Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
▶ Do not enter Social Security numbers on this form as it may be made public.
▶ 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
VICTORY FOUNDATION 042165
C/O WILMINGTON TRUST COMPANY

A Employer identification number
52-6854620

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1100 NORTH MARKET STREET

B Telephone number
(302)651-1437

City or town, state or province, country, and ZIP or foreign postal code
WILMINGTON, DE 19890-0001

C If exemption application is pending, check here ▶ ☐

G Check all that apply:
☐ Initial return
☐ Final return
☐ Address change
☐ Initial return of a former public charity
☐ Amended return
☐ 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)*
▶$ 13,655,846.

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

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

MAY 12 2014
OGDEN, UT

SCANNED MAY 19 2014

		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	20.	20.		STATEMENT 1
	4	Dividends and interest from securities	258,932.	258,932.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	201,932.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		201,932.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	460,884.	460,884.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	2,000.	2,000.		0.
	c	Other professional fees STMT 4	24,646.	21,686.		2,960.
	17	Interest				
	18	Taxes STMT 5	15,659.	4,250.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	200.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,505.	27,936.		2,960.
	25	Contributions, gifts, grants paid	549,650.			549,650.
	26	**Total expenses and disbursements.** Add lines 24 and 25	592,155.	27,936.		552,610.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<131,271.>			
	b	**Net investment income** (if negative, enter -0-)		432,948.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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	531,959.	585,764.	585,764.
	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 9	6,674,647.	6,488,949.	13,070,082.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	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)	7,206,606.	7,074,713.	13,655,846.
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	7,206,606.	7,074,713.	
	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**	7,206,606.	7,074,713.	
	31	**Total liabilities and net assets/fund balances**	7,206,606.	7,074,713.	

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	7,206,606.
2	Enter amount from Part I, line 27a	2	<131,271.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	6.
4	Add lines 1, 2, and 3	4	7,075,341.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	628.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,074,713.

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			
b	SEE ATTACHED SCHEDULE			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				<16,759.>
b				218,691.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				<16,759.>
b				218,691.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 201,932.

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	417,557.	10,539,701.	.039618
2011	239,191.	9,022,449.	.026511
2010	223,653.	4,826,060.	.046343
2009	315,622.	4,626,239.	.068224
2008	100,728.	6,364,194.	.015827

2	**Total** of line 1, column (d)	2	.196523
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	.039305
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,351,373.
5	Multiply line 4 by line 3	5	485,471.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,329.
7	Add lines 5 and 6	7	489,800.
8	Enter qualifying distributions from Part XII, line 4	8	552,610.

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	4,329.
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	4,329.
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	4,329.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,580.		
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	2,580.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	23.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,772.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILMINGTON TRUST CO, Telephone no. ▶ (302) 651-1437

Located at ▶ 1100 MARKET STREET, WILMINGTON, DE ZIP+4 ▶ 19890-0900

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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
VICTORIA MCNEIL LE VINE 506 OLD GULPH ROAD BRYN MAWR , PA 19010	TRUSTEE 1.00	0.	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

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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.

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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	11,790,242.
b	Average of monthly cash balances		1b	749,223.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	12,539,465.
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	12,539,465.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	188,092.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	12,351,373.
6	**Minimum investment return.** Enter 5% of line 5		6	617,569.

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	617,569.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 4,329.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,329.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	613,240.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	613,240.
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	613,240.

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	552,610.
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	552,610.
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	4,329.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	548,281.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				613,240.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			523,546.	
b Total for prior years: 2011 , ____ , ____		25,701.		
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: ▶ $ 552,610.				
a Applied to 2012, but not more than line 2a			523,546.	
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				29,064.
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		25,701.		
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		25,701.		
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				584,176.
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				

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10-10-13

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

1 a 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)

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

Part XV Supplementary Information (Complete this part only if the 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).)

VICTORIA MCNEIL LE VINE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
ARDEN THEATER COMPANY 40 N. 2ND STREET PHILADELPHIA, PA 19106	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	33,000.
ART REACH 1819 JFK BOULEVARD, SUITE 200, PHILADELPHIA, PA 19103	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
BROADWAY DREAMS FOUNDATION 8965 BROCKHAM WAY ALPHARETTA, GA 30022	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	162,500.
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVE PITTSBURG, PA 15213	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	90,000.
CHILDREN'S HOSPITAL OF PHILADELPHIA 324 S. 34TH ST PHILADELPHIA, PA 19104	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	549,650.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	20.	
4 Dividends and interest from securities			14	258,932.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	201,932.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		460,884.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 460,884.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Victoria McNeil LeVine | May 4, 2014 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA J. WALLS	Barbara J Walls	4-23-2014		P00195447

Firm's name ▶ WILMINGTON TRUST COMPANY | Firm's EIN ▶ 51-0055023

Firm's address ▶ 1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001 | Phone no. (302) 651-8351

Form **990-PF** (2013)

