CLASS ACTION SETTLEMENT			01	657	
d REFUND OF OFFICE EXPENSE			01	110	
e CAPITAL GAIN DIVIDENDS			01	11,340	
12 Subtotal Add columns (b), (d), and (e)				777,920	

13 Total. Add line 12, columns (b), (d), and (e) 13 777,920

(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

****** | 2012-04-24 | ******

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 A Jezak				

Firm's name ▶ JMW & ASSOCIATES LLC | Firm's EIN ▶

Firm's address ▶ 6400 Glenwood Suite 100 Overland Park, KS 66202 | Phone no (913) 499-4920

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*				
Junction City Family YMCA PO Box 113 Junction City, KS 66441	None	PC	General Operating Support - Public Welfare	68,000
First Presbyterian Church 113 W 5th Street Junction City, KS 66441	None	PC	General Operating Support - Public Welfare	9,000
Friends of McCain 207 McCain Auditorium Manhattan, KS 665064711	None	PC	General Operating Support - Educational	30,000
KSU Foundation Marianna Kistler Beach Museum of Ar 701 Beach Lane Manhattan, KS 66506	None	PC	General Operating Support - Educational	40,000
The Crisis Center Inc PO Box 1526 Manhattan, KS 665051526	None	PC	General Operating Support - Public Welfare	25,000
Geary Community Healthcare Foundation PO Box 3015 Junction City, KS 66441	None	PC	General Operating Support - Hospice - Public Welfar	10,000
The Homecare & Hospice Foundation 3801 Vanesta Drive Manhattan, KS 66503	None	PC	General Operating Support - Public Welfare	50,000
KSU Foundation Department of Art 111 Willard Hall Manhattan, KS 66506	None	PC	General Operating Support - Educational	40,000
Little Theater Foundation Inc 102 N Ritter Rd Junction City, KS 66441	None	PC	General Operating Support - Educational	10,000
United Way of Junction City - Geary County PO Box 567 Junction City, KS 66441	None	PC	General Operating Support - Public Welfare	5,000
United Way of Riley County 114 S 4th St Manhattan, KS 66502	None	PC	General Operating Support - Public Welfare	5,000
Symphony in the Flint Hills 331 Broadway Cottonwood Falls, KS 66845	None	PC	General Operating Support - Public Welfare	5,000
Boy Scouts of America - Coronado Area Council PO Box 912 Salina, KS 674020912	None	PC	General Operating Support - Public Welfare	3,000
KSU VMTH-Equine Field Service College of Veterinary Medicine - KS 103 Trotter Hall Manhattan, KS 66506	None	PC	General Operating Support - Educational	8,500
Riley County Humane Society PO Box 1202 Manhattan, KS 665051202	None	PC	General Operating Support - Public Welfare	7,500
Total . . . . ▶ **3a**				999,000

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*				
Kansas University Endowment Association PO Box 928 Lawrence, KS 660440928	None	PC	General Operating Support - Educational	10,000
Flint Hills Breadbasket 905 Yuma Street Manhattan, KS 66502	None	PC	General Operating Support - Public Welfare	10,000
Feathers Foundation - Circle L Ranch Animal Rescue Circle L Ranch 8535 E Smittys Place Prescott Valley, AZ 86315	None	PC	General Operating Support - Public Welfare	7,500
Kansas 4-H Foundation Inc Kansas State University 116 Umberger Hall Manhattan, KS 665063417	None	PC	General Operating Support - Public Welfare	2,500
Friends of Animals PO Box 580 Junction City, KS 66441	None	PC	General Operating Support - Public Welfare	3,000
Republic County Hospital 2420 G Street Belleville, KS 66935	None	PC	General Operating Support - Public Welfare	15,000
Belleville Public Library 1327 19th Street Belleville, KS 66935	None	PC	General Operating Support - Public Welfare	12,000
Mile High United Way 2505 18th Street Denver, CO 80211	None	PC	General Operating Support - Public Welfare	35,000
YMCA of The Rockies 2515 Tunnel Road Estes Park, CO 80511	None	PC	General Operating Support - Public Welfare	230,000
Breeder Release Adoption Service 233 East Main Trinidad, CO 81082	None	PC	General Operating Support - Public Welfare	10,000
Harmony Horseworks 26679 Pleasant Park Rd Conifer, CO 80433	None	PC	General Operating Support - Public Welfare	5,000
Animal Care Foundation 3550 South Jasen Street Englewood, CO 80110	None	PC	General Operating Support - Public Welfare	5,000
Mount Evans Home Health & Hospice 3081 Bergan Peak Dr Evergreen, CO 80439	NONE	PC	General Operating Support - Public Welfare	13,000
The Ohio State University Foundation 1480 W Lane Avenue Columbus, OH 432213938	none	PC	General Operating Support - Educational	311,000
Riverside Methodist Hospital Neuroscience Program - Ohio Health 180 East Broad Street Floor 31 Columbus, OH 432153707	NONE		General Operating Support - Public Welfare	14,000
Total . . . . ▶ **3a**				999,000

TY 2013 Accounting Fees Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JMW - TAX PREPARATION	7,500	3,750		3,750

TY 2013 All Other Program Related Investments Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

TY 2013 Explanation of Non-Filing with Attorney General Statement

Name: The Weary Family Foundation

EIN: 48-1224093

Statement: Foundation is exempt from filing under the Kansas Regulations.

