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

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

OMB No. 1545-0052

2013

Open to Public Inspection

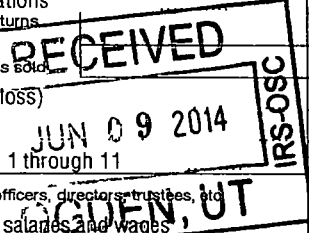
For calendar year 2013 or tax year beginning

, and ending

Name of foundation MARMOT FOUNDATION 008746-000 WILMINGTON TRUST COMPANY		A Employer identification number 51-6022487
Number and street (or P O box number if mail is not delivered to street address) 1100 NORTH MARKET ST. DE3-C070	Room/suite	B Telephone number 302 651 1300
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19890-0900		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) \$ 28,345,701.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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			N/A	
	2 Check ☒ If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	175,253.	175,253.		STATEMENT 1
	4 Dividends and interest from securities	498,618.	498,618.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	763,392.			
	b Gross sales price for all assets on line 6a 9,813,340.				
	7 Capital gain net income (from Part IV, line 2)		763,392.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<2.>	<2.>		STATEMENT 3
	12 Total. Add lines 1 through 11	1,437,261.	1,437,261.		
	13 Compensation of officers, directors, trustees, etc.	16,000.	0.		16,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	168,545.	168,545.		0.
	17 Interest				
	18 Taxes STMT 5	115,880.	26,744.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	6,952.	6,952.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	307,377.	202,241.		16,000.
25 Contributions, gifts, grants paid	1,209,000.			1,209,000.	
26 Total expenses and disbursements. Add lines 24 and 25	1,516,377.	202,241.		1,225,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<79,116.>				
b Net investment income (if negative, enter -0-)		1,235,020.			
c Adjusted net income (if negative, enter -0-)			N/A		

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20

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	4,820,422.	1,205,389.	1,205,389.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 8	6,750,744.	16,926,437.	20,946,303.
	c Investments - corporate bonds STMT 9	4,914,546.	3,098,065.	3,083,310.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	8,173,822.	3,133,136.	3,110,699.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	24,659,534.	24,363,027.	28,345,701.	
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	24,659,534.	24,363,027.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	24,659,534.	24,363,027.		
31 Total liabilities and net assets/fund balances	24,659,534.	24,363,027.		

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	24,659,534.
2 Enter amount from Part I, line 27a	2	<79,116.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	24,580,418.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	217,391.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,363,027.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE	P	VARIOUS	12/31/14
b PARTNERSHIP GAIN/LOSS PASSED THROUGH ON K1			
c BOX 8 AND 9	P	VARIOUS	12/31/14
d CAPITAL GAINS DIVIDENDS			
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 9,587,189.		9,049,948.	537,241.
b			
c 219,463.			219,463.
d 6,688.			6,688.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			537,241.
b			
c			219,463.
d			6,688.
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	763,392.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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	1,016,000.	26,081,208.	.038955
2011	1,214,000.	27,800,993.	.043668
2010	1,020,800.	26,423,554.	.038632
2009	1,015,500.	23,705,665.	.042838
2008	1,852,855.	35,110,758.	.052772

2 Total of line 1, column (d)	2	.216865
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	.043373
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	27,729,356.
5 Multiply line 4 by line 3	5	1,202,705.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,350.
7 Add lines 5 and 6	7	1,215,055.
8 Enter qualifying distributions from Part XII, line 4	8	1,225,000.

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 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	12,350.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	12,350.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	12,350.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	48,584.
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	48,584.
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	36,234.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 12,350. Refunded ☐	11	23,884.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ DE		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WILMINGTON TRUST CO DE3-C070</u> Telephone no. ► <u>(302) 651-1300</u> Located at ► <u>1100 NORTH MARKET STREET, WILMINGTON, DE</u> ZIP+4 ► <u>19890-0001</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
	4b	X

Form 990-PF (2013)

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)? ☐ 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)?

N/A

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?

N/A

☐ 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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		16,000.	0.	0.

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

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

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

0

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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

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	24,355,950.
b	Average of monthly cash balances	1b	3,795,680.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	28,151,630.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	28,151,630.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	422,274.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,729,356.
6	Minimum investment return. Enter 5% of line 5	6	1,386,468.

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	1,386,468.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	12,350.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,350.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,374,118.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,374,118.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,374,118.

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	1,225,000.
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	
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	1,225,000.
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	5	12,350.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,212,650.

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.

Form **990-PF** (2013)

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				1,374,118.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,205,595.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,225,000.				
a Applied to 2012, but not more than line 2a			1,205,595.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				19,405.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,354,713.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
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) **N/A**

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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 ATTACHED SCHEDULE	NO REL'N.	TAX EXEMPT CHARITY	EDUCATION AND/ OR GENERAL PURPOSES	1,209,000.
Total			3a	1,209,000.
b Approved for future payment				
NONE				
Total			3b	0.

Exclusion Codes

General Exceptions

- 01 - Income from an activity that is not regularly carried on (section 512(a)(1))
- 02 - Income from an activity in which labor is a material income-producing factor and substantially all (at least 85%) of the work is performed with unpaid labor (section 513(a)(1))
- 03 - Section 501(c)(3) organization - Income from an activity carried on primarily for the convenience of the organization's members, students, patients, visitors, officers, or employees (hospital parking lot or museum cafeteria, for example) (section 513(a)(2))
- 04 - Section 501(c)(4) local association of employees organized before May 27, 1969 - Income from the sale of work-related clothes or equipment and items normally sold through vending machines; food dispensing facilities; or snack bars for the convenience of association members at their usual places of employment (section 513(a)(2))
- 05 - Income from the sale of merchandise, substantially all of which (at least 85%) was donated to the organization (section 513(a)(3))

Specific Exceptions

- 06 - Section 501(c)(3), (4), or (5) organization conducting an agricultural or educational fair or exposition - Qualified public entertainment activity income (section 513(d)(2))
- 07 - Section 501(c)(3), (4), (5), or (6) organization - Qualified convention and trade show activity income (section 513(d)(3))
- 08 - Income from hospital services described in section 513(e)
- 09 - Income from noncommercial bingo games that do not violate state or local law (section 513(f))
- 10 - Income from games of chance conducted by an organization in North Dakota (section 311 of the Deficit Reduction Act of 1984, as amended)
- 11 - Section 501(c)(12) organization - Qualified pole rental income (section 513(g)) and/or member income (described in section 501(c)(12)(H))
- 12 - Income from the distribution of low-cost articles in connection with the solicitation of charitable contributions (section 513(h))
- 13 - Income from the exchange or rental of membership or donor list with an organization eligible to receive charitable contributions by a section 501(c)(3) organization; by a war veterans' organization; or an auxiliary unit or society of, or trust or foundation for, a war veterans' post or organization (section 513(h))

Modifications and Exclusions

- 14 - Dividends, interest, payments with respect to securities loans, annuities, income from notional principal contracts, other substantially similar income from ordinary and routine investments, and loan commitment fees, excluded by section 512(b)(1)
- 15 - Royalty income excluded by section 512(b)(2)
- 16 - Real property rental income that does not depend on the income or profits derived by the person leasing the property and is excluded by section 512(b)(3)

- 17 - Rent from personal property leased with real property and incidental (10% or less) in relation to the combined income from the real and personal property (section 512(b)(3))
- 18 - Gain or loss from the sale of investments and other non-inventory property and from certain property acquired from financial institutions that are in conservatorship or receivership (sections 512(b)(5) and (16)(A))
- 19 - Gain or loss from the lapse or termination of options to buy or sell securities or real property, and on options and from the forfeiture of good-faith deposits for the purchase, sale, or lease of investment real estate (section 512(b)(5))
- 20 - Income from research for the United States; its agencies or instrumentalities; or any state or political subdivision (section 512(b)(7))
- 21 - Income from research conducted by a college, university, or hospital (section 512(b)(8))
- 22 - Income from research conducted by an organization whose primary activity is conducting fundamental research, the results of which are freely available to the general public (section 512(b)(9))
- 23 - Income from services provided under license issued by a federal regulatory agency and conducted by a religious order or school operated by a religious order, but only if the trade or business has been carried on by the organization since before May 27, 1959 (section 512(b)(15))

Foreign Organizations

- 24 - Foreign organizations only - Income from a trade or business NOT conducted in the United States and NOT derived from United States sources (patrons) (section 512(a)(2))

Social Clubs and VEBAs

- 25 - Section 501(c)(7), (9), or (17) organization - Non-exempt function income set aside for a charitable, etc., purpose specified in section 170(c)(4) (section 512(a)(3)(B)(i))
- 26 - Section 501(c)(7), (9), or (17) organization - Proceeds from the sale of exempt function property that was or will be timely reinvested in similar property (section 512(a)(3)(D))
- 27 - Section 501(c)(9) or (17) organization - Nonfunction income set aside for the payment of life, sick, accident, or other benefits (section 512(a)(3)(B)(ii))

Veterans' Organizations

- 28 - Section 501(c)(19) organization - Payments for life, sick, accident, or health insurance for members or their dependents that are set aside for the payment of such insurance benefits or for a charitable, etc., purpose specified in section 170(c)(4) (section 512(a)(4))
- 29 - Section 501(c)(19) organization - Income from an insurance set-aside (see code 28 above) that is set aside for payment of insurance benefits or for a charitable, etc., purpose specified in section 170(c)(4) (Regs. section 1.512(a)-4(b)(2))

Debt-Financed Income

- 30 - Income exempt from debt-financed (section 514) provisions because at least 85% of the use of the property is for the organization's exempt purposes. *(Note: This code is only for income from the 15% or less non-exempt purpose use.)* (section 514(b)(1)(A))
- 31 - Gross income from mortgaged property used in research activities described in section 512(b)(7), (8), or (9) (section 514(b)(1)(C))
- 32 - Gross income from mortgaged property used in any activity described in section 513(a)(1), (2), or (3) (section 514(b)(1)(D))
- 33 - Income from mortgaged property (neighborhood land) acquired for exempt purpose use within 10 years (section 514(b)(3))
- 34 - Income from mortgaged property acquired by bequest or devise (applies to income received within 10 years from the date of acquisition) (section 514(c)(2)(B))
- 35 - Income from mortgaged property acquired by gift where the mortgage was placed on the property more than 5 years previously and the property was held by the donor for more than 5 years (applies to income received within 10 years from the date of gift (section 514(c)(2)(B)))
- 36 - Income from property received in return for the obligation to pay an annuity described in section 514(c)(5)
- 37 - Income from mortgaged property that provides housing to low and moderate income persons, to the extent the mortgage is insured by the Federal Housing Administration (section 514(c)(6)). *(Note: In many cases, this would be exempt function income reportable in column (e). It would not be so in the case of a section 501(c)(5) or (6) organization, for example, that acquired the housing as an investment or as a charitable activity.)*
- 38 - Income from mortgaged real property owned by: a school described in section 170(b)(1)(A)(ii); a section 509(a)(3) affiliated support organization of such a school; a section 501(c)(25) organization; or by a partnership in which any of the above organizations owns an interest if the requirements of section 514(c)(9)(B)(vi) are met (section 514(c)(9))