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
US GOVERNMENT INTEREST	20.	20.	
TOTAL TO PART I, LINE 3	20.	20.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DOMESTIC DIVIDENDS	230,273.	0.	230,273.	230,273.	
FOREIGN DIVIDENDS	28,659.	0.	28,659.	28,659.	
TO PART I, LINE 4	258,932.	0.	258,932.	258,932.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,000.	2,000.		0.
TO FORM 990-PF, PG 1, LN 16B	2,000.	2,000.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILMINGTON TRUST CUSTODY FEES	5,921.	2,961.		2,960.
INVESTMENT MGMT FEES	18,725.	18,725.		0.
TO FORM 990-PF, PG 1, LN 16C	24,646.	21,686.		2,960.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL PRIVATE FOUNDATION 2012 EXCISE TAX BALANCE DUE	8,829.	0.		0.
FEDERAL PRIVATE FOUNDATION 2013 ESTIMATED EXCISE TAX PAID	2,580.	0.		0.
FOREIGN TAXES	4,250.	4,250.		0.
TO FORM 990-PF, PG 1, LN 18	15,659.	4,250.		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
OTHER NONALLOCABLE EXPENSES	200.	0.		0.
TO FORM 990-PF, PG 1, LN 23	200.	0.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
INCOME POSTED NEXT YEAR AND TAXED THIS YEAR	6.
TOTAL TO FORM 990-PF, PART III, LINE 3	6.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
MUTUAL FUND FACTORING - ROUNDING	4.
FOREIGN TAX TREATY RATE ADJUSMENT	624.
TOTAL TO FORM 990-PF, PART III, LINE 5	628.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	6,488,949.	13,070,082.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,488,949.	13,070,082.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COMMUNITY PARTNERSHIP SCHOOL 1936 N JUDSON ST PHILADELPHIA, PA 19121	NONE	OTHER PUBLIC CHARITY	GRANT	2,500.
DRAGONFLY FORREST 726 E CONSHOHOCKEN STATE ROAD PENN VALLEY, PA 19072	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
ENCHANTED THEATER COMPANY 100 S. BROAD STREET, SUITE 1318 PHILADELPHIA, PA 19110	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
MURAL ARTS PROGRAM 1727 MOUNT VERNON STREET PHILADELPHIA, PA	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATION SUPPORT	7,500.
PHILADELPHIA MUSEUM OF ART BENJ FRANKLIN PARKWAY AND 26TH PHILADELPHIA, PA 19130	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	127,450.
PHILADELPHIA THEATER COMPANY 230 S. 15TH ST PHILADELPHIA, PA 19102	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
PHILADELPHIA YOUTH ORCHESTRA 240 S 20TH STREET, #4 PHILADELPHIA, PA	NONE	OTHER PUBLIC CHARITY	GRANT	25,000.
PRESBYTERIAN CHILDREN'S VILLAGE 6601 CHESTER AVENUE PHILADELPHIA, PA 19142	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500.
SAMUEL S FLEISHER ART MEMORIAL 719 CATHERINE ST PHILADELPHIA, PA 19147	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	8,500.
TEACH FOR AMERICA 714 MARKET FRANKFORD LINE PHILADELPHIA, PA	NONE	OTHER PUBLIC CHARITY	GRANT	2,500.
Total from continuation sheets				254,150.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE BARNES FOUNDATION FOR ART 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	OTHER PUBLIC CHARITY	GRANT	5,000.
THE MAINLINE ARTS CENTER OLD BUCK ROAD AND LANCATER AVE HAVERFORD, PA 19041	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500.
THE PRINCESS GRACE FOUNDATION 150 E 58TH ST #2504 NEW YORK, NY 10155	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATION SUPPORT	22,200.
THE ROCK SCHOOL OF DANCE 1101 S BROAD ST PHILADELPHIA, PA 19147	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500.
THEATER HORIZON 104 DEKALB ST NORRISTOWN, PA 19401	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500.
WAYNE ARTS CENTER 413 MAPLEWOOD ROAD WAYNE, PA 19087	NONE	OTHER PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,500.
Total from continuation sheets				

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ACCT K494  042165-000                WILMINGTON TRUST COMPANY                                           PAGE 41
FROM 01/01/2013                      STATEMENT OF CAPITAL GAINS AND LOSSES
TO   12/31/2013                      CUST/TT/THE VICTORY FOUNDATION                                     RUN 04/16/2014
                                                                                                            02 58 06 PM
                                     TRUST YEAR ENDING  12/31/2013

TAX PREPARER         117
TRUST ADMINISTRATOR: 526                                   LEGEND   F - FEDERAL     S - STATE     I - INHERITED
INVESTMENT OFFICER   1292                                           E - EXEMPT FROM STATE  U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION         SHARES        DATE            SALES PRICE         COST BASIS          GAIN/LOSS    TERM  NC  8949
--------------------         ------        ----            -----------         ----------          ---------    ----  --  ----