TY 2013 Investments Corporate Bonds Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Name of Bond	End of Year Book Value	End of Year Fair Market Value
U.S. TRUST - CORPORATE BONDS	5,116,694	5,292,264

TY 2013 Investments Corporate Stock Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Name of Stock	End of Year Book Value	End of Year Fair Market Value
U.S. TRUST - EQUITIES	9,421,272	14,993,256
U.S. TRUST - ALT. INVESTMENTS	227,146	306,034

TY 2013 Investments - Land Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132022514

TY 2013 Land, Etc. Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

TY 2013 Legal Fees Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LATHROP & GAGE	498	249		249

TY 2013 Other Assets Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DOLL TECH II PARTNERSHIP INTER	48,855	47,840	37,035

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132022514

TY 2013 Other Expenses Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DOLL TECH II K1	1,022	1,022		
SECRETARY OF ST ANNUAL REPORT	40	20		20
MISCELLANEOUS EXPENSE				

TY 2013 Other Income Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BANK OF AMERICA RETURN OF PRINCIPAL	1,454	0	
REFUND OF FOREIGN TAX	1,187	1,187	
US TRUST CLASS ACTION SETTLEMENT	657	676	
REFUND OF OFFICE EXPENSE	110	55	
CAPITAL GAIN DIVIDENDS	11,340	28,903	

TY 2013 Other Professional Fees Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CROFT-LEOMINSTER INV FEE	71,899	71,899		
BANK OF AMERICA INV FEE	23,920	23,920		

TY 2013 Taxes Schedule

Name: The Weary Family Foundation

EIN: 48-1224093

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX EXPENSE	2,866	2,866		

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 50-01-101-0319749 CUST THE WEARY FAMILY FOUNDATION

Jan. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash Equivalents								
147,708 250	BLACKROCK TREASURY TRUST FUND (CUSTODY ONLY)	09248U551	$147,708 25	$4 10	$147,708 25 1 000	$0 00	$0 00	0 00%
	Total Cash Equivalents		**$147,708.25**	**$4.10**	**$147,708.25**	**$0.00**	**$0.00**	**0.00%**
Total Cash/Currency			**$147,708.25**	**$4.10**	**$147,708.25**	**$0.00**	**$0.00**	**0.00%**

(2)Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
6,719 000	ACE LTD SWITZERLAND Ticker ACE	H0023R105 FIN	$695,618 07 103 530	$0 00	$306,069 99 45 553	$389,548 08	$16,931 88	2 43%
6,040 000	ALLSTATE CORP Ticker ALL	020002101 FIN	329,421 60 54 540	1,510 00	169,042 42 27 987	160,379 18	6,040 00	1 83
1,214 000	APACHE CORP Ticker APA	037411105 ENR	104,331 16 85 940	0 00	102,974 49 84 822	1,356 67	971 20	0 93
1,431 000	CATERPILLAR INC Ticker CAT	149123101 IND	129,949 11 90 810	0 00	81,684 33 57 082	48,264 78	3,434 40	2 64
5,233 000	CITIGROUP INC NEW COM Ticker C	172967424 FIN	272,691 63 52 110	0 00	199,300 72 38 085	73,390 91	209 32	0 07
2,759 000	DEERE & CO Ticker DE	244199105 IND	251,979 47 91 330	1,407 09	115,615 49 41 905	136,363 98	5,628 36	2 23
1,907 000	DEVON ENERGY CORP NEW Ticker DVN	25179M103 ENR	117,986 09 61 870	0 00	100,304 05 52 598	17,682 04	1,678 16	1 42
3,892 000	EMC CORP Ticker EMC	268648102 IFT	97,883 80 25 150	0 00	98,872 42 25 404	-988 62	1,556 80	1 59

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Portfolio Detail

Account: 50-01-101-0319749 CUST THE WEARY FAMILY FOUNDATION

Jan. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
2,886 000	EXPRESS SCRIPTS HLDG CO Ticker. ESRX	30219G108 HEA	202,712 64 70 240	0 00	166,989 42 57 862	35,723 22	0 00	0 00
2,000 000	EXXON MOBIL CORP Ticker. XOM	30231G102 ENR	202,400 00 101 200	0 00	158,820 00 79 410	43,580 00	5,040 00	2 49
6,185 000	FORD MTR CO DEL COM PAR $0 01 Ticker F	345370860 CND	95,434 55 15 430	0 00	63,950 43 10 340	31,484 12	2,474 00	2 59
3,000 000	FRANKLIN RES INC Ticker BEN	354613101 FIN	173,190 00 57 730	360 00	99,495 00 33 165	73,695 00	1,440 00	0 83
6,272 000	FREEPORT-MCMORAN COPPER & GOLD INC COM Ticker FCX	35671D857 MAT	236,705 28 37 740	0 00	201,755 98 32 168	34,949 30	7,840 00	3 31
1,834 000	GAP INC DEL Ticker GPS	364760108 CND	71,672 72 39 080	0 00	68,184 45 37 178	3,488 27	1,467 20	2 04
8,780 000	GENERAL ELEC CO Ticker GE	369604103 IND	246,103 40 28 030	1,931 60	183,803 01 20 934	62,300 39	7,726 40	3 13
2,676 000	GENERAL MTRS CO Ticker GM	37045V100 CND	109,368 12 40 870	0 00	102,265 21 38 216	7,102 91	0 00	0 00
2,384 000	HONEYWELL INTL INC Ticker. HON	438516106 IND	217,826 08 91 370	0 00	78,456 44 32 910	139,369 64	4,291 20	1 97
1,000 000	INTERNATIONAL BUSINESS MACHS Ticker IBM	459200101 IFT	187,570 00 187 570	0 00	119,929 00 119 929	67,641 00	3,800 00	2 02
3,574 000	INTERNATIONAL PAPER CO Ticker IP	460146103 MAT	175,233 22 49 030	0 00	99,273 13 27 776	75,960 09	5,003 60	2 85
7,618 000	INVESCO LTD BERMUDA Ticker. IVZ	G491BT108 FIN	277,295 20 36 400	0 00	157,688 68 20 699	119,606 52	6,856 20	2 47
4,198 000	JOHNSON & JOHNSON Ticker. JNJ	478160104 HEA	384,494 82 91 590	0 00	270,013 83 64 320	114,480 99	11,082 72	2 88
4,954 000	LOWES COS INC Ticker LOW	548661107 CND	245,470 70 49 550	0 00	94,669 94 19 110	150,800 76	3,566 88	1 45
4,943 000	MARSH & MCLENNAN COS INC Ticker MMC	571748102 FIN	239,043 48 48 360	0 00	108,204 74 21 890	130,838 74	4,943 00	2 06