Special Rules

- 39 - Section 501(c)(5) organization - Farm income used to finance the operation and maintenance of a retirement home, hospital, or similar facility operated by the organization for its members on property adjacent to the farm land (section 1951(b)(8)(B) of Public Law 94-455)
- 40 - Annual dues, not exceeding \$148 (subject to inflation), paid to a section 501(c)(5) agricultural or horticultural organization (section 512(d))

Trade or Business

- 41 - Gross income from an unrelated activity that is regularly carried on but, in light of continuous losses sustained over a number of tax periods, cannot be regarded as being conducted with the motive to make a profit (not a trade or business)

Other

- 42 - Receipt of qualified sponsorship payments described in section 513(i)
- 43 - Exclusion of any gain or loss from the qualified sale, exchange, or other disposition of any qualifying brownfield property (section 512(b)(19))

<u>RECIPIENT NAME</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
FRIENDS OF WOODBURN	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	25,000.00 (20,000.00)
TOWER HILL SCHOOL	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	30,000.00
WILMINGTON FRIENDS SCHOOL	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	25,000.00
WINTERTHUR	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	25,000.00
DELAWARE HISTORICAL SOCIETY	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	15,000.00
DELAWARE HOSPICE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	15,000.00
LAYTON PREPARATORY SCHOOL	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	15,000.00
A BETTER CHANCE FOR OUR CHILDREN	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000.00
CANCER SUPPORT COMMUNITY	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
BEBE MEDICAL CENTER SCHOOL OF NURSING	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	25,000.00
CENTERVILLE SCHOOL	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	15,000.00
CHILDREN'S BEACH HOUSE, INC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000 00
CHRISTIANA CARE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	25,000.00
DELAWARE ART MUSEUM	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
DELAWARE COLLEGE OF ART AND DESIGN	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	18,000 00
DELAWARE NATURE SOCIETY	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
DELAWARE SHAKESPEARE FESTIVAL	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000 00
DELAWARE STATE UNIVERSITY FD	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	20,000.00
EXCEPTIONAL CARE FOR CHILDREN	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000 00
FAITHFUL FRIENDS ANIMAL SOCIETY	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
AUTISM DELAWARE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	7,500.00
FOUNDATION CENTER	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	3,000.00
FRIENDS OF WILMINGTON PARKS	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	3,000 00
LITERACY VOLUNTEERS SERVING ADULTS	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	2,000.00
NEWARK SENIOR CENTER	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
HISTORIC ODESSA FOUNDATION	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
READING ASSIST INSTITUTE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	3,000.00
ST ANNE'S EPISCOPAL SCHOOL	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000 00

THE MARY CAMPBELL CENTER	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	15,000 00
THE PILOT SCHOOL INC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	20,000.00
UNITED WAY OF DELWARE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	40,000.00
CANINE PARTNERS FOR LIFE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	7,500.00
CHESAPEAKE BAY FOUNDATION	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
CONNECTIONS COMMUNITY SUPPORT PRGM	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
DELAWARE MUSEUM OF NATURAL HISTORY	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	20,000 00
EASTER SEALS	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
FREDERICA SENIOR CENTER, INC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000.00
HABITAT FOR HUMANITY OF NCC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
INGLESIDE HOMES, INC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
MENTAL HEALTH ASSOC. IN DELAWARE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000 00
MHDC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
NATIVITY PREP SCHOOL OF WILMINGTON	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
NEMOURS	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	40,000.00
OPPORTUNITY CENTER, INC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	15,000 00
PLANNED PARENTHOOD	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
PRIMEROS PASOS, INC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
SEAFORD LIBRARY & CULTURAL CENTER	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000 00
SMITHSONIAN INSTITUTION	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
LITTLE SISTERS OF THE POOR	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	15,000 00
TRI-STATE BIRD RESCUE & RESEARCH CTR	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000.00
BAPTIST HEALTH SOUTH FLORIDA	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000.00
BASCOM PALMER EYE INSTITUTE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	20,000.00
BRANDYWINE CONSERVANCY	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	25,000.00
COMMUNITY SCHOOL	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	75,000.00
DEAF SERVICE CENTER OF PALM BEACH	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
ELEUTHERIAN MILLS RESIDENCE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
FLORIDA OCEANOGRAPHIC SOCIETY	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	15,000.00
GEORGETOWN DAY SCHOOL	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	50,000.00
HENRY MORRISON FLAGLER MUSEUM	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
HOSPITAL FOR SPECIAL SURGERY	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	25,000.00

HPS, HELPING PEOPLE SUCCEED, INC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000.00
MAYO FOUNDATION	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	20,000.00
NEW HOPE CHARITIES, INC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
MORTON MESEUM OF ART	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	35,000.00
PALM BEACH ZOO	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
PHYSICIANS FOR PEACE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000.00
PIONEER MONTESSORI SCHOOL	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	15,000.00
PRESBYTERIAN HOSITAL/COUMBIA	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	35,000.00
PRESERVATION FOUNDATION OF PALM BEACH	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
REAL LIFE CHILDREN'S RANCH	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000 00
ROLLINS COLLEGE	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	45,000.00
SCHOOLYARD FILMS, INC	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000 00
SOUTH FLORIDA SCIENCE MUSEUM	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	25,000.00
ST. FRANCIS OF ASSISI PARISH	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	5,000.00
ST. LUKE'S WOOD RIVER FOUNDATION	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	30,000.00
SUN VALLEY PERFORMING ARTS	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	10,000.00
SUN VALLEY SKI EDUCATION FOUNDATION	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	20,000.00
SWIFTSURE RANCH THERAPEUTIC EQUESTRIAN CTR	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	25,000 00
THE SOCIETY OF MEMORIAL SLOAN-KETTERING	TAX EXEMPT CHARITY	GENERAL/EDUCATIONAL	NONE	20,000 00
THE SOCIETY OF THE FOUR ARTS	TAX EXEMPT	GENERAL/EDUCATIONAL	NONE	10,000.00
TOWN OF PALM BEACH UNITED WAY	TAX EXEMPT	GENERAL/EDUCATIONAL	NONE	10,000.00
1000 FRIENDS OF FLORIDA	TAX EXEMPT	GENERAL/EDUCATIONAL	NONE	5,000 00
TOTAL CONTRIBUTIONS				<u>\$ 1,209,000.00</u>

ACCT K49% 008746-000
FROM 01/01/2013
TO 12/31/2013

WILMINGTON TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
AGT/TTS MARMOT FDN- MAIN ACCOUNT
INCLD -001 -005 - 006 -008 -025 -030
TRUST YEAR ENDING 12/31/2013