       743 0000  DISNEY WALT CO - 254687106 - MINOR = 31001
              SOLD                      01/02/2013            37711 90
              ACQ          743 0000     11/08/2011            37711 90           25670.65           12041 25    LT        F
  **CHANGED** 02/04/14 DLC
       152 0000  ADOBE SYSTEMS COMMON - 00724F101 - MINOR = 31001
              SOLD                      01/31/2013             5753 86
              ACQ          152 0000     11/08/2011             5753 86            4596 48            1157 38    LT        F
  **CHANGED** 02/04/14 DLC
        89 0000  AIR PRODUCTS & CHEMICALS INC - 009158106 - MINOR = 3101
              SOLD                      01/31/2013             7796 42
              ACQ           89 0000     11/08/2011             7796 42            7686 35             110 07    LT        F
  **CHANGED** 02/04/14 DLC
       149 0000  ALTERA CORP COM - 021441100 - MINOR = 31001
              SOLD                      01/31/2013             4963 32
              ACQ          149.0000     12/04/2012             4963 32            4789.72             173 60    ST        C
        32 0000  AMAZON.COM INC - 023135106 - MINOR = 43
              SOLD                      01/31/2013             8688 94
              ACQ           32 0000     11/08/2011             8688 94            6944 32            1744 62    LT        F
  **CHANGED** 02/04/14 DLC
       116 0000  AMERICAN EXPRESS CO - 025816109 - MINOR = 31001
              SOLD                      01/31/2013             6883 99
              ACQ          116 0000     11/08/2011             6883 99            5926 96             957 03    LT        F
  **CHANGED** 02/04/14 DLC
       225 0000  ANALOG DEVICES INC - 032654105 - MINOR = 31001
              SOLD                      01/31/2013             9925 49
              ACQ          225 0000     11/08/2011             9925 49            8255 88            1669 61    LT        F
  **CHANGED** 02/04/14 DLC
        17 0000  APPLE INC - 037833100 - MINOR = 31001
              SOLD                      01/31/2013             7773 24
              ACQ           17.0000     11/08/2011             7773 24            6874 80             898 44    LT        F
  **CHANGED** 02/04/14 DLC
       148 0000  BAKER HUGHES INC COM - 057224107 - MINOR = 31001
              SOLD                      01/31/2013             6624 33
              ACQ          148 0000     11/08/2011             6624 33            8581.04           -1956 71    LT        F
  **CHANGED** 02/04/14 DLC
        74 0000  BECTON DICKINSON & CO COM - 075887109 - MINOR = 43
              SOLD                      01/31/2013             6202 47
              ACQ           74 0000     11/08/2011             6202 47            5506 69             695 78    LT        F
  **CHANGED** 02/04/14 DLC
       175 0000  CANADIAN NATURAL RESOURCES LTD - 136385101 - MINOR = 44
              SOLD                      01/31/2013             5412 83
              ACQ          175 0000     11/17/2011             5412 83            6592 25           -1179 42    LT        F
  **CHANGED** 02/04/14 DLC
        71 0000  CANADIAN PACIFIC RAILWAY LTD - 13645T100 - MINOR = 44
              SOLD                      01/31/2013             8121.85
              ACQ           71 0000     12/20/2012             8121 85            7249.88             871 97    ST        C
        37 0000  CARBO CERAMICS INC COMMON - 140781105 - MINOR = 43
              SOLD                      01/31/2013             2868 54
              ACQ           37 0000     07/24/2012             2868 54            2983 08            -114 54    ST        C
        54 0000  CATERPILLAR INC - 149123101 - MINOR = 31001
              SOLD                      01/31/2013             5293 54
              ACQ           54 0000     11/17/2011             5293 54            5140 80             152 74    LT        F
  **CHANGED** 02/04/14 DLC
       466.0000  CISCO SYSTEMS INC - 17275R102
              SOLD                      01/31/2013             9627.34
              ACQ          466 0000     11/17/2011             9627.34            8653 62             973 72    LT        F
  **CHANGED** 02/04/14 DLC
       181 0000  COCA COLA CO COM - 191216100 - MINOR = 31001
              SOLD                      01/31/2013             6771.05
              ACQ          181 0000     11/08/2011             6771 05            6150 59             620 46    LT        F
  **CHANGED** 02/04/14 DLC
       206 0000  COMCAST CORP NEW A - 20030N101 - MINOR = 29
              SOLD                      01/31/2013             7904 95
              ACQ          206 0000     11/30/2011             7904 95            4635 00            3269 95    LT        F
  **CHANGED** 02/04/14 DLC
        61 0000  COSTCO WHOLESALE CORP COM - 22160K105 - MINOR = 31000
              SOLD                      01/31/2013             6251 95
              ACQ           61 0000     11/30/2011             6251.95            5197 66            1054.29    LT        F
  **CHANGED** 02/04/14 DLC
       128.0000  DISNEY WALT CO - 254687106 - MINOR = 31001
              SOLD                      01/31/2013             6882 44
              ACQ          128 0000     01/04/2012             6882 44            4945 20            1937 24    LT        F
  **CHANGED** 02/04/14 DLC
        39 0000  EOG RESOURCES INC COM - 26875P101 - MINOR = 31000
              SOLD                      01/31/2013             4875 17
              ACQ           39 0000     11/30/2011             4875 17            3987 14             888 03    LT        F
  **CHANGED** 02/04/14 DLC
       111 0000  EBAY INC COM - 278642103 - MINOR = 31000
              SOLD                      01/31/2013             6166 55
              ACQ          111 0000     05/10/2012             6166 55            4573.32            1593 23    ST        C
  **CHANGED** 02/04/14 DLC
       134 0000  EMERSON ELECTRIC CO - 291011104 - MINOR = 31001
              SOLD                      01/31/2013             7655 70
              ACQ          134 0000     11/08/2011             7655 70            6938 61             717.09    LT        F
  **CHANGED** 02/04/14 DLC
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TAX PREPARER·          117
TRUST ADMINISTRATOR  526                               LEGEND   F - FEDERAL     S - STATE     I - INHERITED
INVESTMENT OFFICER·  1292                                        E - EXEMPT FROM STATE  U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION        SHARES        DATE          SALES PRICE        COST BASIS         GAIN/LOSS     TERM  NC
--------------------        ------        ----          -----------        ----------         ---------     ----  --