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 50-01-101-0319749 CUST THE WEARY FAMILY FOUNDATION

Jan. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
2,500 000	MCDONALDS CORP Ticker. MCD	580135101 CND	242,575 00 97 030	0 00	154,350 00 61 740	88,225 00	8,100 00	3 33
6,449 000	METLIFE INC Ticker. MET	59156R108 FIN	347,730 08 53 920	0 00	238,491 78 36 981	109,238 30	7,093 90	2 04
3,481 000	MONDELEZ INTL INC Ticker MDLZ	609207105 CNS	122,879 30 35 300	487 34	97,452 68 27 996	25,426 62	1,949 36	1 58
3,602 000	MONSANTO CO NEW COM Ticker MON	61166W101 MAT	419,813 10 116 550	0 00	221,890 54 61 602	197,922 56	6,195 44	1 47
2,108 000	MOSAIC CO NEW COM Ticker MOS	61945C103 MAT	99,645 16 47 270	0 00	148,308 19 70 355	-48,663 03	2,108 00	2 11
3,998 000	MYLAN INC Ticker MYL	628530107 HEA	173,513 20 43 400	0 00	102,839 42 25 723	70,673 78	0 00	0 00
1,500 000	NEXTERA ENERGY INC Ticker NEE	65339F101 UTL	128,430 00 85 620	0 00	81,564 30 54 376	46,865 70	3,960 00	3 08
1,971 000	NORFOLK SOUTHERN CORP Ticker NSC	655844108 IND	182,967 93 92 830	0 00	68,330 63 34 668	114,637 30	4,099 68	2 24
2,000 000	PEPSICO INC Ticker. PEP	713448108 CNS	165,880 00 82 940	1,135 00	139,019 00 69 510	26,861 00	4,540 00	2 73
5,760 000	PFIZER INC Ticker PFE	717081103 HEA	176,428 80 30 630	0 00	99,265 20 17 234	77,163 60	5,990 40	3 39
2,281 000	PG&E CORP Ticker PCG	69331C108 UTL	91,878 68 40 280	1,037 86	94,763 85 41 545	-2,885 17	4,151 42	4 51
3,887 000	PHILIP MORRIS INTL INC Ticker PM	718172109 CNS	338,674 31 87 130	3,653 78	178,712 12 45 977	159,962 19	14,615 12	4 31
1,637 000	PNC FINL SVCS GROUP INC Ticker PNC	693475105 FIN	126,998 46 77 580	0 00	86,365 74 52 759	40,632 72	2,881 12	2 26
3,000 000	PROCTER & GAMBLE CO Ticker PG	742718109 CNS	244,230 00 81 410	0 00	204,205 00 68 068	40,025 00	7,218 00	2 95
3,455 000	PRUDENTIAL FINL INC Ticker PRU	744320102 FIN	318,620 10 92 220	0 00	121,393 12 35 135	197,226 98	7,324 60	2 29

Portfolio Detail

Account: 50-01-101-0319749 CUST THE WEARY FAMILY FOUNDATION

Jan. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
4,133 000	TWENTY-FIRST CENTY FOX INC CL A COM Ticker FOXA	90130A101 CND	145,357 61 35 170	0 00	84,951 42 20 554	60,406 19	1,033 25	0 71
4,275 000	TYCO INTL LTD NEW F COM SWITZERLAND Ticker TYC	H89128104 IND	175,446 00 41 040	0 00	49,368 07 11 548	126,077 93	2,736 00	1 55
2,694 000	UNITED TECHNOLOGIES CORP Ticker UTX	913017109 IND	306,577 20 113 800	0 00	154,924 81 57 507	151,652 39	6,357 84	2 07
1,598.000	UNITEDHEALTH GROUP INC Ticker UNH	91324P102 HEA	120,329.40 75 300	0.00	82,875.31 51 862	37,454.09	1,789.76	1.48
18,440 000	WEYERHAEUSER CO Ticker WY	962166104 FIN	582,150 80 31 570	0 00	367,787 92 19 945	214,362 88	16,227 20	2 78
6,169 000	WILLIAMS COS INC DEL Ticker. WMB	969457100 ENR	237,938 33 38 570	0 00	91,092 91 14 766	146,845 42	9,376 88	3 94
782 000	ZOETIS INC CL A COM Ticker ZTS	98978V103 HEA	25,563 58 32 690	0 00	13,837 87 17 695	11,725 71	225 22	0 88
	Total U.S. Large Cap		**$9,838,008.18**	**$11,522.67**	**$6,029,153.05**	**$3,808,855.13**	**$219,954.51**	**2.23%**
U.S. Mid Cap								
2,137 000	ADT CORP Ticker ADT	00101J106 IND	$86,484 39 40 470	$0 00	$32,009 23 14 979	$54,475 16	$1,068 50	1 23%
2,182 000	AKAMAI TECHNOLOGIES INC Ticker AKAM	00971T101 IFT	102,946 76 47 180	0 00	76,340 77 34 987	26,605 99	0 00	0 00
4,633 000	ALLEGHENY TECHNOLOGIES INC Ticker ATI	01741R102 MAT	165,073 79 35 630	0 00	124,059 15 26 777	41,014 64	3,335 76	2 02
4,048 000	ALTERA CORP Ticker ALTR	021441100 IFT	131,604 53 32 511	0 00	81,350 22 20 096	50,254 31	2,428 80	1 84
5,129 000	CDW CORP Ticker CDW	12514G108 IFT	119,813 44 23 360	0 00	118,668 44 23 137	1,145 00	0 00	0 00