PAGE 155
RUN 05/14/2014
12 21 42 PM

TAX PREPARER: 135
TRUST ADMINISTRATOR: 609
INVESTMENT OFFICER: 1227

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
6000.0000 DOW CHEMICAL CO		7.600% 5/15/14 - 260543BW2 - MINOR = 30					
SOLD		03/25/2013	6470.11				
ACQ 6000.0000		11/01/2012	6470.11	6615.30	SUB TRUST 008746-020		
25000.0000 PHILLIPS 66		2.950% 5/01/17 - 718546AJ3 - MINOR = 30			-145.19	ST	Y C
SOLD		04/02/2013	26516.25				
ACQ 25000.0000		04/03/2012	26516.25	25485.25	SUB TRUST 008746-020		
25000.0000 MORGAN STANLEY MTN		6.000% 4/28/15 - 61747YCE3 - MINOR = 30			1031.00	ST	Y C
SOLD		04/03/2013	27277.00				
ACQ 25000.0000		09/19/2012	27277.00	27094.25	SUB TRUST 008746-020		
556.0000 PPG INDUSTRIES COMMON		- 693506107 - MINOR = 43			182.75	ST	Y C
SOLD		04/04/2013	74196.10				
ACQ 499.0000		08/27/2009	66589.67	26787.57	SUB TRUST 008746-011		
57.0000		05/22/2012	7606.43	5723.22	39802.10	LT	Y F
					1883.21	ST	C
CHANGED 02/04/14 DLC							
25000.0000 BANK NOVA SCOTIA		0.750% 10/09/15 - 064159BA3 - MINOR = 33					
SOLD		04/10/2013	25011.75				
ACQ 25000.0000		10/03/2012	25011.75	24999.25	SUB TRUST 008746-020		
25000.0000 CATERPILLAR FINL		0.700% 11/06/15 - 14912LSH0 - MINOR = 30			12.50	ST	Y C
SOLD		04/10/2013	25049.50				
ACQ 14000.0000		11/01/2012	14027.72	13987.12	SUB TRUST 008746-020		
11000.0000		11/01/2012	11021.78	11013.64	40.60	ST	Y C
					8.14	ST	Y C
20000.0000 EATON CORP		5.950% 3/20/14 - 278058DG4 - MINOR = 30					
SOLD		04/10/2013	20982.60				
ACQ 20000.0000		10/16/2012	20982.60	21502.20	SUB TRUST 008746-020		
25000.0000 U.S. TREASURY NOTES		4.000% 8/15/18 - 91282BJH4 - MINOR = 18			-519.60	ST	Y C
SOLD		04/11/2013	29228.42				
ACQ 25000.0000		08/12/2010	29228.42	28190.53	SUB TRUST 008746-020		
50000.0000 GEN ELECTRIC CO		0.850% 10/09/15 - 369604BE2 - MINOR = 30			1037.89	LT	Y F
SOLD		04/17/2013	50236.50				
ACQ 50000.0000		10/02/2012	50236.50	50139.00	SUB TRUST 008746-020		
15000.0000 EXELON GENERATION		6.200% 10/01/17 - 30161MAE3 - MINOR = 30			97.50	ST	Y C
SOLD		04/19/2013	17641.80				
ACQ 15000.0000		04/29/2010	17641.80	16569.75	SUB TRUST 008746-020		
15000.0000 JPMORGAN CHASE		3.250% 9/23/22 - 46625HJE1 - MINOR = 30			1072.05	LT	Y F
SOLD		04/25/2013	15369.15				
ACQ 15000.0000		12/19/2012	15369.15	15495.45	SUB TRUST 008746-020		
50000.0000 BANK OF NY MELLON		0.700% 10/23/15 - 06406HCD9 - MINOR = 30			-126.30	ST	Y C
SOLD		04/29/2013	50139.00				
ACQ 15000.0000		10/18/2012	15041.70	14984.55	SUB TRUST 008746-020		
35000.0000		10/31/2012	35097.30	35038.85	57.15	ST	Y C
					58.45	ST	Y C
15000.0000 FHLMC MTN		2.375% 1/13/22 - 3137EADB2 - MINOR = 25					
SOLD		04/30/2013	15807.45				
ACQ 15000.0000		01/12/2012	15807.45	14912.70	SUB TRUST 008746-020		
25000.0000 DOW CHEMICAL CO		2.500% 2/15/16 - 260543CD3 - MINOR = 30			894.75	LT	Y F
SOLD		05/02/2013	26108.75				
ACQ 25000.0000		07/18/2012	26108.75	26038.75	SUB TRUST 008746-020		
25000.0000 TRANSOCEAN INC		6.500% 11/15/20 - 893830AY5 - MINOR = 33			70.00	ST	Y C
SOLD		05/08/2013	29869.25				
ACQ 15000.0000		01/04/2013	17921.55	18381.00	SUB TRUST 008746-020		
10000.0000		01/04/2013	11947.70	12253.20	-459.45	ST	Y C
					-305.50	ST	Y C
25000.0000 DIGITAL REALTY LP		3.625% 10/01/22 - 25389JAK2 - MINOR = 30					
SOLD		05/09/2013	25471.75				
ACQ 25000.0000		03/01/2013	25471.75	25003.50	SUB TRUST 008746-020		
35000.0000 JOHN DEERE CAP MTN		1.400% 3/15/17 - 24422ERN1 - MINOR = 30			468.25	ST	Y C
SOLD		05/15/2013	35573.65				
ACQ 20000.0000		02/22/2012	20327.80	19994.20	SUB TRUST 008746-020		
15000.0000		04/17/2012	15245.85	15059.55	333.60	LT	Y F
					186.30	LT	Y F
15000.0000 MERCK & CO INC		2.800% 5/18/23 - 58933YAF2 - MINOR = 30					
SOLD		05/16/2013	15058.65				
ACQ 15000.0000		05/15/2013	15058.65	14986.95	SUB TRUST 008746-020		
5115.0000 APPLIED MATERIALS INC COM		- 038222105 - MINOR = 31001			71.70	ST	Y C
SOLD		05/17/2013	74896.76				
ACQ 1758.0000		08/27/2009	25741.64	23350.64	SUB TRUST 008746-011		
240.0000		01/14/2010	3514.22	2391.00	2391.00	LT	Y F
2811.0000		09/09/2011	41160.27	3420.60	93.62	LT	Y F
306.0000		05/22/2012	4480.63	30302.02	10858.25	LT	F
					1229.07	ST	C
CHANGED 02/04/14 DLC							
30000.0000 MCKESSON CORP		1.400% 3/15/18 - 58155QAF0 - MINOR = 30					
SOLD		05/29/2013	29682.00				
ACQ 5000.0000		03/05/2013	4947.00	4989.85	SUB TRUST 008746-020		
25000.0000		03/06/2013	24735.00	24974.75	-42.85	ST	Y C
30000.0000 UIL HLDGS CORP		4.625% 10/01/20 - 902748AA0 - MINOR = 30			-239.75	ST	Y C
SOLD		05/31/2013	31945.80				
ACQ 30000.0000		06/11/2012	31945.80	31831.20	SUB TRUST 008746-020		
10000.0000 AMEREN ILLINOIS CO		9.750% 11/15/18 - 02361DAG5 - MINOR = 30			114.60	ST	Y C
SOLD		06/04/2013	13894.20				
ACQ 10000.0000		04/26/2012	13894.20	13760.60	SUB TRUST 008746-020		
20000.0000 BROADCOM CORP		2.500% 8/15/22 - 111320AF4 - MINOR = 30			133.60	LT	Y F
SOLD		06/11/2013	18926.80				
ACQ 1000.0000		08/13/2012	946.34	992.55	SUB TRUST 008746-020		
19000.0000		08/14/2012	17980.46	18812.28	-46.21	ST	Y C
					-831.82	ST	Y C
20000.0000 ONEOK INC		5.200% 6/15/15 - 682680AM5 - MINOR = 30					
SOLD		06/12/2013	21553.80				
ACQ 20000.0000		02/27/2013	21553.80	21821.60	SUB TRUST 008746-020		
					-267.80	ST	Y C

ACCT K494 008746-000
FROM 01/01/2013
TO 12/31/2013

WILMINGTON TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
AGT/TTS MARMOT FDN- MAIN ACCOUNT
INCLD -001 -005 - 006 -008 -025 -030
TRUST YEAR ENDING 12/31/2013

PAGE 156

RUN 05/14/2014
12-21:42 PM

TAX PREPARER: 135
TRUST ADMINISTRATOR: 609
INVESTMENT OFFICER: 1227

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
15000.0000 KROGER CO		4.950% 1/15/15 - 501044CP6 - MINOR = 30					
SOLD		06/14/2013	15936.75				
ACQ	15000.0000	02/08/2013	15936.75	16150.80	SUB TRUST 008746-020 -214.05	ST Y C	
15000.0000 JPMORGAN CHASE V-Q		0.6886% 4/23/15 - 46623BJX8 - MINOR = 30					
SOLD		06/17/2013	15003.89				
ACQ	15000.0000	04/19/2013	15003.89	15000.00	SUB TRUST 008746-020 3.89	ST Y C	
40000.0000 BOSTON PROP LP		3.700% 11/15/18 - 10112RATI - MINOR = 30					
SOLD		06/21/2013	41985.20				
ACQ	5000.0000	11/04/2011	5248.15	4988.35	SUB TRUST 008746-020 259.80	LT Y F	
	20000.0000	04/03/2012	20992.60	20689.40	303.20	LT Y F	
	15000.0000	02/12/2013	15744.45	16417.65	-673.20	ST Y C	
15000.0000 WELLS FARGO CO MTN		3.450% 2/13/23 - 94974BFG4 - MINOR = 30					
SOLD		06/21/2013	14142.00				
ACQ	10000.0000	02/06/2013	9428.00	9994.10	SUB TRUST 008746-020 -566.10	ST Y C	
	5000.0000	02/06/2013	4714.00	5021.05	-307.05	ST Y C	
1881.0000 MONDELEZ INTERNATIONAL		INC - 609207105 - MINOR = 43					
SOLD		06/28/2013	53967.02				
ACQ	1565.0000	08/10/2010	44900.79	30782.06	SUB TRUST 008746-011 14118.73	LT Y F	
	154.0000	04/13/2011	4418.35	3242.21	1176.14	LT F	
	162.0000	05/22/2012	4647.88	4094.24	553.64	LT F	
CHANGED 02/04/14 DLC							
823.0000 NATIONAL OILWELL VARCO		INC - 637071101 - MINOR = 43					
SOLD		06/28/2013	56673.91				
ACQ	823.0000	12/19/2012	56673.91	56676.72	SUB TRUST 008746-011 -2.81	ST C	
545.0000 SIMON PROPERTY GRP INC		(REIT) - 828806109 - MINOR = 43					
SOLD		06/28/2013	86447.92				
ACQ	424.0000	09/17/2009	67254.90	31076.03	SUB TRUST 008746-011 36178.87	LT Y F	
	2.6246	11/12/2009	416.31	198.14	218.17	LT Y F	
	41.3754	01/14/2010	6562.97	3114.96	3448.01	LT Y F	
	38.0000	09/09/2011	6027.56	4373.51	1654.05	LT F	
	39.0000	05/22/2012	6186.18	5786.27	399.91	LT F	
CHANGED 02/04/14 DLC							
25000.0000 BANK OF MONTREAL MTN		2.500% 1/11/17 - 06366QW86 - MINOR = 33					
SOLD		07/01/2013	25629.00				
ACQ	25000.0000	01/09/2012	25629.00	25071.25	SUB TRUST 008746-020 557.75	LT Y F	
2057.8519 FEDERAL ST ASSOC OFFSHR LTD CL A		- 99S753303 - MINOR = 80					
SOLD		07/01/2013	3418140.65				
ACQ	10.0115	12/01/2012	16930.88	15562.13	SUB TRUST 008746-030 1368.75	ST C	
	1109.5204	06/14/2006	1876357.77	1683851.96	192505.81	LT Y F	
	938.3200	06/14/2006	1524852.00	1329605.00	195247.00	LT Y F	
CHANGED 05/14/14 PMH PREP NOTE EXISTS							
25000.0000 WELLS FARGO CO		1.500% 1/16/18 - 94974BFG0 - MINOR = 30					
SOLD		07/05/2013	24222.00				
ACQ	25000.0000	04/16/2013	24222.00	25060.25	SUB TRUST 008746-020 -838.25	ST Y C	
25000.0000 APPLE INC		2.400% 5/03/23 - 037833AK6 - MINOR = 30					
SOLD		07/08/2013	23029.50				
ACQ	25000.0000	04/30/2013	23029.50	24966.75	SUB TRUST 008746-020 -1937.25	ST Y C	
25000.0000 KROGER CO/THE		2.200% 1/15/17 - 501044CP4 - MINOR = 30					
SOLD		07/09/2013	24999.25				
ACQ	25000.0000	02/05/2013	24999.25	25717.75	SUB TRUST 008746-020 -718.50	ST Y C	
75000.0000 FHLMC		5.000% 7/15/14 - 3134A4U06 - MINOR = 25					
SOLD		07/11/2013	78614.48				
ACQ	75000.0000	06/19/2009	78614.48	81202.88	SUB TRUST 008746-020 -2588.40	LT Y F	
.9196 ZOETIS INC - 98978V103		- MINOR = 43					
SOLD		07/11/2013	27.40				
ACQ	9196	07/05/2013	27.40	27.54	SUB TRUST 008746-011 -0.14	ST C	
15000.0000 TOYOTA MTR CRED MTN		1.000% 2/17/15 - 89233P5Z5 - MINOR = 30					
SOLD		07/15/2013	15108.60				
ACQ	15000.0000	04/17/2012	15108.60	15034.20	SUB TRUST 008746-020 74.40	LT Y F	
50000.0000 FHLMC		5.000% 7/15/14 - 3134A4U06 - MINOR = 25					
SOLD		07/16/2013	52381.70				
ACQ	50000.0000	06/19/2009	52381.70	54135.25	SUB TRUST 008746-020 -1753.55	LT Y F	
15000.0000 HCP INC MTN		6.700% 1/30/18 - 40414LAA7 - MINOR = 30					
SOLD		07/22/2013	17718.30				
ACQ	15000.0000	01/29/2013	17718.30	18166.80	SUB TRUST 008746-020 -448.50	ST Y C	
15000.0000 AMGEN INC		2.125% 5/15/17 - 031162BQ2 - MINOR = 30					
SOLD		07/23/2013	15222.00				
ACQ	15000.0000	06/14/2013	15222.00	15332.40	SUB TRUST 008746-020 -110.40	ST Y C	
802.0000 FASTENAL CO - 311900104		- MINOR = 43					
SOLD		07/25/2013	36874.67				
ACQ	669.0000	08/27/2009	30759.54	12240.19	SUB TRUST 008746-011 18519.35	LT Y F	
	133.0000	05/22/2012	6115.13	5897.84	217.29	LT F	
CHANGED 02/04/14 DLC							
50000.0000 ELECTRONIC DATA SYS		6.000% 8/01/13 - 285661AD6 - MINOR = 30					
SOLD		08/01/2013	50000.00				
ACQ	50000.0000	02/04/2011	50000.00	55456.50	SUB TRUST 008746-020 -5456.50	LT Y F	
40000.0000 NBCUNIVERSAL MEDIA		3.650% 4/30/15 - 63946BAB6 - MINOR = 30					
SOLD		08/07/2013	42012.40				
ACQ	40000.0000	04/13/2012	42012.40	42838.80	SUB TRUST 008746-020 -826.40	LT Y F	
25000.0000 TURLOCK CORP		2.750% 11/02/22 - 900212AH4 - MINOR = 30					
SOLD		08/08/2013	23519.50				
ACQ	16000.0000	11/15/2012	15052.48	15971.04	SUB TRUST 008746-020 -918.56	ST Y C	
	9000.0000	11/14/2012	8467.02	8969.76	-502.74	ST Y C	