      116 0000  EXELON CORP - 30161N101 - MINOR = 29
             SOLD                        01/31/2013           3619 11
             ACQ          116 0000       11/08/2011           3619 11            5216 52          -1597 41      LT        F
  **CHANGED** 02/04/14 DLC
       99 0000  FACEBOOK INC-A - 30303M102 - MINOR = 43
             SOLD                        01/31/2013           2878 74
             ACQ           99 0000       05/18/2012           2878 74            3906 70          -1027 96      ST        C
  **CHANGED** 02/04/14 DLC
       87 0000  FEDEX CORP COM - 31428X106 - MINOR = 31000
             SOLD                        01/31/2013           8767 89
             ACQ           87 0000       11/08/2011           8767 89            7111 21           1656.68      LT        F
  **CHANGED** 02/04/14 DLC
       14 0000  GOOGLE INC CL A - 38259P508 - MINOR = 31000
             SOLD                        01/31/2013          10539 94
             ACQ           14 0000       11/08/2011          10539 94            8516 40           2023 54      LT        F
  **CHANGED** 02/04/14 DLC
       53 0000  W W GRAINGER INC COM - 384802104 - MINOR = 43
             SOLD                        01/31/2013          11537 84
             ACQ           34 0000       11/30/2011           7401 63            6120 68           1280 95      LT        F
                           19 0000       11/08/2011           4136 21            3396 77            739 44      LT        F
  **CHANGED** 02/04/14 DLC
       42 0000  IBM CORPORATION - 459200101 - MINOR = 31001
             SOLD                        01/31/2013           8536 92
             ACQ           42 0000       11/17/2011           8536 92            7864 50            672.42      LT        F
  **CHANGED** 02/04/14 DLC
       49 0000  M & T BANK CORP - 55261F104 - MINOR = 43
             SOLD                        01/31/2013           5022 76
             ACQ           49 0000       11/17/2011           5022 76            3561 52           1461 24      LT        F
  **CHANGED** 02/04/14 DLC
      342 0000  MICROSOFT CORP - 594918104 - MINOR = 31001
             SOLD                        01/31/2013           9473.18
             ACQ          342.0000       11/08/2011           9473 18            9192 79            280 39      LT        F
  **CHANGED** 02/04/14 DLC
       77 0000  MONSANTO COMPANY - 61166W101 - MINOR = 31000
             SOLD                        01/31/2013           7780 98
             ACQ           77 0000       11/08/2011           7780 98            5677 98           2103 00      LT        F
  **CHANGED** 02/04/14 DLC
      214 0000  NESTLE SA SPONSORED ADR - 641069406 - MINOR = 44
             SOLD                        01/31/2013          15011.76
             ACQ          214 0000       11/08/2011          15011.76           12153.06           2858 70      LT        F
  **CHANGED** 02/04/14 DLC
      100 0000  NOVARTIS AG ADR - 66987V109 - MINOR = 3161
             SOLD                        01/31/2013           6787 89
             ACQ          100 0000       11/08/2011           6787 89            5586 88           1201 01      LT        F
  **CHANGED** 02/04/14 DLC
       82 0000  OCCIDENTAL PETROLEUM CORP COMMON - 674599105 - MINOR = 31001
             SOLD                        01/31/2013           7064 19
             ACQ           82 0000       11/08/2011           7064 19            8201 64          -1137 45      LT        F
  **CHANGED** 02/04/14 DLC
       98 0000  PEPSICO INC COM - 713448108
             SOLD                        01/31/2013           7178 33
             ACQ           98 0000       11/30/2011           7178 33            6329 45            848 88      LT        F
  **CHANGED** 02/04/14 DLC
      123 0000  POTASH CORP OF SASKATCHEWAN INC - 73755L107 - MINOR = 44
             SOLD                        01/31/2013           5201 70
             ACQ          123 0000       12/05/2012           5201 70            4882 02            319 68      ST        C
       92 0000  PROCTER & GAMBLE CO COM - 742718109
             SOLD                        01/31/2013           6879 60
             ACQ           92 0000       11/08/2011           6879 60            5861 32           1018 28      LT        F
  **CHANGED** 02/04/14 DLC
      384 0000  PROGRESSIVE CORP COM - 743315103 - MINOR = 43
             SOLD                        01/31/2013           8600 06
             ACQ          384 0000       11/08/2011           8600 06            7315 55           1284 51      LT        F
  **CHANGED** 02/04/14 DLC
       84 0000  QUALCOMM INC COM - 747525103 - MINOR = 31000
             SOLD                        01/31/2013           5629.55
             ACQ           84.0000       11/08/2011           5629.55            4776 24            853 31      LT        F
  **CHANGED** 02/04/14 DLC
      145 0000  ROCHE HLDG LTD SPONSORED ADR - 771195104 - MINOR = 30
             SOLD                        01/31/2013           7940 02
             ACQ          145 0000       11/08/2011           7940 02            5781 15           2158 87      LT        F
  **CHANGED** 02/04/14 DLC
      177 0000  SOUTHWESTERN ENERGY COMPANY - 845467109 - MINOR = 43
             SOLD                        01/31/2013           6061 90
             ACQ          177 0000       11/08/2011           6061 90            7311 87          -1249 97      LT        F
  **CHANGED** 02/04/14 DLC
      234 0000  TEXAS INSTRUMENTS INC - 882508104 - MINOR = 31001
             SOLD                        01/31/2013           7675 02
             ACQ          234 0000       11/08/2011           7675 02            7322 96            352 06      LT        F
  **CHANGED** 02/04/14 DLC
       70 0000  3M CO - 88579Y101
             SOLD                        01/31/2013           7047 10
             ACQ           70.0000       11/17/2011           7047 10            5651 20           1395.90      LT        F
  **CHANGED** 02/04/14 DLC
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PROPERTY DESCRIPTION         SHARES        DATE            SALES PRICE        COST BASIS          GAIN/LOSS    TERM  NC
--------------------         ------        ----            -----------        ----------          ---------    ----  --