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Portfolio Detail

Account: 50-01-101-0319749 CUST THE WEARY FAMILY FOUNDATION

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U.S. Mid Cap (cont)

Units	*Description*	*CUSIP* *Sector (2)*	*Market Value(1)/* *Market Price*	*Accrued* *Income*	*Tax Cost/* *Average Unit Cost*	*Unrealized* *Gain/Loss*	*Estimated* *Annual Income*	*Cur Yld/* *YTM*
1,986 000	COBALT INTL ENERGY INC Ticker. CIE	19075F106 ENR	32,669 70 16 450	0 00	62,061 71 31 250	-29,392 01	0 00	0 00
1,600 000	EDWARDS LIFESCIENCES CORP Ticker. EW	28176E108 HEA	105,216 00 65 760	0 00	118,984 48 74 365	-13,768 48	0 00	0 00
7,984 000	F M C CORP COM NEW Ticker FMC	302491303 MAT	602,472 64 75 460	1,077 84	183,626 05 22 999	418,846 59	4,311 36	0 71
3,300 000	FLOWSERVE CORP Ticker FLS	34354P105 IND	260,139 00 78 830	462 00	67,653 63 20 501	192,485 37	1,848 00	0 71
1,457 000	HARMAN INTL INDS INC Ticker. HAR	413086109 CND	119,255 45 81 850	0 00	64,314 02 44 141	54,941 43	1,748 40	1 46
3,295 000	HOLOGIC INC Ticker. HOLX	436440101 HEA	73,643 25 22 350	0 00	65,876 61 19 993	7,766 64	0 00	0 00
1,349 000	JACOBS ENGR GROUP INC DEL Ticker JEC	469814107 IND	84,973 51 62 990	0 00	47,680 41 35 345	37,293 10	0 00	0 00
1,771 000	KANSAS CITY SOUTHERN NEW COM Ticker KSU	485170302 IND	219,302 93 123 830	380 77	61,294 31 34 610	158,008 62	1,523 06	0 69
2,210 000	LENNAR CORP Ticker. LEN	526057104 CND	87,427 60 39 560	0 00	40,526 76 18 338	46,900 84	353 60	0 40
2,821 000	LIBERTY INTERACTIVE CORP Ticker LINT A	53071M104 CND	82,796 35 29 350	0 00	66,867 86 23 704	15,928 49	0 00	0 00
1,223 000	NATIONAL FUEL GAS CO N J Ticker NFG	636180101 UTL	87,322 20 71 400	458 63	58,504 65 47 837	28,817 55	1,834 50	2 10
8,560 000	NEWS CORP NEW CL A Ticker. NWSA	65249B109 CND	154,251 20 18 020	0 00	125,891 82 14 707	28,359 38	0 00	0 00
4,215 000	QEP RES INC Ticker. QEP	74733V100 ENR	129,189 75 30 650	0 00	123,820 68 29 376	5,369 07	337 20	0 26
5,296 000	QUANTA SVCS INC Ticker PWR	74762E102 IND	167,141 76 31 560	0 00	136,531 31 25 780	30,610 45	0 00	0 00
2,276 000	SBA COMMUNICATIONS CORP Ticker SBAC	78388J106 TEL	204,475 84 89 840	0 00	128,690 56 56 542	75,785 28	0 00	0 00

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)								
7,528 000	SEALED AIR CORP NEW Ticker. SEE	81211K100 MAT	256,328 40 34 050	0 00	145,782 66 19 365	110,545 74	3,914 56	1 52
5,302 000	SOUTHWESTERN ENERGY CO Ticker. SWN	845467109 ENR	208,527 66 39 330	0 00	198,371 06 37 414	10,156 60	0 00	0 00
5,707 000	TRIMBLE NAVIGATION LTD Ticker TRMB	896239100 IFT	198,032 90 34 700	0 00	120,097 79 21 044	77,935 11	0 00	0 00
606 000	VALMONT INDS INC Ticker VMI	920253101 IND	90,366 72 149 120	151 50	32,929 07 54 338	57,437 65	606 00	0 67
751 000	WHIRLPOOL CORP Ticker WHR	963320106 CND	117,801 86 156 860	0 00	63,742 55 84 877	54,059 31	1,877 50	1 59
2,056 000	WPX ENERGY INC Ticker WPX	98212B103 ENR	41,901 28 20 380	0 00	20,644 38 10 041	21,256 90	0 00	0 00
3,452 000	XYLEM INC Ticker XYL	98419M100 IND	119,439 20 34 600	0 00	98,499 56 28 534	20,939 64	1,608 63	1 34
	Total U.S. Mid Cap		**$4,048,598.11**	**$2,530.74**	**$2,464,819.74**	**$1,583,778.37**	**$26,795.87**	**0.66%**
U.S. Small Cap								
5,019 000	ARRIS GROUP INC NEW Ticker ARRS	04270V106 IFT	$122,162 46 24 340	$0 00	$88,592 98 17 652	$33,569 48	$0 00	0 00%
3,882 000	DANA HLDG CORP Ticker DAN	235825205 CND	76,164 84 19 620	0 00	47,439 20 12 220	28,725 64	776 40	1 01
2,298 000	POWER INTEGRATIONS INC Ticker POWI	739276103 IFT	128,274 36 55 820	0 00	92,709 59 40 344	35,564 77	735 36	0 57
4,094 000	XPO LOGISTICS INC Ticker XPO	983793100 IND	107,631 26 26 290	0 00	95,807 55 23 402	11,823 71	0 00	0 00
	Total U.S. Small Cap		**$434,232.92**	**$0.00**	**$324,549.32**	**$109,683.60**	**$1,511.76**	**0.34%**
International Developed								
4,058 000	ABB LTD SPONSORED ADR SWITZERLAND Ticker ABB	000375204 IND	$107,780 48 26 560	$0 00	$72,505 83 17 867	$35,274 65	$2,856 83	2 65%