ACCT K494 008746-000
FROM 01/01/2013
TO 12/31/2013

WILMINGTON TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
AGT/TTS MARMOT FDN- MAIN ACCOUNT
INCLD -001 -005 - 006 -008 -025 -030
TRUST YEAR ENDING 12/31/2013

PAGE 158

RUN 05/14/2014
12 21.42 PM

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TRUST ADMINISTRATOR: 609
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LEGEND F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
50000.0000 ENTERGY CORP		4 700% 1/15/17 - 29364GAG8 - MINOR = 30					
SOLD		10/07/2013	53472.00		SUB TRUST 008746-020		
ACQ	45000.0000	09/04/2012	48124.80	48591.00	-466.20 LT Y F		
	5000.0000	07/11/2012	5347.20	5311.40	35.80 LT Y F		
50000.0000 FHLB		1.000% 6/21/17 - 313379DD8 - MINOR = 25					
SOLD		10/07/2013	49981.50		SUB TRUST 008746-020		
ACQ	25000.0000	05/21/2012	24990.75	24971.83	18.92 LT Y F		
	25000.0000	09/17/2013	24990.75	24819.00	171.75 ST Y C		
100000.0000 FNMA		4.375% 10/15/15 - 31359MZC0 - MINOR = 25					
SOLD		10/07/2013	107953.70		SUB TRUST 008746-020		
ACQ	100000.0000	05/13/2010	107953.70	108086.20	-132.50 LT Y F		
25000.0000 FLORIDA POWER CORP		3.100% 8/15/21 - 341099CP2 - MINOR = 30					
SOLD		10/07/2013	24804.75		SUB TRUST 008746-020		
ACQ	25000.0000	05/14/2012	24804.75	26012.25	-1207.50 LT Y F		
50000.0000 METLIFE INC		5.000% 6/15/15 - 59156RAN8 - MINOR = 30					
SOLD		10/07/2013	53559.00		SUB TRUST 008746-020		
ACQ	25000.0000	08/12/2009	26779.50	25851.75	927.75 LT Y F		
	25000.0000	08/07/2013	26779.50	26935.25	-155.75 ST Y C		
50000.0000 U.S. TREASURY NOTES		0.875% 1/31/17 - 912828SC5 - MINOR = 18					
SOLD		10/07/2013	50138.50		SUB TRUST 008746-020		
ACQ	50000.0000	09/19/2013	50138.50	49974.78	163.72 ST Y C		
25000.0000 U.S. TREASURY NOTES		1.375% 5/31/20 - 912828VF4 - MINOR = 18					
SOLD		10/07/2013	24150.29		SUB TRUST 008746-020		
ACQ	25000.0000	06/28/2013	24150.29	24150.29	0.00 ST Y C		
25000.0000 CAPITAL ONE FINL		2.150% 3/23/15 - 14040HAZ8 - MINOR = 30					
SOLD		10/15/2013	25403.75		SUB TRUST 008746-020		
ACQ	25000.0000	04/17/2012	25403.75	25128.50	275.25 LT Y F		
25000.0000 CITIGROUP INC		5.850% 8/02/16 - 172967DQ1 - MINOR = 30					
SOLD		10/15/2013	27871.50		SUB TRUST 008746-020		
ACQ	25000.0000	12/03/2012	27871.50	28781.50	-910.00 ST Y C		
25000.0000 FED HOME LN MTG		1 750% 5/30/19 - 31378ADG1 - MINOR = 25					
SOLD		10/15/2013	24755.25		SUB TRUST 008746-020		
ACQ	25000.0000	04/13/2012	24755.25	25053.75	-298.50 LT Y F		
25000.0000 GEN ELEC CAP CRP MTN		2.300% 4/27/17 - 36962G5W0 - MINOR = 30					
SOLD		10/15/2013	25666.75		SUB TRUST 008746-020		
ACQ	6000.0000	04/24/2012	6160.02	5992.14	167.88 LT Y F		
	9000.0000	04/24/2012	9240.03	9004.23	235.80 LT Y F		
	10000.0000	12/03/2012	10266.70	10346.50	-79.80 ST Y C		
25000.0000 SUNTRUST BANKS		3.600% 4/15/16 - 867914BD4 - MINOR = 30					
SOLD		10/15/2013	26389.75		SUB TRUST 008746-020		
ACQ	25000.0000	04/29/2013	26389.75	26768.00	-378.25 ST Y C		
50000.0000 U.S. TREASURY NOTES		2.750% 2/15/19 - 912828KD1 - MINOR = 18					
SOLD		10/15/2013	53001.75		SUB TRUST 008746-020		
ACQ	50000.0000	08/28/2009	53001.75	48267.26	4734.49 LT Y F		
75000.0000 U.S. TREASURY BONDS		2.625% 4/30/16 - 912828KR0 - MINOR = 18					
SOLD		10/15/2013	78954.83		SUB TRUST 008746-020		
ACQ	75000.0000	06/19/2009	78954.83	73202.22	5752.61 LT Y F		
50000.0000 U.S. TREASURY NOTES		2.625% 11/15/20 - 912828PC8 - MINOR = 18					
SOLD		10/15/2013	51697.06		SUB TRUST 008746-020		
ACQ	25000.0000	10/06/2011	25848.53	26570.41	-721.88 LT Y F		
	25000.0000	05/21/2012	25848.53	27314.55	-1466.02 LT Y F		
100000.0000 U.S. TREASURY NOTES		2.250% 7/31/18 - 912828QY9 - MINOR = 18					
SOLD		10/15/2013	104007.48		SUB TRUST 008746-020		
ACQ	75000.0000	07/05/2012	78005.61	80950.50	-2944.89 LT Y F		
	25000.0000	08/03/2011	26001.87	25565.53	436.34 LT Y F		
40000.0000 U.S. TREASURY NOTES		2.000% 2/15/22 - 912828SF8 - MINOR = 18					
SOLD		10/15/2013	38601.40		SUB TRUST 008746-020		
ACQ	40000.0000	06/07/2013	38601.40	40550.16	-1948.76 ST Y C		
15000.0000 ABBVIE INC		1.750% 11/06/17 - 00287YAJ8 - MINOR = 30					
SOLD		10/21/2013	15018.60		SUB TRUST 008746-020		
ACQ	15000.0000	11/06/2012	15018.60	15127.65	-109.05 ST Y C		
15000.0000 AMERICAN EXPRESS		6.150% 8/28/17 - 025816AX7 - MINOR = 30					
SOLD		10/21/2013	17509.50		SUB TRUST 008746-020		
ACQ	15000.0000	09/05/2012	17509.50	18218.85	-709.35 LT Y F		
15000.0000 BB&T CORPORATION MTN		3.200% 3/15/16 - 05531FAG8 - MINOR = 30					
SOLD		10/21/2013	15750.00		SUB TRUST 008746-020		
ACQ	15000.0000	12/03/2012	15750.00	16044.30	-294.30 ST Y C		
10000.0000 CITIGROUP INC		5 850% 8/02/16 - 172967DQ1 - MINOR = 30					
SOLD		10/21/2013	11163.90		SUB TRUST 008746-020		
ACQ	10000.0000	12/03/2012	11163.90	11512.60	-348.70 ST Y C		
10000.0000 COCA-COLA CO/THE		1.800% 9/01/16 - 191216AU4 - MINOR = 30					
SOLD		10/21/2013	10281.70		SUB TRUST 008746-020		
ACQ	10000.0000	04/17/2012	10281.70	10263.10	18.60 LT Y F		
10000.0000 DUKE ENERGY CORP		1.625% 8/15/17 - 26441CAH8 - MINOR = 30					
SOLD		10/21/2013	10009.50		SUB TRUST 008746-020		
ACQ	10000.0000	07/11/2013	10009.50	9899.08	110.42 ST Y C		
10000.0000 ECOLAB INC		4.350% 12/08/21 - 278865ALA4 - MINOR = 30					
SOLD		10/21/2013	10611.30		SUB TRUST 008746-020		
ACQ	10000.0000	07/16/2013	10611.30	10616.50	-5.20 ST Y C		
50000.0000 FNMA		1.625% 10/26/15 - 31398A4M1 - MINOR = 25					
SOLD		10/21/2013	51222.55		SUB TRUST 008746-020		
ACQ	50000.0000	03/29/2011	51222.55	49411.40	1811.15 LT Y F		
25000.0000 GENERAL ELECTRIC CO		5.250% 12/06/17 - 369604BC6 - MINOR = 30					
SOLD		10/21/2013	28542.75		SUB TRUST 008746-020		
ACQ	25000.0000	04/17/2013	28542.75	29435.50	-892.75 ST Y C		