       108 0000  TIFFANY & CO - 886547108 - MINOR = 43
              SOLD                      01/31/2013              7005 25
              ACQ          108 0000     11/08/2011              7005 25            8323 56           -1318 31   LT        F
  **CHANGED** 02/04/14 DLC
       192.0000  U S BANCORP DEL COM NEW - 902973304 - MINOR = 31001
              SOLD                      01/31/2013              6330 09
              ACQ          192 0000     11/08/2011              6330 09            4955 33            1374.76   LT        F
  **CHANGED** 02/04/14 DLC
        39 0000  UNION PACIFIC CORP COM - 907818108 - MINOR = 43
              SOLD                      01/31/2013              5107 24
              ACQ           39 0000     11/30/2011              5107 24            4001 79            1105 45   LT        F
  **CHANGED** 02/04/14 DLC
       233 0000  WELLS FARGO & CO - 949746101
              SOLD                      01/31/2013              8117 53
              ACQ          233 0000     11/08/2011              8117 53            6123.24            1994 29   LT        F
  **CHANGED** 02/04/14 DLC
       240 0000  UTI WORLDWIDE INC - G87210103 - MINOR = 44
              SOLD                      01/31/2013              3468 28
              ACQ          240 0000     11/30/2011              3468 28            3651.55            -183 27   LT        F
  **CHANGED** 02/04/14 DLC
       414.0000  EMERSON ELECTRIC CO - 291011104 - MINOR = 31001
              SOLD                      02/26/2013             23117 49
              ACQ          414 0000     11/08/2011             23117 49           21437 21            1680 28   LT        F
  **CHANGED** 02/04/14 DLC
       312 0000  CANADIAN PACIFIC RAILWAY LTD - 13645T100 - MINOR = 44
              SOLD                      04/02/2013             39342 88
              ACQ          304.0000     12/20/2012             38334 09           31041 75            7292 34   ST        C
                             8 0000     08/14/2012              1008 79             676 45             332 34   ST        C
       520 0000  TIFFANY & CO - 886547108 - MINOR = 43
              SOLD                      06/11/2013             40166 13
              ACQ          520 0000     11/08/2011             40166.13           40076.40              89 73   LT        F
  **CHANGED** 02/04/14 DLC
       410 0000  WELLS FARGO & CO - 949746101
              SOLD                      06/11/2013             16778 71
              ACQ          410 0000     11/08/2011             16778 71           10774 80            6003 91   LT        F
  **CHANGED** 02/04/14 DLC
       580 0000  WELLS FARGO & CO - 949746101
              SOLD                      06/12/2013             23387 45
              ACQ          580 0000     11/08/2011             23387 45           15242 40            8145 05   LT        F
  **CHANGED** 02/04/14 DLC
      3859 0000  EXELON CORP - 30161N101 - MINOR = 29
              SOLD                      08/02/2013            117667 74
              ACQ          896 0000     11/08/2011             27320 62           40293 12          -12972 50   LT        F
                          1022 0000     11/17/2011             31162 59           44814 70          -13652 11   LT        F
                           682 0000     11/30/2011             20795 39           29943 14           -9147 75   LT        F
                          1259 0000     02/26/2013             38389 14           38855 51            -466 37   ST        C
  **CHANGED** 02/04/14 DLC
      3255 0000  POTASH CORP OF SASKATCHEWAN INC - 73755L107 - MINOR = 44
              SOLD                      08/02/2013             94197 73
              ACQ         1419 0000     12/04/2012             41065 00           55402 44          -14337 44   ST        C
                          1338 0000     12/05/2012             38720 91           53106 82          -14385 91   ST        C
                           498 0000     04/02/2013             14411.82           19740 72           -5328 90   ST        C
       325 0000  M & T BANK CORP - 55261F104 - MINOR = 43
              SOLD                      10/08/2013             35889 84
              ACQ          325 0000     11/17/2011             35889 84           23622 30           12267 54   LT        F
  **CHANGED** 02/04/14 DLC
       326 0000  M & T BANK CORP - 55261F104 - MINOR = 43
              SOLD                      10/09/2013             35941 91
              ACQ          130 0000     11/17/2011             14332 66            9448.92            4883 74   LT        F
                           196 0000     11/08/2011             21609 25           14209.83            7399 42   LT        F
  **CHANGED** 02/04/14 DLC
       325 0000  M & T BANK CORP - 55261F104 - MINOR = 43
              SOLD                      10/10/2013             36634 89
              ACQ          119 0000     11/08/2011             13414 01            8627 39            4786 62   LT        F
                           206 0000     11/30/2011             23220 88           14630 00            8590 88   LT        F
  **CHANGED** 02/04/14 DLC
       130 0000  M & T BANK CORP - 55261F104 - MINOR = 43
              SOLD                      10/11/2013             14589 54
              ACQ          130 0000     11/30/2011             14589 54            9232 52            5357 02   LT        F
  **CHANGED** 02/04/14 DLC
      1608 0000  PROGRESSIVE CORP COM - 743315103 - MINOR = 43
              SOLD                      10/22/2013             43026 11
              ACQ         1608 0000     11/08/2011             43026 11           30633 84           12392 27   LT        F
  **CHANGED** 02/04/14 DLC
       479.0000  EOG RESOURCES INC COM - 26875P101 - MINOR = 31000
              SOLD                      10/24/2013             86956 67
              ACQ          190 0000     11/30/2011             34492 21           19424 51           15067 70   LT        F
                           289 0000     11/08/2011             52464 46           29122 53           23341 93   LT        F
  **CHANGED** 02/04/14 DLC
        89 0000  CARBO CERAMICS INC COMMON - 140781105 - MINOR = 43
              SOLD                      11/04/2013             11229 77
              ACQ           89 0000     04/02/2013             11229 77            7818 86            3410 91   ST        C
       127 0000  CARBO CERAMICS INC COMMON - 140781105 - MINOR = 43
              SOLD                      11/05/2013             15706 46
              ACQ           27 0000     04/02/2013              3339.17            2372.01             967 16   ST        C
                           100 0000     04/03/2013             12367 29            8680 52            3686 77   ST        C
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ACCT K494  042165-000                 WILMINGTON TRUST COMPANY                                                  PAGE 44
FROM 01/01/2013                       STATEMENT OF CAPITAL GAINS AND LOSSES
TO   12/31/2013                       CUST/TT/THE VICTORY FOUNDATION                                            RUN 04/16/2014
                                                                                                                    02 58 06 PM
                                      TRUST YEAR ENDING  12/31/2013