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
International Developed (cont)								
3,846 000	CRESCENT PT ENERGY CORP CANADA Ticker CSCTF	22576C101 ENR	149,378 64 38 840	1,671 30	110,499 46 28 731	38,879 18	10,030 37	6 71
5,077 000	FIRST MAJESTIC SILVER CORP Ticker AG	32076V103 MAT	49,754 60 9 800	0 00	70,621 45 13 910	-20,866 85	0 00	0 00
1,964 000	LYONDELLBASELL INDUSTRIES NV CL A COM NETHERLANDS Ticker. LYB	N53745100 MAT	157,669 92 80 280	0 00	95,351 16 48 549	62,318 76	4,713 60	2 99
1,612 000	POTASH CORP SASK INC CANADA Ticker POT	73755L107 MAT	53,131 52 32.960	0 00	87,473 89 54.264	-34,342 37	2,256 80	4 24
894 000	ROYAL DUTCH SHELL PLC SPONSORED ADR CL A DUTCH LISTING Ticker. RDS A	780259206 ENR	63,715 38 71 270	683 91	60,498 05 67 671	3,217 33	2,735 64	4 29
8,587 000	YAMANA GOLD INC CANADA Ticker AUY	98462Y100 MAT	74,019 94 8 620	558 16	105,800 41 12 321	-31,780 47	2,232 62	3 01
	Total International Developed		**$655,450.48**	**$2,913.37**	**$602,750.25**	**$52,700.23**	**$24,825.86**	**3.78%**
Total Equities			**$14,976,289.69**	**$16,966.78**	**$9,421,272.36**	**$5,555,017.33**	**$273,088.00**	**1.82%**
Investment Grade Taxable								
100,000 000	***2014*** AMERICAN EXPRESS CR CORP SR UNSECD MTN DTD 08/25/09 5 125% DUE 08/25/14 Moody's A2 S&P A-	0258M0CZ0	$103,045 00 103 045	$1,793 75	$99,987 00 99 987	$3,058 00	$5,125 00	4 97% 0 53

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
	Investment Grade Taxable (cont)							
165,000 000	SUNOCO INC SR UNSECD NT DTD 09/28/04 4 870% DUE 10/15/14 Moody's BAA3 S&P BBB-	86764PAC3	170,029 20 103 048	1,698 12	169,882 35 102 959	146 85	8,043 75	4 73 1 02
120,000 000	***2015*** BERKSHIRE HATHAWAY INC DEL SR UNSECD NT DTD 02/11/10 3 200% DUE 02/11/15 Moody's. AA2 S&P. AA	084670AV0	123,684 00 103 070	1,493 33	127,035 60 105 863	-3,351 60	3,840 00	3 10 0 49
20,000 000	JOHNSON CTLS INC SR UNSECD DEB DTD 03/02/95 7 700% DUE 03/01/15 Moody's BAA1 S&P BBB+	478366AE7	21,437 40 107 187	513 33	22,650 00 113 250	-1,212 60	1,540 00	7 18 1 54
200,000 000	FORD MTR CR CO SR UNSECD NT DTD 05/15/12 2 750% DUE 05/15/15 Moody's BAA3 S&P BBB-	345397WC3	205,168 00 102 584	702 77	204,700 00 102 350	468 00	5,500 00	2 68 0 94
45,000 000	EXELON CORP NT DTD 06/09/05 4 900% DUE 06/15/15 Moody's. BAA2 S&P. BBB-	30161NAD3	47,443 50 105 430	97 99	47,332 35 105 183	111 15	2,205 00	4 64 1 23
100,000 000	CREDIT SUISSE FIRST BOSTON USA INC GLOBAL SR NT DTD 08/17/05 5 125% DUE 08/15/15 Moody's A1 S&P A	22541LBK8	107,161 00 107 161	1,936 11	98,121 00 98 121	9,040 00	5,125 00	4 78 0 73
100,000 000	***2016*** JPMORGAN CHASE BK N A NEW YORK NY SUB NT DTD 06/13/06 5 875% DUE 06/13/16 Moody's A2 S&P A	48121CJN7	110,909 00 110 909	293 74	108,438 00 108 438	2,471 00	5,875 00	5 29 1 30
90,000 000	INTEL CORP SR UNSECD NT DTD 09/19/11 1.950% DUE 10/01/16 Moody's A1 S&P A+	458140AH3	92,520 00 102 800	438 75	91,868 40 102 076	651 60	1,755 00	1 89 0 96

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)								
100,000 000	GENERAL ELEC CAP CORP MTN DTD 10/20/06 5 375% DUE 10/20/16 Moody's A1 S&P AA+	36962GY40	111,406 00 111 406	1,060 07	100,352 00 100 352	11,054 00	5,375 00	4 82 1 26
100,000 000	***2017*** BANK AMER CORP SR NT DTD 08/23/07 6 000% DUE 09/01/17 Moody's. BAA2 S&P. A-	060505DH4	114,179 00 114 179	2,000 00	98,793 00 98 793	15,386 00	6,000 00	5 25 2 01
100,000 000	GENERAL ELEC CAP CORP SR UNSECD MTN SER A DTD 09/24/07 5 625% DUE 09/15/17 Moody's A1 S&P AA+	36962G3H5	113,760 00 113 760	1,656 25	99,261 00 99 261	14,499 00	5,625 00	4 94 1 79
40,000 000	***2018*** MERRILL LYNCH & CO INC MTN DTD 04/25/08 6 870% DUE 04/25/18 Moody's BAA2 S&P A-	59018YN64	47,294 80 118 237	504 16	43,956 80 109 892	3,338 00	2,750 00	5 81 2 25
169,502 186	VANGUARD SHORT TERM INVESTMENT GRADE FUND ADMIRAL SHRS	922031836	1,813,673 39 10 700	3,150 33	1,726,115 35 10 183	87,558 04	34,578 45	1 90
222 942	VANGUARD SHORT-TERM INVT GRADE FUND INVESTORS SHS	922031406	2,385 48 10 700	3 94	2,409 87 10 809	-24 39	43 03	1 80
	Total Investment Grade Taxable		**$3,184,095.77**	**$17,342.64**	**$3,040,902.72**	**$143,193.05**	**$93,380.23**	**2.93%**
International Developed Bonds								
100,000 000	***2014*** POTASH CORP SASK INC SR UNSECD NT CANADA DTD 05/01/09 5 250% DUE 05/15/14 Moody's A3 S&P A-	73755LAE7	$101,716 00 101 716	$670 83	$102,200 00 102 200	-$484 00	$5,250 00	5 16% 0 73
	Total International Developed Bonds		**$101,716.00**	**$670.83**	**$102,200.00**	**-$484.00**	**$5,250.00**	**5.16%**