ACCT K494 008746-000
FROM 01/01/2013
TO 12/31/2013

WILMINGTON TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
AGT/TTS MARMOT FDN- MAIN ACCOUNT
INCLD -001 -005 - 006 -008 -025 -030
TRUST YEAR ENDING 12/31/2013

PAGE 159

RUN 05/14/2014
12:21:42 PM

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LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
15000.0000 GOLDMAN SACHS GP		6 250%	9/01/17 - 38144LAB6 - MINOR = 30				
SOLD		10/21/2013	17287.05				
ACQ	15000.0000	09/19/2012	17287.05	17584.35	SUB TRUST 008746-020		
					-297.30	LT	Y F
15000.0000 JP MORGAN CHASE & CO		6.000%	1/15/18 - 46625HGY0 - MINOR = 30				
SOLD		10/21/2013	17324.55				
ACQ	15000.0000	02/07/2012	17324.55	17226.75	SUB TRUST 008746-020		
					97.80	LT	Y F
10000.0000 PRUDENTIAL FIN MTN		6.000%	12/01/17 - 74432QBC8 - MINOR = 30				
SOLD		10/21/2013	11598.20				
ACQ	10000.0000	01/30/2013	11598.20	11893.10	SUB TRUST 008746-020		
					-294.90	ST	Y C
10000.0000 PRUDENTIAL FIN MTN		3 875%	1/14/15 - 74432QBL8 - MINOR = 30				
SOLD		10/21/2013	10385.60				
ACQ	10000.0000	04/03/2012	10385.60	10559.90	SUB TRUST 008746-020		
					-174.30	LT	Y F
15000.0000 TOYOTA MTR CRED MTN		2 050%	1/12/17 - 89233PSS1 - MINOR = 30				
SOLD		10/21/2013	15382.35				
ACQ	15000.0000	01/10/2012	15382.35	15010.65	SUB TRUST 008746-020		
					371.70	LT	Y F
75000.0000 U.S. TREASURY NOTES		4.250%	11/15/17 - 912828HH6 - MINOR = 18				
SOLD		10/21/2013	84553.46				
ACQ	75000.0000	06/19/2009	84553.46	78187.80	SUB TRUST 008746-020		
					6365.66	LT	Y F
50000.0000 U.S. TREASURY NOTES		3.875%	5/15/18 - 912828HZ6 - MINOR = 18				
SOLD		10/21/2013	55917.80				
ACQ	50000.0000	07/27/2009	55917.80	50863.48	SUB TRUST 008746-020		
					5054.32	LT	Y F
50000.0000 U.S. TREASURY NOTES		4.000%	8/15/18 - 912828JH4 - MINOR = 18				
SOLD		10/21/2013	56415.84				
ACQ	25000.0000	08/12/2010	28207.92	28190.53	SUB TRUST 008746-020		
	25000.0000	06/03/2010	28207.92	26577.25		17.40	LT Y F
					1630.67	LT	Y F
25000.0000 U.S. TREASURY NOTES		1.625%	8/15/22 - 912828TJ9 - MINOR = 18				
SOLD		10/21/2013	23358.30				
ACQ	15000.0000	10/25/2012	14014.98	14712.36	SUB TRUST 008746-020		
	10000.0000	08/29/2013	9343.32	9195.40		-697.38	ST Y C
					147.92	ST	Y C
10000.0000 VIACOM INC		3.500%	4/01/17 - 92553PAG7 - MINOR = 30				
SOLD		10/21/2013	10567.70				
ACQ	10000.0000	04/03/2013	10567.70	10750.70	SUB TRUST 008746-020		
					-183.00	ST	Y C
10000.0000 VIACOM INC		3.250%	3/15/23 - 92553PAR3 - MINOR = 30				
SOLD		10/21/2013	9421.10				
ACQ	10000.0000	07/08/2013	9421.10	9373.28	SUB TRUST 008746-020		
					47.82	ST	Y C
10000.0000 WELLS FARGO CO MTN		2.100%	5/08/17 - 94974BFD7 - MINOR = 30				
SOLD		10/21/2013	10265.30				
ACQ	10000.0000	03/08/2013	10265.30	10302.60	SUB TRUST 008746-020		
					-37.30	ST	Y C
15000.0000 WELLS FARGO CO MTN		2.100%	5/08/17 - 94974BFD7 - MINOR = 30				
SOLD		10/21/2013	15382.20				
ACQ	15000.0000	03/08/2013	15382.20	15453.90	SUB TRUST 008746-020		
					-71.70	ST	Y C
5000.0000 U.S. TREASURY NOTES		4.250%	11/15/14 - 912828DC1 - MINOR = 18				
SOLD		10/23/2013	5214.44				
ACQ	5000.0000	08/05/2009	5214.44	5365.26	SUB TRUST 008746-020		
					-150.82	LT	Y F
25000.0000 AMB PROPERTY L.P.		4.500%	8/15/17 - 00163MAL8 - MINOR = 30				
SOLD		10/24/2013	27196.75				
ACQ	25000.0000	04/04/2013	27196.75	27566.75	SUB TRUST 008746-020		
					-370.00	ST	Y C
25000.0000 U.S. TREASURY NOTES		1 875%	9/30/17 - 912828PA2 - MINOR = 18				
SOLD		10/24/2013	25864.17				
ACQ	25000.0000	06/28/2013	25864.17	25735.44	SUB TRUST 008746-020		
					128.73	ST	Y C
15000.0000 U.S. TREASURY NOTES		2.750%	2/15/19 - 912828KD1 - MINOR = 18				
SOLD		10/30/2013	16059.32				
ACQ	15000.0000	08/28/2009	16059.32	14481.99	SUB TRUST 008746-020		
					1577.33	LT	Y F
25000.0000 U.S. TREASURY NOTES		1.000%	9/30/19 - 912828TR1 - MINOR = 18				
SOLD		10/30/2013	24184.47				
ACQ	25000.0000	10/04/2012	24184.47	24883.89	SUB TRUST 008746-020		
					-699.42	LT	Y F
5000.0000 ENTERPRISE PRODS		3 700%	6/01/15 - 29379VAR4 - MINOR = 30				
SOLD		11/06/2013	5218.80				
ACQ	5000.0000	07/10/2012	5218.80	5345.20	SUB TRUST 008746-020		
					-126.40	LT	Y F
732.0000 QUALCOMM INC COM -		747525103 - MINOR = 31000					
SOLD		11/06/2013	50814.05				
ACQ	121.0000	05/22/2012	8399.59	7014.02	SUB TRUST 008746-011		
	611.0000	09/09/2011	42414.46	30762.02		1385.57	LT F
					11652.44	LT	F
CHANGED 02/04/14 DLC							
15000.0000 FLORIDA POWER CORP		3 100%	8/15/21 - 341099CP2 - MINOR = 30				
SOLD		11/19/2013	14958.60				
ACQ	10000.0000	05/14/2012	9972.40	10404.90	SUB TRUST 008746-020		
	5000.0000	04/22/2013	4986.20	5371.65		-432.50	LT Y F
					-385.45	ST	Y C
25000.0000 ORACLE CORP V-Q		0.8236%	1/15/19 - 68389XAR6 - MINOR = 30				
SOLD		11/21/2013	25129.50				
ACQ	25000.0000	07/09/2013	25129.50	25000.00	SUB TRUST 008746-020		
					129.50	ST	Y C
25000.0000 BARRICK GOLD CORP		2.900%	5/30/16 - 067901AF5 - MINOR = 33				
SOLD		12/02/2013	26173.50				
ACQ	25000.0000	05/02/2013	26173.50	26036.50	SUB TRUST 008746-020		
					137.00	ST	Y C
10000.0000 FHLMC		3.750%	3/27/19 - 3137EACA5 - MINOR = 25				
SOLD		12/03/2013	11026.40				
ACQ	10000.0000	06/21/2011	11026.40	10723.21	SUB TRUST 008746-020		
					303.19	LT	Y F
50000.0000 FHLMC		0.500%	4/17/15 - 3137EADD8 - MINOR = 25				
SOLD		12/11/2013	50180.25				
ACQ	50000.0000	04/27/2012	50180.25	49960.40	SUB TRUST 008746-020		
					219.85	LT	Y F
20000.0000 ENTERPRISE PRODS		3.700%	6/01/15 - 29379VAR4 - MINOR = 30				
SOLD		12/17/2013	20858.80				
ACQ	20000.0000	07/10/2012	20858.80	21380.80	SUB TRUST 008746-020		
					-522.00	LT	Y F

ACCT K494 008746-000
FROM 01/01/2013
TO 12/31/2013

WILMINGTON TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
AGT/TTS MARMOT FDN- MAIN ACCOUNT
INCLD -001 -005 - 006 -008 -025 -030
TRUST YEAR ENDING 12/31/2013