TAX PREPARER           117
TRUST ADMINISTRATOR    526                                  LEGEND·  F - FEDERAL     S - STATE     I - INHERITED
INVESTMENT OFFICER     1292                                          E - EXEMPT FROM STATE  U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION         SHARES        DATE            SALES PRICE         COST BASIS          GAIN/LOSS    TERM  NC
--------------------         ------        ----            -----------         ----------          ---------    ----  --

       140 0000  CARBO CERAMICS INC COMMON - 140781105 - MINOR = 43
              SOLD                     11/06/2013            17225 52
              ACQ        119 0000     07/24/2012            14641 69           9594 23             5047.46   LT         F
                           7.0000     04/03/2013              861 28            607 64              253.64   ST         C
                          14 0000     07/11/2012             1722 55           1063 07              659 48   LT         F
       188 0000  AMAZON COM INC - 023135106 - MINOR = 43
              SOLD                     11/12/2013            65787 19
              ACQ        173 0000     11/08/2011            60538 21          37542 71            22995 50   LT         F
                          15 0000     11/17/2011             5248 98           3104 70             2144 28   LT         F
  **CHANGED** 02/04/14 DLC
       394.0000  EOG RESOURCES INC COM - 26875P101 - MINOR = 31000
              SOLD                     11/12/2013            66277.21
              ACQ         51 0000     11/08/2011             8579.03           5139 27             3439 76   LT         F
                         343 0000     11/17/2011            57698 18          34312 93            23385 25   LT         F
  **CHANGED** 02/04/14 DLC
        80 0000  W W GRAINGER INC COM - 384802104 - MINOR = 43
              SOLD                     12/02/2013            20663 91
              ACQ         80 0000     11/08/2011            20663 91          14302 21             6361 70   LT         F
  **CHANGED** 02/04/14 DLC
        97 0000  W W GRAINGER INC COM - 384802104 - MINOR = 43
              SOLD                     12/03/2013            24793 70
              ACQ         97 0000     11/08/2011            24793 70          17341 43             7452 27   LT         F
  **CHANGED** 02/04/14 DLC
        42 0000  GOOGLE INC CL A - 38259P508 - MINOR = 31000
              SOLD                     12/17/2013            45071 40
              ACQ         42 0000     11/08/2011            45071 40          25549 18            19522 22   LT         F
  **CHANGED** 02/04/14 DLC
       106 0000  FEDEX CORP COM - 31428X106 - MINOR = 31000
              SOLD                     12/30/2013            15184.72
              ACQ        106 0000     11/08/2011            15184 72           8664.23             6520 49   LT         F
  **CHANGED** 02/04/14 DLC
                                                      ---------------    ---------------
                                        TOTALS             1259055 71         1057124 21
                                                      ==============     ==============


SUMMARY OF CAPITAL GAINS/LOSSES
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FEDERAL                     SHORT TERM    LONG TERM 28%      LONG TERM      ST WASH SALE    LT WASH SALE      1250 GAIN
                          ------------   -------------   -------------    ------------    ------------    ------------
NONCOVERED FROM ABOVE             0 00            0 00            0 00            0.00            0 00           0 00*
COVERED FROM ABOVE           -16759 48            0 00       218690 98            0 00            0 00
COMMON TRUST FUND                 0 00            0 00            0 00                                           0 00
CAPITAL GAIN DIV/DIST             0 00            0 00            0 00                                           0 00
                          ------------    ------------    ------------    ------------    ------------    ------------
                             -16759 48            0 00       218690 98            0 00            0.00           0 00
                          ===========     ===========     ===========     ===========     ===========     ===========
STATE