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Global High Yield Taxable								
85,000 000	***2014*** AES CORP SR NT DTD 02/13/04 7 750% DUE 03/01/14 Moody's BA3 S&P BB-	00130HBC8	$85,850 00 101 000	$2,195 83	$92,225 00 108 500	-$6,375 00	$6,587 50	7 67% 2 56
180,000 000	***2015*** CENTURYLINK INC UNSECD SR NT SER M DTD 02/14/05 5.000% DUE 02/15/15 Moody's BA2 S&P BB	156700AJ5	186,750 00 103 750	3,399 99	189,000 00 105 000	-2,250 00	9,000 00	4 81 1 55
100,000 000	ARCELORMITTAL SA LUXEMBOURG SR UNSECD NT LUXEMBOURG DTD 08/05/10 3 750% DUE 08/05/15 Moody's. BA1 S&P. BB+	03938LAR5	103,500 00 103 500	1,520 83	95,734 00 95 734	7,766 00	3,750 00	3 62 1 98
180,000 000	***2017*** CONSOL ENERGY INC CO GTD SR NT C4/01/14 @104 DTD 10/01/10 8 000% DUE 04/01/17 Moody's. B1 S&P. BB	20854PAD1	189,675 00 105 375	3,600 00	187,650 00 104 250	2,025 00	14,400 00	7 59 6 13
185,000 000	LENNAR CORP UNSECD SR NT CALL 9/15/17 @100 DTD 10/15/12 4 750% DUE 12/15/17 Moody's BA3 S&P BB-	526057BJ2	193,787 50 104.750	1,855 14	192,400 00 104.000	1,387 50	8,787 50	4 53 3.31
168,000 000	***2018*** LEAR CORP CO GTD UNSECD SR NT CALL 3/15/14 @100 DTD 03/26/10 7 875% DUE 03/15/18 Moody's BA2 S&P BB	521865AR6	175,980 00 104 750	3,895 50	185,220 00 110 250	-9,240 00	13,230 00	7 51 6 48
175,000 000	TRIUMPH GROUP INC SR UNSECD NT C7/15/14 @104 313 DTD 06/16/10 8 625% DUE 07/15/18 Moody's BA3 S&P BB-	896818AF8	189,000 00 108 000	6,959 90	197,925 00 113 100	-8,925 00	15,093 75	7 98 6 58

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Global High Yield Taxable (cont)								
185,000 000	WHITING PETE CORP NEW CO GTD CALL 10/1/14 @103 25 DTD 09/24/10 6 500% DUE 10/01/18 Moody's BA3 S&P BB-	966387AF9	196,562 50 106 250	3,006 25	199,800 00 108 000	-3,237 50	12,025 00	6 11 4 96
210,000 000	SEAGATE HDD CAYMAN CO GTD SR NT C12/15/14 @103 88 CAYMAN ISLANDS DTD 12/14/10 7 750% DUE 12/15/18 Moody's BA1 S&P BBB-	81180WAE1	231,000 00 110 000	723 33	231,525 00 110 250	-525 00	16,275 00	7 04 5 41
190,000 000	***2019*** DANA HLDG CORP UNSECD SR NT C2/15/15 @103 25 DTD 01/28/11 6 500% DUE 02/15/19 Moody's B2 S&P BB	235825AA4	201,875 00 106 250	4,665 55	200,925 00 105 750	950 00	12,350 00	6 11 4 87
185,000 000	***2020*** HANESBRANDS INC CO GTD SR NT CALL 12/15/15 @103 19 DTD 11/09/10 6 375% DUE 12/15/20 Moody's BA3 S&P BB	410345AG7	202,112 50 109 250	524 17	201,187 50 108 750	925 00	11,793 75	5 83 4 79
	Total Global High Yield Taxable		**$1,956,092.50**	**$32,346.49**	**$1,973,591.50**	**-$17,499.00**	**$123,292.50**	**6.30%**
Total Fixed Income			**$5,241,904.27**	**$50,359.96**	**$5,116,694.22**	**$125,210.05**	**$221,922.73**	**4.23%**
Public REITs								
1,184 000	AMERICAN TOWER CORP	03027X100	$94,506 88 79 820	$0 00	$90,818 13 76 705	$3,688 75	$1,373 44	1 45%
4,548 000	PLUM CREEK TIMBER CO INC	729251108	211,527 48 46 510	0 00	136,328 06 29 975	75,199 42	8,004 48	3 78
	Total Public REITs		**$306,034.36**	**$0.00**	**$227,146.19**	**$78,888.17**	**$9,377.92**	**3.06%**
Total Real Estate			**$306,034.36**	**$0.00**	**$227,146.19**	**$78,888.17**	**$9,377.92**	**3.06%**