PAGE 160
RUN 05/14/2014
12:21.42 PM

TAX PREPARER: 135
TRUST ADMINISTRATOR: 609
INVESTMENT OFFICER: 1227

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
15000.0000 JOHNSON CONTROLS		2 600% 12/01/16 - 478366A20 - MINOR = 30					
SOLD		12/17/2013	15581.40				
ACQ	15000.0000	07/27/2012	15581.40	15596.40	SUB TRUST 008746-020	LT	Y F
25000.0000 PNC FUNDING CORP		5.625% 2/01/17 - 693476BB8 - MINOR = 30					
SOLD		12/19/2013	27869.50				
ACQ	25000.0000	07/12/2013	27869.50	27877.00	SUB TRUST 008746-020	ST	Y C
78371 3860 WELLS FARGO ADV SHT-TRM HY CL ADM - 94975P843 - MINOR = 66							
SOLD		12/23/2013	648131.37				
ACQ	30156.8150	10/18/2012	249396.86	250000.00	-603.14	LT	F
	30120.4820	12/17/2012	249096.39	250000.00	-903.61	LT	F
	18094.0890	12/31/2012	149638.12	150000.00	-361.88	ST	C
34411.5620 MFS EMERGING MARKETS DEBT FUND - I - 55273B640 - MINOR = 64							
SOLD		12/30/2013	500000.00				
ACQ	15441.6310	05/01/2013	224366.90	250000.00	-25633.10	ST	C
	12322.8590	05/06/2013	179051.14	200000.00	-20948.86	ST	C
	6647.0720	05/13/2013	96581.96	107084.33	-10502.37	ST	C
TOTALS			9587188.55	9049948.58			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-30404.64	0.00	568818.62	0.00	0.00	0.00*
COVERED FROM ABOVE	-50427.35	0.00	49253.66	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	6688.13			16.98
	-80831.99	0.00	624760.41	0.00	0.00	16.98
STATE						
NONCOVERED FROM ABOVE	-30404.64	0.00	568818.62	0.00	0.00	0.00*
COVERED FROM ABOVE	-50427.35	0.00	49253.66	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	6688.13			16.98
	-80831.99	0.00	624760.41	0.00	0.00	16.98

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
DELAWARE	N/A	N/A

Investment Detail									
Group: Marmot Foundation Accounts									
Account Level Detail Combined Principal and Income									
As of Date 12/31/2013									
Account	Category	Description	Quantity	Federal Tax Cost	Market Value	Unrealized Gain/Loss			
008746-000	Cash & Currency	US DOLLAR CURRENCY	1,486,620.00	1,486.62	1,486.62	0.00			
008746-000	Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	661,385.7300	661,385.73	661,385.73	0.00			
008746-005	Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	13,592.6100	13,592.61	13,592.61	0.00			
008746-006	Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	224,806.0300	224,806.03	224,806.03	0.00			
008746-008	Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	1,236.2200	1,236.22	1,236.22	0.00			
008746-011	Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	206,121.2800	206,121.28	206,121.28	0.00			
008746-015	Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	0.6000	0.60	0.60	0.00			
008746-020	Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	47,033.4800	47,033.48	47,033.48	0.00			
008746-030	Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	49,726.9100	49,726.91	49,726.91	0.00			
Cash & Currency Total			1,205,399.43	1,205,399.43	1,205,399.43				
008746-000	Equity	ABB LIMITED SPONSORED ADR	4,000.0000	96,094.00	106,240.00	10,146.00			
008746-000	Equity	AMERICAN EAGLE OUTFITTER INC	7,500.0000	102,435.75	108,000.00	5,564.25			
008746-000	Equity	APPLE INC	250.0000	113,288.03	140,255.00	26,966.97			
008746-000	Equity	AT&T INC	6,000.0000	212,289.30	210,960.00	(1,329.30)			
008746-000	Equity	BB&T CORP COM	2,000.0000	61,171.60	74,640.00	13,468.40			
008746-000	Equity	BROADCOM CORP CL A	5,000.0000	134,677.00	148,225.00	13,548.00			
008746-000	Equity	CANON INC SPONS ADR	3,200.0000	103,043.88	102,400.00	(643.88)			
008746-000	Equity	CISCO SYSTEMS INC	15,000.0000	334,409.30	336,450.00	2,040.70			
008746-000	Equity	COACH INC COMMON	3,000.0000	144,368.40	168,390.00	24,021.60			
008746-000	Equity	COCA COLA AMATIL LTDSPONSORED AMERICAN DEPOSITORY RECEIPT	5,000.0000	114,829.50	107,000.00	(7,829.50)			
008746-000	Equity	DARDEN RESTAURANTS INC COM	2,000.0000	92,451.00	108,740.00	16,289.00			
008746-000	Equity	DIRECTV	2,000.0000	97,736.60	138,120.00	40,383.40			
008746-000	Equity	EMC CORP MASS COM	10,000.0000	240,497.20	251,500.00	11,002.80			
008746-000	Equity	ENTE NAZIONALE IDROCARBURI SPONSORED ADR	3,000.0000	139,143.25	145,470.00	6,326.75			

Page 1 of 1

Investment Detail
Group: Marmot Foundation Accounts

Group: Marmot Foundation Accounts	
Account Level Detail Combined Principal and Income	

Account Level Detail Combined Principal and Income

As of Date 12/31/2013

Account	Category	Description	Quantity	Federal Tax Cost	Market Value	Unrealized Gain/Loss
008746-000	Equity	EXPRESS SCRIPTS HOLDING C	2,000 0000	130,483 60	140,480 00	9,996 40
008746-000	Equity	FREEMPORT-MCMORAN COPPER & GOLD INC	3,000 0000	97,395 30	113,220 00	15,824 70
008746-000	Equity	GOLDMAN SACHS GROUP INCORPORATED PREFERRED 0 00% SERIES D CALLABLE	5,000 0000	96,153 50	91,950 00	(4,203 50)
008746-000	Equity	HSBC USA INC 4 918% PREFERRED SERIES G CALLABLE	5,000 0000	103,720 50	101,400 00	(2,320 50)
008746-000	Equity	INTERNATIONAL BUSINESS MACHINES CORP	1,000 0000	180,841 04	187,570 00	6,928 96
008746-000	Equity	ING US INC	4,000 0000	119,320 80	140,600 00	21,279 20
008746-000	Equity	INTEL CORP COM	5,000 0000	102,897 50	129,775 00	26,877 50
008746-000	Equity	ISHARES MSCI EMERGING MARKETS ETF	3,000 0000	119,459 40	125,385 00	5,925 60
008746-000	Equity	ISHARES RUSSELL 2000 VALUE ETF	8,900 0000	500,801 32	885,550 00	384,748 68
008746-000	Equity	ISHARES RUSSELL 2000 GROWTH ETF	7,930 0000	500,349 05	1,074,594 30	574,245 25
008746-000	Equity	KRAFT FOODS GROUP INC	2,000 0000	95,013 20	107,820 00	12,806 80
008746-000	Equity	LABORATORY CRP OF AMER HLDGS COM NEW	1,500 0000	136,442 70	137,055 00	612 30
008746-000	Equity	MDC HOLDINGS INC	6,000 0000	181,032 20	193,440 00	12,407 80
008746-000	Equity	METLIFE INCORPORATED	1,500 0000	53,602 95	80,880 00	27,277 05
008746-000	Equity	METLIFE INCORPORATED PREFERRED 4 000% CALLABLE	5,000 0000	109,662 50	105,250 00	(4,412 50)
008746-000	Equity	OLD REPUBLIC INTL CORP COM	8,000 0000	95,838 40	138,160 00	42,321 60
008746-000	Equity	ONEBEACON INSURANCE GROUP LTD	7,500 0000	101,837 25	118,650 00	16,812 75
008746-000	Equity	ORACLE CORPORATION COM	5,000 0000	169,955 90	191,300 00	21,344 10
008746-000	Equity	PHILIP MORRIS INTERNATIONAL INC	1,000 0000	91,672 50	87,130 00	(4,542 50)
008746-000	Equity	ROGERS COMMUNICATIONS INC CLASS B	2,500 0000	111,777 25	113,125 00	1,347 75
008746-000	Equity	ROYAL DUTCH SHELL PLC AMERICAN DEPOSITORY RECEIPTS	2,000 0000	131,297 20	142,540 00	11,242 80
008746-000	Equity	TEVA PHARMACEUTICAL SPONS ADR	5,000 0000	190,697 50	200,400 00	9,702 50
008746-000	Equity	VODAFONE GROUP PLC SPONSORED ADR	4,000 0000	99,526 40	157,240 00	57,713 60
008746-000	Equity	WASTE MANAGEMENT INCORPORATED	2,000 0000	84,529 40	89,740 00	5,210 60
008746-000	Equity	WISDOMTREE EMERGING MARKETS EQUITY INCOME ETF	6,000 0000	323,847 60	306,180 00	(17,667 60)
008746-000	Equity	M & T BANK CORPORATION ACE LIMITED	2,774 0000	87,747 22	322,949 08	235,201 86
008746-011	Equity		1,436 0000	117,366 71	148,669 08	31,302 37