NONCOVERED FROM ABOVE             0 00            0 00            0 00            0 00            0 00           0 00*
COVERED FROM ABOVE           -16759 48            0 00       218690 98            0 00            0 00
COMMON TRUST FUND                 0 00            0 00            0 00                                           0 00
CAPITAL GAIN DIV/DIST             0 00            0 00            0 00                                           0 00
                          ------------    ------------    ------------    ------------    ------------    ------------
                             -16759 48            0 00       218690 98            0 00            0 00           0 00
                          ===========     ===========     ===========     ===========     ===========     ===========
                                                                          * - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE


CAPITAL LOSS CARRYOVER
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FEDERAL                        0 00                            0 00

PENNSYLVANIA                   N/A                             N/A
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Investment Detail

Account: 042165-000 CUST/TT/THE VICTORY FOUNDATION

EI# 52-6854620

TAX FORM 990PF, TAX YEAR ENDING 12/31/2013

Currency	Category	Description	Quantity	Market Value	Federal Tax Cost	Unit Tax Cost
Base Currency - U S _Dollar	Equity	3M CO	1,564 0000	219,351 00	125,759 51	80 4089
Base Currency - U S _Dollar	Equity	ADOBE SYSTEMS COMMON	3,415 0000	204,486 78	97,309 15	28 4946
Base Currency - U S _Dollar	Equity	AIR PRODUCTS & CHEMICALS INC	2,002 0000	223,783 56	167,490 96	83 6618
Base Currency - U S _Dollar	Equity	ALTERA CORP COM	4,727 0000	153,679 50	151,412 12	32 0313
Base Currency - U S _Dollar	Equity	AMAZON COM INC	526 0000	209,763 54	101,598 54	193 1531
Base Currency - U S _Dollar	Equity	AMERICAN EXPRESS CO	2,604 0000	236,260 92	125,372 95	48 1463
Base Currency - U S _Dollar	Equity	ANALOG DEVICES INC ATTACHED RIGHTS	5,041 0000	256,738 13	180,122 10	35 7314
Base Currency - U S _Dollar	Equity	APPLE INC	386 0000	216,553 72	150,167 45	389 0348
Base Currency - U S _Dollar	Equity	BAKER HUGHES INC COM	3,318 0000	183,352 68	168,211 41	50 6966
Base Currency - U S _Dollar	Equity	BECTON DICKINSON & CO COM	1,656 0000	182,971 44	122,710 09	74 1003
Base Currency - U S _Dollar	Equity	CANADIAN NATURAL RESOURCES LTD	3,926 0000	132,855 84	125,001 93	31 8395
Base Currency - U S _Dollar	Equity	CANADIAN PACIFIC RAILWAY LTD	1,290 0000	195,202 80	108,787 07	84 3311
Base Currency - U S _Dollar	Equity	CARBO CERAMICS INC COMMON	686 0000	79,939 58	51,045 71	74 4107
Base Currency - U S _Dollar	Equity	CATERPILLAR INC	1,725 0000	156,647 25	157,981 47	91 5835
Base Currency - U S _Dollar	Equity	CISCO SYSTEMS INC	10,472 0000	234,886 96	191,314 66	18 2692
Base Currency - U S _Dollar	Equity	COCA COLA CO COM	4,067 0000	168,007 77	137,320 93	33 7647
Base Currency - U S _Dollar	Equity	COMCAST CORP CLASS A	4,624 0000	240,286 17	101,007 88	21 8443
Base Currency - U S _Dollar	Equity	COSTCO WHOLESALE CORP COM	1,360 0000	161,867 20	113,519 04	83 4699
Base Currency - U S _Dollar	Equity	DANONE SPONSORED ADR	10,144 0000	147,290 88	154,575 84	15 2382
Base Currency - U S _Dollar	Equity	WALT DISNEY CO	2,874 0000	219,573 60	103,761 16	36 1034
Base Currency - U S _Dollar	Equity	EBAY INC COM	3,346 0000	183,578 29	147,722 76	44 1491
Base Currency - U S _Dollar	Equity	EMERSON ELECTRIC COMPANY	2,602 0000	182,608 36	132,366 46	50 8710
Base Currency - U S _Dollar	Equity	FACEBOOK INC-A	2,211 0000	120,828 94	81,551 55	36 8845
Base Currency - U S _Dollar	Equity	FEDEX CORP COM	1,836 0000	263,961 72	149,791 70	81 5859
Base Currency - U S _Dollar	Equity	GOOGLE INC CLASS A	273 0000	305,953 83	164,684 53	603 2400
Base Currency - U S _Dollar	Equity	INTERNATIONAL BUSINESS MACHINES CORP	938 0000	175,940 66	174,502 26	186 0365
Base Currency - U S _Dollar	Equity	JOHNSON & JOHNSON	43,562 0000	3,989,843 58	0 00	
Base Currency - U S _Dollar	Equity	MCGRAW HILL FINANCIAL INC	1,878 0000	146,859 60	124,723 17	66 4128
Base Currency - U S _Dollar	Equity	MEG ENERGY CORPORATION	2,677 0000	76,963 75	83,357 28	31 1383
Base Currency - U S _Dollar	Equity	MICROSOFT CORP	7,682 0000	287,383 62	200,459 28	26 0947
Base Currency - U S _Dollar	Equity	MONSANTO COMPANY	2,134 0000	248,717 70	169,228 25	79 3010
Base Currency - U S _Dollar	Equity	NESTLE SA SPONSORED ADR	4,801 0000	353,305 59	271,354 16	56 5203
Base Currency - U S _Dollar	Equity	NOVARTIS AG SPONSORED ADR	2,232 0000	179,408 16	122,726 14	54 9848