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Public REITs (cont)								
Total Portfolio			**$20,671,936.57**	**$67,330.84**	**$14,912,821.02**	**$5,759,115.55**	**$504,388.65**	**2.44%**
Accrued Income			$67,330 84					
Total			**$20,739,267.41**					

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital However, we have not made adjustments to the cost basis of all partnerships

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections Please note these gains or losses are not entitled to capital gains treatment Rather, under IRC Section 988, they are either ordinary income or loss However, we have not made adjustments to the cost basis of all partnerships

Short term transactions

This category includes sales of assets held 12 months or less

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
LEAR CORP CO GTD	LEA 18	521865AR6	22000	10 18 12	03 26 13	$22.660 00	$24.255 00	$-1.595 00
EQUINIX INC	EQIX18	29444UAJ5	180000	06 22 12	04 04 13	$199.422 00	$199.350 00	$72 00
RANGE RES CORP	RRC 18	75281AAJ8	185000	08 30 12	05 02 13	$191.706 25	$197.210 00	$-5.503 75
ULTRA PETE CORP	UPL	903914109	2453	11 13 12	06 18 13	$54.418 61	$53.548 25	$870 36
AES CORP	AES 14	00130HBC8	95000	07 02 12	06 24 13	$99.473 07	$103.075 00	$-3.601 93
MCGRAW-HILL COMPANIES INC	MHFI	580645109	1337	03 11 13	07 17 13	$76.658 89	$64.916 17	$11.742 72
NEWS CORP NEW	NWSA	65249B109	0 25	07 05 13	08 13 13	$4 05	$3 82	$0 23
NUANCE COMMUNICATIONS INC	NUAN	67020Y100	2695	10 16 12	09 12 13	$52.326 28	$63.871 77	$-11.545 49
Total short term gain/loss from sales:						$696.669 15	$706.230 01	$-9.560 86

Long term transactions

This category includes sales of assets held more than 12 months

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
J P MORGAN CHASE & CO SUB NOTE	JPM 13	46625HAT7	100000	08 15 08	01 02 13	$100.000 00	$100.612 00	$-612 00
LIBERTY MEDIA CORP NEW	LMCA	530322106	130	11 22 11	01 11 13	$16.002 46	$9.593 32	$6.409 14
STARZ	STRZ A	85571Q102	505	11 22 11	01 14 13	$7.363 24	$4.473 90	$2.889 34
FMC CORP NEW	FMC	302491303	800	09 08 09	01 15 13	$48.753 30	$20.280 00	$28.473 30
FMC CORP NEW	FMC	302491303	662	08 26 08	01 15 13	$40.343 36	$23.642 00	$16.701 36

Long term transactions

This category includes sales of assets held more than 12 months

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FMC CORP NEW	FMC	302491303	538	06 17 09	01 15 13	$32.786 60	$13.501 11	$19.285 49
LIBERTY MEDIA CORP	LMCA	531229102	505	11 22 11	02 06 13	$56.790 67	$32.792 48	$23.998 19
QUALCOMM INC	QCOM	747525103	82	04 28 10	02 13 13	$5.376 37	$3.151 94	$2.224 43
QUALCOMM INC	QCOM	747525103	1005	04 22 10	02 13 13	$65.893 25	$39.376 10	$26.517 15
LOWES COMPANIES INC	LOW	548661107	1076	12 03 10	02 21 13	$40.377 39	$26.743 12	$13.634 27
LOWES COMPANIES INC	LOW	548661107	1370	08 26 08	02 21 13	$51.409 87	$33.106 00	$18.303 87
LOWES COMPANIES INC	LOW	548661107	2000	10 16 09	02 21 13	$75.050 91	$42.980 00	$32.070 91
LOWES COMPANIES INC	LOW	548661107	106	11 03 09	02 21 13	$3.977 70	$2.096 68	$1.881 02
GENERAL CABLE CORP DEL NEW	BGC	369300108	1494	03 19 10	02 26 13	$48.258 25	$42.446 78	$5.811 47
GENERAL CABLE CORP DEL NEW	BGC	369300108	1000	10 08 10	02 26 13	$32.301 38	$24.566 50	$7.734 88
FOSTER WHEELER AG	FWLT	H27178104	1000	08 17 09	03 19 13	$22.488 10	$27.920 00	$-5.431 90
FOSTER WHEELER AG	FWLT	H27178104	1425	06 29 09	03 19 13	$32.045 53	$34.323 26	$-2.277 73
FOSTER WHEELER AG	FWLT	H27178104	800	06 17 09	03 19 13	$17.990 48	$19.800 00	$-1.809 52
FOSTER WHEELER AG	FWLT	H27178104	1000	10 28 09	03 19 13	$22.488 09	$28.861 00	$-6.372 91
FOSTER WHEELER AG	FWLT	H27178104	1000	11 03 09	03 19 13	$22.488 09	$28.900 00	$-6.411 91
FOSTER WHEELER AG	FWLT	H27178104	730	08 26 08	03 19 13	$16.416 31	$35.405 00	$-18.988 69
VALMONT INDS INC	VMI	920253101	3	04 15 09	03 27 13	$472 31	$163 02	$309 29
VALMONT INDS INC	VMI	920253101	358	04 27 09	03 27 13	$56.362 26	$21.712 59	$34.649 67
VALMONT INDS INC	VMI	920253101	177	10 14 11	03 27 13	$27.866 25	$15.500 49	$12.365 76
MERRILL LYNCH & CO INC MEDIUM	BAC 13	59018YN56	60000	03 30 10	04 25 13	$60.000 00	$64.667 40	$-4.667 40
FOSTER WHEELER AG	FWLT	H27178104	1575	06 29 09	05 03 13	$33.791 02	$37.936 24	$-4.145 22
FOSTER WHEELER AG	FWLT	H27178104	1000	07 08 09	05 03 13	$21.454 62	$18.765 50	$2.689 12
FOSTER WHEELER AG	FWLT	H27178104	24	03 28 05	05 03 13	$514 91	$217 66	$297 25
FOSTER WHEELER AG	FWLT	H27178104	230	02 17 05	05 03 13	$4.934 56	$2.011 11	$2.923 45
QUALCOMM INC	QCOM	747525103	954	04 28 10	05 10 13	$61.455 30	$36.670 14	$24.785 16
LIBERTY MEDIA CORP	T 13	530718AC9	50000	03 29 10	05 15 13	$50.000 00	$50.625 00	$-625 00
3M CO	MMM	88579Y101	11	04 26 07	05 16 13	$1.224 15	$881 10	$343 05
3M CO	MMM	88579Y101	42	03 09 06	05 16 13	$4.674 02	$3.050 12	$1.623 90