Investment Detail												
Group: Marmot Foundation Accounts												
Account Level Detail Combined Principal and Income												
As of Date 12/31/2013												
Account	Category	Description	Quantity	Federal Tax Cost	Market Value	Unrealized Gain/Loss						
008746-011	Equity	QUALCOMM INC COM	1,590 0000	82,836 47	118,057 50	35,221 03						
008746-011	Equity	SCHLUMBERGER LTD	1,533 0000	111,261 68	138,138 63	26,876 95						
008746-011	Equity	SOUTHERN CO COM	1,964 0000	72,333 55	80,740 04	8,406 49						
008746-011	Equity	T ROWE PRICE GROUP INC COMMON	1,725 0000	101,199 35	144,503 25	43,303 90						
008746-011	Equity	TARGET CORP COM	1,725 0000	88,823 44	109,140 75	20,317 31						
008746-011	Equity	TEVA PHARMACEUTICAL SPONS ADR	1,615 0000	75,779 95	64,729 20	(11,050 75)						
008746-011	Equity	THE TRAVELERS COMPANIES INC	1,868 0000	110,281 90	169,128 72	58,846 82						
008746-011	Equity	U S BANCORP DEL COM NEW	1,455 0000	41,540 69	58,782 00	17,241 31						
008746-011	Equity	UNION PACIFIC CORP COM	615 0000	75,707 30	103,320 00	27,612 70						
008746-011	Equity	UNITED PARCEL SERVICE CL B	1,005 0000	72,044 50	105,605 40	33,560 90						
008746-011	Equity	VODAFONE GROUP PLC	2,436 0000	71,066 16	95,759 16	24,693 00						
008746-011	Equity	SPONSORED ADR	3,763 0000	118,028 21	170,840 20	52,811 99						
008746-011	Equity	WELLS FARGO & CO	1,734 0000	50,794 66	56,684 46	5,889 80						
008746-011	Equity	ZOETIS INC	1,734 0000	50,794 66	56,684 46	5,889 80						
Equity Totals							1,316,912 39					
008746-000	Mutual Funds	MFS EMERGING MARKETS DEBT FUND - I	18,213 1280	292,915 67	264,454 62	(28,461 05)						
008746-000	Mutual Funds	RIDGEWORTH SEIX FLOATING RATE HIGH INCOME FUND I	154,905 1100	1,400,000 00	1,403,440 29	3,440 29						
Mutual Funds Total							1,692,915 67					
008746-020	Fixed Income	UNITED STATES TREASURY NOTES DTD 11/15/2004 4 250% 11/15/2014	45,000 0000	48,287 29	46,587 15	(1,700 14)						
008746-020	Fixed Income	PRUDENTIAL FINANCIAL INC MEDIUM TERM NOTE DTD 01/14/2010 3.875% 01/14/2015 NON CALLABLE	15,000 0000	15,839 85	15,506 40	(333 45)						
008746-020	Fixed Income	ENERGY TRANSFER PARTNERS DTD 01/18/2005 5 950% 02/01/2015 NON CALLABLE	5,000 0000	5,466 40	5,267 75	(198 65)						
008746-020	Fixed Income	TEXTRON INC DTD 09/17/2009 6 200% 03/15/2015 NON CALLABLE	40,000 0000	44,039 20	42,432 40	(1,606 80)						
008746-020	Fixed Income	CAPITAL ONE FINANCIAL CO DTD 03/23/2012 2 150% 03/23/2015 NON CALLABLE	15,000 0000	14,987 40	15,248 70	261 30						
008746-020	Fixed Income	FEDERAL HOME LOAN MORTGAGE CORP DTD 02/21/2012 0 500% 04/17/2015 NON CALLABLE	50,000 0000	49,960 40	50,163 50	203 10						
008746-020	Fixed Income	NBCUNIVERSAL MEDIA LLC DTD 04/30/2011 3 650% 04/30/2015 NON CALLABLE	10,000 0000	10,709 70	10,400 00	(309 70)						
008746-020	Fixed Income	DIGITAL REALTY TRUST LP DTD 07/08/2010 4 500% 07/15/2015 NON CALLABLE	10,000 0000	10,601 60	10,401 70	(199 90)						
Fixed Income Totals							1,692,915 67					

Investment Detail													
Group: Marmot Foundation Accounts													
Account Level Detail Combined Principal and Income													
As of Date 12/31/2013													
Account	Category	Description	Quantity	Federal Tax Cost	Market Value	Unrealized Gain/Loss							
008746-020	Fixed Income	KEYCORP MEDIUM TERM NOTE DTD 08/13/2010 3 750% 08/13/2015 NON CALLABLE	15,000 0000	16,148 70	15,686 10	(462 60)							
008746-020	Fixed Income	RYDER SYSTEM INC MEDIUM TERM NOTE DTD 08/07/2008 7 200% 09/01/2015 NON CALLABLE	15,000 0000	17,095 80	16,466 55	(629 25)							
008746-020	Fixed Income	COMERICA INC DTD 09/16/2010 3 000% 09/16/2015 NON CALLABLE	25,000 0000	26,074 50	25,948 00	(126 50)							
008746-020	Fixed Income	FEDERAL NATIONAL MORTGAGE ASSN DTD 09/12/2005 4 375% 10/15/2015 NON CALLABLE	50,000 0000	54,043 10	53,525 00	(518 10)							
008746-020	Fixed Income	FEDERAL NATIONAL MORTGAGE ASSN DTD 09/27/2010 1 625% 10/26/2015 NON CALLABLE	50,000 0000	48,697 90	51,092 50	2,394 60							
008746-020	Fixed Income	MARATHON OIL CORP DTD 10/29/2012 0 900% 11/01/2015 NON CALLABLE	25,000 0000	25,046 50	25,020 75	(25 75)							
008746-020	Fixed Income	ABBVIE INC DTD 05/06/2013 1 200% 11/06/2015 NON CALLABLE	20,000 0000	20,065 40	20,203 20	137 80							
008746-020	Fixed Income	VENTAS REALTY LP DTD 11/16/2010 3 125% 11/30/2015 NON CALLABLE	20,000 0000	21,145 05	20,799 80	(345 25)							
008746-020	Fixed Income	UNITED STATES TREASURY NOTES DTD 12/15/2012 0 250% 12/15/2015	15,000 0000	14,947 32	14,966 55	19 23							
008746-020	Fixed Income	FIFTH THIRD BANK DTD 01/25/2011 3 625% 01/25/2016 NON CALLABLE	25,000 0000	26,665 75	26,264 75	(401 00)							
008746-020	Fixed Income	MORGAN STANLEY DTD 02/25/2013 VAR CPN 02/25/2016 NON CALLABLE	20,000 0000	20,057 00	20,260 20	203 20							
008746-020	Fixed Income	JPMORGAN CHASE & CO MEDIUM TERM NOTE DTD 02/26/2013 VAR CPN 02/26/2016 NON CALLABLE	15,000 0000	15,000 00	15,061 65	61 65							
008746-020	Fixed Income	DIRECTV HLDG/FIN INC DTD 03/10/2011 3 500% 03/01/2016 NON CALLABLE	15,000 0000	15,930 45	15,745 35	(185 10)							

Investment Detail													
Group: Marmot Foundation Accounts													
Account Level Detail Combined Principal and Income													
As of Date 12/31/2013													
Account	Category	Description	Quantity	Federal Tax Cost	Market Value	Unrealized Gain/Loss							
008746-020	Fixed Income	BB&T CORPORATION MEDIUM TERM NOTE DTD 03/07/2011 3 200% 03/15/2016 CALLABLE	10,000 0000	10,696 20	10,457 10	(239 10)							
008746-020	Fixed Income	BANK OF AMERICA CORP MEDIUM TERM NOTE DTD 03/22/2013 VAR CPN 03/22/2016 NON CALLABLE	15,000 0000	15,000 00	15,106 65	106 65							
008746-020	Fixed Income	FEDERAL NATIONAL MORTGAGE ASSN DTD 02/15/2013 0 500% 03/30/2016 NON CALLABLE	25,000 0000	25,039 83	24,973 00	(66 83)							
008746-020	Fixed Income	SUNTRUST BANKS INC DTD 03/24/2011 3.600% 04/15/2016 CALLABLE	25,000 0000	26,763 95	26,332 75	(431 20)							
008746-020	Fixed Income	UNITED STATES TREASURY BONDS DTD 04/30/2009 2 625% 04/30/2016	25,000 0000	23,757 91	26,226 50	2,468 59							
008746-020	Fixed Income	PETROBRAS GLOBAL FINANCE DTD 05/20/2013 2 000% 05/20/2016 NON CALLABLE	5,000 0000	4,979 20	4,996 05	16 85							
008746-020	Fixed Income	FEDERAL HOME LOAN MORTGAGE CORP MEDIUM TERM NOTE DTD 04/08/2011 2 500% 05/27/2016 NON CALLABLE	50,000 0000	53,035 75	52,329 50	(706 25)							
008746-020	Fixed Income	UNITED STATES TREASURY NOTES DTD 06/15/2013 0 500% 06/15/2016	25,000 0000	24,903 40	24,974 50	71 10							
008746-020	Fixed Income	GATX CORP DTD 11/19/2010 3 500% 07/15/2016 NON CALLABLE	15,000 0000	15,665 55	15,842 15	(23 40)							
008746-020	Fixed Income	CITIGROUP INC DTD 08/02/2006 5 850% 08/02/2016 NON CALLABLE	15,000 0000	17,268 90	16,692 00	(576 90)							
008746-020	Fixed Income	THERMO FISHER SCIENTIFIC DTD 08/16/2011 2 250% 08/15/2016 NON CALLABLE	10,000 0000	10,378 45	10,226 80	(151 65)							
008746-020	Fixed Income	FEDERAL NATIONAL MORTGAGE ASSN DTD 07/19/2013 0 625% 08/26/2016 NON CALLABLE	75,000 0000	75,156 83	74,875 50	(281 33)							
008746-020	Fixed Income	COCA-COLA CO/THE DTD 08/10/2011 1 800% 09/01/2016 NON CALLABLE	15,000 0000	15,394 65	15,360 30	(34 35)							
008746-020	Fixed Income	VERIZON COMMUNICATIONS DTD 09/18/2013 2 500% 09/15/2016 NON CALLABLE	5,000 0000	5,184 50	5,170 20	(14 30)							
008746-020	Fixed Income	FEDERAL NATIONAL MORTGAGE ASSN DTD 08/19/2011 1 250% 09/28/2016 NON CALLABLE	50,000 0000	51,145 35	50,714 00	(431 35)							