+ Unknown
^ Incomplete

Investment Detail

Account: 042165-000 CUST/TT/THE VICTORY FOUNDATION

EI# 52-6854620

TAX FORM 990PF, TAX YEAR ENDING 12/31/2013

Currency	Category	Description	Quantity	Market Value	Federal Tax Cost	Unit Tax Cost
Base Currency - U S _Dollar	Equity	OCCIDENTAL PETROLEUM CORP COMMON	1,847 0000	175,649 70	180,727 05	97 8490
Base Currency - U S _Dollar	Equity	PEPSICO INC COM	2,201 0000	182,550 94	140,421 37	63 7989
Base Currency - U S _Dollar	Equity	PROCTER & GAMBLE CO COM	2,595 0000	211,258 95	175,177 31	67 5057
Base Currency - U S _Dollar	Equity	PROGRESSIVE CORP COM	7,017 0000	191,353 59	131,238 67	18 7030
Base Currency - U S _Dollar	Equity	QUALCOMM INC COM	1,880 0000	139,590 00	105,394 68	56 0610
Base Currency - U S _Dollar	Equity	ROCHE HLDG LTD SPONSORED ADR	3,245 0000	227,799 00	128,246 70	39 5213
Base Currency - U S _Dollar	Equity	SOUTHWESTERN ENERGY COMPANY	3,970 0000	156,140 10	152,972 79	38 5322
Base Currency - U S _Dollar	Equity	TEXAS INSTRUMENTS INC	5,244 0000	230,264 04	157,106 68	29 9593
Base Currency - U S _Dollar	Equity	TIFFANY & CO	1,893 0000	175,632 54	126,678 80	66 9196
Base Currency - U S _Dollar	Equity	U S BANCORP DEL COM NEW	4,308 0000	174,043 20	110,646 61	25 6840
Base Currency - U S _Dollar	Equity	UNION PACIFIC CORP COM	1,160 0000	194,880 00	132,969 30	114 6287
Base Currency - U S _Dollar	Equity	UTI WORLDWIDE INC	5,429 0000	95,333 24	79,256 49	14 5987
Base Currency - U S _Dollar	Equity	W W GRAINGER INC COM	1,004 0000	256,441 68	177,878 18	177 1695
Base Currency - U S _Dollar	Equity	WELLS FARGO & CO	4,227 0000	191,905 80	106,955 23	25 3029
Base Currency - U S _Dollar	Equity	YUM! BRANDS INC	1,698 0000	128,385 78	126,341 63	74 4061
	TOTAL Equity		**190,297.0000**	**13,070,081.68**	**6,488,949.00**	
Base Currency - U S _Dollar	Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	103,829 7000	103,829 70	103,829 70	1 0000
Base Currency - U S _Dollar	Cash & Currency	Cash Payable For Purchase Of 1249 0000 Shares of DANONE - SPONS ADR Traded on 12/27/13 To Settle on 01/02/14	(18 003 3500)	(18 003 35)	(18 003 35)	1 0000
Base Currency - U S _Dollar	Cash & Currency	Cash Payable For Purchase Of 415 0000 Shares of DANONE - SPONS ADR Traded on 12/30/13 To Settle on 01/03/14	(6,002 6400)	(6,002 64)	(6,002 64)	1 0000
Base Currency - U S _Dollar	Cash & Currency	Cash Receivable For Sale Of 106 0000 Shares of FEDEX CORP COM Traded on 12/30/13 To Settle on 01/03/14	15,184 7200	15,184 72	15,184 72	1 0000
	TOTAL Cash & Currency		**95,008.4300**	**95,008.43**	**95,008.43**	
			285,305.4300	**13,165,090.11**	**6,583,957.43**	

+ Unknown
^ Incomplete

Investment Detail

Account: 042165-000 CUST/TT/THE VICTORY FOUNDATION

EI# 52-6854620

TAX FORM 990PF, TAX YEAR ENDING 12/31/2013

Currency	Category	Description	Quantity	Market Value	Federal Tax Cost	Unit Tax Cost
Base Currency - U S _Dollar	Cash & Currency	WILMINGTON US GOVERNMENT MONEY MARKET FUND CLASS SELECT	490,755 6900	490,755 69	490,755 69	1 0000
	TOTAL Cash & Currency		**490,755.6900**	**490,755.69**	**490,755.69**	
			490,755.6900	490,755.69	490,755.69	
TOTAL Base Currency - U.S._Dollar			**776,061 1200**	**13,655,845.80**	**7,074,713.12**	

+ Unknown
^ Incomplete