Long term transactions

This category includes sales of assets held more than 12 months

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
3M CO	MMM	88579Y101	529	08 26 08	05 16 13	$58.870 45	$37.437 00	$21.433 45
ULTRA PETE CORP	UPL	903914109	300	08 17 09	06 05 13	$6.642 49	$13.626 00	$-6.983 51
ULTRA PETE CORP	UPL	903914109	617	04 14 10	06 05 13	$13.661 37	$29.713 12	$-16.051 75
MERCK & CO INC	MRK	58933Y105	1111 88	06 16 09	06 05 13	$54.336 98	$25.662 91	$28.674 07
MERCK & CO INC	MRK	58933Y105	346 02	06 17 09	06 05 13	$16.909 84	$8.031 12	$8.878 72
MERCK & CO INC	MRK	58933Y105	576 7	08 17 09	06 05 13	$28.183 07	$15.768 01	$12.415 06
MERCK & CO INC	MRK	58933Y105	1999 4	08 26 08	06 05 13	$97.709 87	$70.698 85	$27.011 02
VALMONT INDS INC	VMI	920253101	362	04 15 09	06 05 13	$52.412 98	$19.670 50	$32.742 48
ULTRA PETE CORP	UPL	903914109	254	07 02 09	06 05 13	$5.623 97	$9.428 43	$-3.804 46
ULTRA PETE CORP	UPL	903914109	300	08 28 09	06 05 13	$6.642 48	$14.197 56	$-7.555 08
ULTRA PETE CORP	UPL	903914109	300	06 17 09	06 05 13	$6.642 48	$13.674 99	$-7.032 51
ULTRA PETE CORP	UPL	903914109	500	08 31 09	06 05 13	$11.070 81	$23.210 80	$-12.139 99
ALLIED NEV GOLD CORP	ANV	019344100	2385	04 26 11	06 06 13	$19.919 89	$95.561 46	$-75.641 57
ALLIED NEV GOLD CORP	ANV	019344100	523	03 04 11	06 06 13	$4.368 17	$17.660 56	$-13.292 39
ALLIED NEV GOLD CORP	ANV	019344100	1662	01 10 11	06 06 13	$13.881 28	$41.855 47	$-27.974 19
ULTRA PETE CORP	UPL	903914109	446	07 02 09	06 18 13	$9.894 29	$16.555 43	$-6.661 14
DETOUR GOLD CORP	DRGDF	250669108	1528	11 14 11	06 26 13	$10.974 51	$47.323 99	$-36.349 48
ZOETIS INC	ZTS	98978V103	0 93	10 16 09	07 05 13	$28 52	$16 49	$12 03
HONEYWELL INTL INC	HON	438516106	653	08 26 08	07 17 13	$53.738 61	$31.726 00	$22.012 61
HONEYWELL INTL INC	HON	438516106	900	11 03 09	07 17 13	$74.065 47	$32.451 03	$41.614 44
HONEYWELL INTL INC	HON	438516106	367	08 18 09	07 17 13	$30.202 25	$12.852 34	$17.349 91
APPLE COMPUTER INC	AAPL	037833100	25	05 17 12	07 18 13	$10.812 92	$13.438 93	$-2.626 01
APPLE COMPUTER INC	AAPL	037833100	238	01 26 10	07 18 13	$102.938 97	$48.717 46	$54.221 51
DU PONT (E I) DE NEMOURS & CO	DD	263534109	1932	01 08 09	07 24 13	$110.526 06	$50.141 78	$60.384 28
DU PONT (E I) DE NEMOURS & CO	DD	263534109	85	02 05 08	07 24 13	$4.862 69	$3.809 43	$1.053 26
DU PONT (E I) DE NEMOURS & CO	DD	263534109	446	12 05 08	07 24 13	$25.514 81	$10.287 70	$15.227 11
FIRSTENERGY CORP	FE	337932107	600	07 02 09	09 12 13	$22.290 93	$22.899 42	$-608 49
FIRSTENERGY CORP	FE	337932107	1000	06 17 09	09 12 13	$37.151 55	$38.960 00	$-1.808 45

Long term transactions

This category includes sales of assets held more than 12 months

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FIRSTENERGY CORP	FE	337932107	65	12 02 05	09 12 13	$2.414 85	$3.053 96	$-639 11
CENTURYTEL INC	CTL	156700106	2378	08 31 11	09 12 13	$77.737 36	$85.819 88	$-8.082 52
CENTURYTEL INC	CTL	156700106	1341	06 01 12	09 12 13	$43.837 60	$50.310 84	$-6.473 24
PRETIUM RES INC	PVG	74139C102	4836	02 08 12	10 22 13	$16.282 04	$83.049 60	$-66.767 56
PRETIUM RES INC	PVG	74139C102	3216	01 10 12	10 22 13	$10.827 76	$48.917 29	$-38.089 53
GENERAL CABLE CORP DEL NEW SR	BGC 13	369300AD0	100000	03 29 10	11 15 13	$100.000 00	$100.000 00	$0 00
Total long term gain/loss from sales:						$2.222.328 07	$1.983.299 91	$239.028 16