Investment Detail													
Group: Marmot Foundation Accounts													
Account Level Detail Combined Principal and Income													
As of Date 12/31/2013													
Account	Category	Description	Quantity	Federal Tax Cost	Market Value	Unrealized Gain/Loss							
008746-020	Fixed Income	WACHOVIA CORP DTD 10/23/2006 VAR CPN 10/15/2016 NON CALLABLE	25,000 0000	24,667.25	24,863.00	195.75							
008746-020	Fixed Income	KROGER CO/THE DTD 12/23/2013 1 200% 10/17/2016 NON CALLABLE	25,000 0000	25,012.45	25,010.75	(1.70)							
008746-020	Fixed Income	EXPRESS SCRIPTS HOLDING DTD 11/15/2012 3 500% 11/15/2016 NON CALLABLE	25,000 0000	26,943.00	26,430.50	(512.50)							
008746-020	Fixed Income	L-3 COMMUNICATIONS CORP DTD 11/22/2011 3 950% 11/15/2016 NON CALLABLE	25,000 0000	26,976.75	26,527.50	(449.25)							
008746-020	Fixed Income	TIME WARNER INC DTD 11/13/2006 5 875% 11/15/2016 NON CALLABLE	20,000 0000	23,370.00	22,563.40	(806.60)							
008746-020	Fixed Income	ECOLAB INC DTD 12/08/2011 3 000% 12/08/2016 NON CALLABLE	10,000 0000	10,479.10	10,477.00	(2.10)							
008746-020	Fixed Income	FEDERAL NATIONAL MORTGAGE ASSN DTD 11/17/2006 4 875% 12/15/2016 NON CALLABLE	75,000 0000	82,213.05	83,892.00	1,678.95							
008746-020	Fixed Income	TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTE DTD 01/12/2012 2 050% 01/12/2017 NON CALLABLE	15,000 0000	14,975.25	15,329.85	354.60							
008746-020	Fixed Income	ENERGY CORP DTD 01/13/2012 4 700% 01/15/2017 CALLABLE	25,000 0000	26,534.80	26,880.50	345.70							
008746-020	Fixed Income	UNITED STATES TREASURY NOTES DTD 01/31/2012 0 875% 01/31/2017	50,000 0000	49,974.77	50,047.00	72.23							
008746-020	Fixed Income	SEMPRA ENERGY DTD 03/23/2012 2 300% 04/01/2017 NON CALLABLE	20,000 0000	20,059.80	20,259.00	199.20							
008746-020	Fixed Income	VIACOM INC DTD 03/31/2011 3 500% 04/01/2017 NON CALLABLE	15,000 0000	16,126.05	15,855.30	(270.75)							
008746-020	Fixed Income	GENERAL ELEC CAP CORP MEDIUM TERM NOTE DTD 04/27/2012 2 300% 04/27/2017 NON CALLABLE	25,000 0000	25,503.00	25,686.75	193.75							
008746-020	Fixed Income	PHILLIPS 66 DTD 11/01/2012 2 950% 05/01/2017 NON CALLABLE	15,000 0000	15,617.10	15,605.85	(11.25)							
008746-020	Fixed Income	BP CAPITAL MARKETS PLC DTD 05/07/2012 1 846% 05/05/2017 NON CALLABLE	15,000 0000	15,000.00	15,150.60	150.60							

Investment Detail												
Group: Marmot Foundation Accounts												
Account Level Detail Combined Principal and Income												
As of Date 12/31/2013												
Account	Category	Description	Quantity	Federal Tax Cost	Market Value	Unrealized Gain/Loss						
008746-020	Fixed Income	BRISTOL-MYERS SQUIBB CO DTD 07/31/2012 2 000% 08/01/2022 NON CALLABLE	25,000 0000	22,877 75	22,128 75	(749 00)						
008746-020	Fixed Income	UNITED STATES TREASURY NOTES DTD 08/15/2012 1 625% 05/15/2022	45,000 0000	41,824 60	40,883 40	(941 20)						
008746-020	Fixed Income	KINDER MORGAN ENER PART DTD 03/14/2012 3 950% 09/01/2022 CALLABLE	20,000 0000	19,962 80	19,489 20	(473 60)						
		ZOETIS INC DTD 08/01/2013 3 250% 02/01/2023 CALLABLE	15,000 0000	15,035 10	14,035 05	(1,000 05)						
008746-020	Fixed Income	UNITED STATES TREASURY NOTES DTD 02/15/2013 2 000% 02/15/2023	10,000 0000	9,519 96	9,276 60	(243 36)						
008746-020	Fixed Income	VIACOM INC DTD 03/14/2013 3 250% 03/15/2023 CALLABLE	15,000 0000	14,036 25	13,893 30	(142 95)						
		DISCOVERY COMMUNICATIONS DTD 03/19/2013 3 250% 04/01/2023 NON CALLABLE	5,000 0000	5,188 50	4,644 15	(544 35)						
008746-020	Fixed Income	HEALTHCARE REALTY TRUST DTD 03/26/2013 3 750% 04/15/2023 CALLABLE	25,000 0000	24,848 00	23,129 25	(1,718 75)						
		JPMORGAN CHASE & CO DTD 05/01/2013 3 375% 05/01/2023 NON CALLABLE	15,000 0000	14,926 90	13,980 00	(946 90)						
008746-020	Fixed Income	UNITED STATES TREASURY BONDS DTD 05/15/2013 1 750% 05/15/2023	30,000 0000	28,918 48	27,039 90	(1,878 58)						
		PLAINS ALL AMER PIPELINE DTD 08/15/2013 3 850% 10/15/2023 CALLABLE	25,000 0000	24,948 00	24,387 50	(560 50)						
008746-020	Fixed Income	DTE ENERGY COMPANY DTD 11/25/2013 3 850% 12/01/2023 CALLABLE	10,000 0000	9,979 35	9,873 20	(106 15)						
Fixed Income Total							3,088,065.09	3,083,310.00				
008746-006	Hedge Funds Ptshtps	WILMINGTON INTERNATIONAL EQUITY FUND SELECT LP (DISTRIBUTION CLASS)		5,016,181 90	6,109,134 17	1,092,952 27						
008746-000	Hedge Funds Ptshtps	LIMITED PARTNERSHIP PENDING PURCHASE		500,000 00	500,000 00	0 00						
008746-000	Hedge Funds Ptshtps	WILLIAM BLAIR TE FUND LP	1,010,157 5000	1,000,000 00	1,010,157 50	10,157 50						
008746-015	Hedge Funds Ptshtps	CAMDEN PARTNERS STRATEGIC FUND V LP	260,239 0000	288,511 39	260,239 00	(28,272 39)						
008746-008	Hedge Funds Ptshtps	WILMINGTON MULTI-MANAGER REAL ASSET FUND INSTITUTIONAL SHARES	87,861 4860	1,250,196 64	1,245,875 58	(4,321 06)						
Hedge Funds Ptshtps Total							8,054,889 93	9,125,406 25				
008746-030	Other Assets	FEDERAL STREET ASSOCIATES OFFSHORE FUND LTD CLASS S		94,427 65	94,427 65	0 00						

Investment Detail									
Group: Marmot Foundation Accounts									
Account Level Detail Combined Principal and Income									
As of Date 12/31/2013									
Account	Category	Description	Quantity	Federal Tax Cost	Market Value	Unrealized Gain/Loss			
	Other Assets Total			94,427 65	94,427 65				
	Grand Total			24,363,027 07	28,345,702 22				
Totals									

As of Date 12/31/2013

Page 14 of 14

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

► **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. MARMOT FOUNDATION 008746-000 WILMINGTON TRUST COMPANY	Employer identification number (EIN) or 51-6022487
	Number, street, and room or suite no. If a P.O. box, see instructions. 1100 NORTH MARKET ST. DE3-C070	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WILMINGTON, DE 19890-0900	

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

04

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

WILMINGTON TRUST CO DE3-C070

- The books are in the care of ► **1100 NORTH MARKET STREET - WILMINGTON, DE 19890-0001**
Telephone No. ► **(302) 651-1300** Fax No. ► **302 651 1414**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	12,350.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	48,584.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	175,253.	175,253.	
TOTAL TO PART I, LINE 3	175,253.	175,253.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS (OTHER THAN K1)	326,453.	0.	326,453.	326,453.	
DIVIDENDS REPORTED ON PARTNERSHIP	178,853.	6,688.	172,165.	172,165.	
TO PART I, LINE 4	505,306.	6,688.	498,618.	498,618.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME/LOSS	<2.>	<2.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<2.>	<2.>	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PORTFOLIO MANAGEMENT FEES, WILMINGTON TRUST	121,991.	121,991.		0.	
PARTNERSHIP DEDUCTIONS K1 BOX 13 K INT'L	21,592.	21,592.		0.	
PARTNERSHIP DEDUCTIONS K1 BOX 13 K CAMDEN	24,962.	24,962.		0.	
TO FORM 990-PF, PG 1, LN 16C	168,545.	168,545.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD K1 BOX 15L	23,286.	23,286.		0.	
FOREIGN TAX WITHHELD ENBRIDGE TEVA NOVARTIS	3,458.	3,458.		0.	
EXCISE 990PF TAX PAID	89,136.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	115,880.	26,744.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PHONE EXPENSE	952.	952.		0.	
SECRETARIAL SERVICE	1,200.	1,200.		0.	
MISCELLANEOUS	4,800.	4,800.		0.	
TO FORM 990-PF, PG 1, LN 23	6,952.	6,952.		0.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
PARTNERSHIP BASIS ADJUSTMENT	21,212.
YEAR 2013 P'SHIP EFFECT ON BASIS NOT RECOGNIZED UNTIL AFTER YEAR END	196,179.
TOTAL TO FORM 990-PF, PART III, LINE 5	217,391.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK	15,233,521.	19,278,408.
INVESTMENTS - MUTUAL FUNDS	1,692,916.	1,667,895.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,926,437.	20,946,303.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - BONDS	3,098,065.	3,083,310.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,098,065.	3,083,310.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FEDERAL STREET ASSOC OFFSHORE FD	COST	94,428.	94,427.
HEDGE FUND PARTNERSHIPS	COST	3,038,708.	3,016,272.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,133,136.	3,110,699.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIS H. DUPONT 100 W. 10TH ST., SUITE 1109 WILMINGTON, DE 19801	CHAIRMAN 2.00	0.	0.	0.
CHARLES F. GUMMEY, JR. 100 W. 10TH ST., SUITE 1109 WILMINGTON, DE 19801	SECRETARY 5.00	16,000.	0.	0.
LAMMOT J. DUPONT 100 W. 10TH ST., SUITE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	0.	0.	0.
MIREN DEA. DUPONT 100 W. 10TH ST., SUITE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	0.	0.	0.
MIREN DUPONT SANCHEZ 100 W. 10TH ST., SUITE 1109 WILMINGTON, DE 19801	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		16,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIS H. DUPONT- FLORIDA ORGANIZATIONS

FORM AND CONTENT OF APPLICATIONS

NO FORMAL APPLICATION REQUIRED.

ANY SUBMISSION DEADLINES

SUBMIT PROPOSALS PREFERABLY IN APRIL AND OCTOBER. DETERMINATIONS MADE IN
MAY AND NOVEMBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GIVING PRIMARILY IN DELAWARE AND FLORIDA. NO SUPPORT FOR RELIGIOUS
ORGANIZATIONS, INDIVIDUALS, SCHOLARSHIPS OR LOANS.