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: THE NELSON D CIVELLO FOUNDATION

A Employer identification number: 54-2119141

Number and street (or P O box number if mail is not delivered to street address): 221 OCEAN GRAND BLVD., BLDG 2, PH 808

Room/suite:

B Telephone number: 404-253-7500

City or town, state or province, country, and ZIP or foreign postal code: JUPITER, FL 33477

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) ▶$ 130,428.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)

(Part I, column (d) must be on cash basis)

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

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

			(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				
	4	Dividends and interest from securities	2,455.	2,455.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,309.			
	b	Gross sales price for all assets on line 6a 60,459.				
	7	Capital gain net income (from Part IV, line 2)		5,309.		
	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	7,764.	7,764.		
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 2	1,650.	1,650.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	34.	34.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	962.	962.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,646.	2,646.		0.
	25	Contributions, gifts, grants paid	40,500.			40,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	43,146.	2,646.		40,500.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-35,382.			
	b	**Net investment income** (if negative, enter -0-)		5,118.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2013)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	12,040.		
	2	Savings and temporary cash investments			
	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 5	128,220.	104,738.	130,428.
	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)	140,260.	104,738.	130,428.
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	140,260.	104,738.	
	30	**Total net assets or fund balances**	140,260.	104,738.	
	31	**Total liabilities and net assets/fund balances**	140,260.	104,738.	

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	140,260.
2	Enter amount from Part I, line 27a	2	-35,382.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	104,878.
5	Decreases not included in line 2 (itemize) ▶ BOOK/TAX DIFFERENCE	5	140.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	104,738.

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	MERRILL LYNCH #2930 (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
b	MERRILL LYNCH #2930 (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	33,138.		31,808.	1,330.
b	26,910.		23,342.	3,568.
c	411.			411.
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				1,330.
b				3,568.
c				411.
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 5,309.

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	24,805.	142,642.	.173897
2011	30,619.	161,286.	.189843
2010	40,584.	177,967.	.228042
2009	40,200.	186,845.	.215152
2008	32,900.	284,609.	.115597

2 Total of line 1, column (d)	2	.922531
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	.184506
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	126,843.
5 Multiply line 4 by line 3	5	23,403.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	51.
7 Add lines 5 and 6	7	23,454.
8 Enter qualifying distributions from Part XII, line 4	8	40,500.

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	51.
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	51.
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	51.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
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	0.
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	51.
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) ▶ FL			
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

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 ▶ NELSON D. CIVELLO Telephone no ▶404-253-7500

Located at ▶321 OCEAN GRAND BLVD. , BLDG 2, PENTHOUSE 808, JU ZIP+4 ▶33477

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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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
NELSON D. CIVELLO 221 OCEAN GRAND BLVD, BLDG 2, PH 808 JUPITER, FL 33477	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

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.

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	127,318.
b	Average of monthly cash balances			1b	1,457.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	128,775.
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	128,775.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	1,932.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	126,843.
6	**Minimum investment return.** Enter 5% of line 5			6	6,342.

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	6,342.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	51.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	51.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	6,291.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	6,291.
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	6,291.

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	40,500.
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	40,500.
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	51.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	40,449.

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					6,291.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	18,670.				
b From 2009	30,858.				
c From 2010	31,748.				
d From 2011	23,007.				
e From 2012	18,063.				
f Total of lines 3a through e		122,346.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $	40,500.				
a Applied to 2012, but not more than line 2a				0.	
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					6,291.
e Remaining amount distributed out of corpus		34,209.			
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		156,555.			
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					0.
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		18,670.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		137,885.			
10 Analysis of line 9:					
a Excess from 2009	30,858.				
b Excess from 2010	31,748.				
c Excess from 2011	23,007.				
d Excess from 2012	18,063.				
e Excess from 2013	34,209.				

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))

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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*				
CANISIUS HIGH SCHOOL 1180 DELAWARE AVE BUFFALO, NY 14209	NONE	PUBLIC CHARITY	EDUCATIONAL	10,000.
CANISIUS COLLEGE 2001 MAIN ST BUFFALO, NY 14208	NONE	PUBLIC CHARITY	EDUCATIONAL	30,000.
ROSWELL PARK CANCER INSTITUTE ELM & CARLTON STREETS BUFFALO, NY 14263	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	500.
Total			▶ 3a	40,500.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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					
4 Dividends and interest from securities			14	2,455.	
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			14	411.	4,898.
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.		2,866.	4,898.

13 Total. Add line 12, columns (b), (d), and (e) 13 7,764.

(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

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

▶ Nelson D. Civello | 3/27/14 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
ANDREW BURNETT		3/25/14		P00038643

Firm's name ▶ FRAZIER & DEETER, L.L.C.

Firm's EIN ▶ 58-1433845

Firm's address ▶ 600 PEACHTREE STREET, SUITE 1900
ATLANTA, GA 30308

Phone no (404)253-7500

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The following sections are provided to facilitate your review and the preparation of your tax return.

The 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

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

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
ISHARES NASDAQ BIOTECH INDX FUND		*CUSIP Number*	*464287556*					
3.0000	Sale	05/01/12	01/02/13	423.57	377.22	0.00	46.35	
ISHARES MSCI EMERGING MKTS INDEX FD		*CUSIP Number*	*464287234*					
24.0000	Sale	03/07/13	05/16/13	1,043 02	1,048.59	0 00	(5 57)	
1.0000	Sale	03/07/13	07/18/13	39.42	43 69	4.27 (W)	0.00	
	Security Subtotal			***1,082.44***	***1,092.28***	***4.27***	***(5.57)***	
VANGUARD CONSUMER STAPLES ETF		*CUSIP Number*	*92204A207*					
18.0000	Sale	05/01/12	01/02/13	1,615.87	1,564.20	0.00	51.67	
VANGUARD TELECOMM SRVCS ETF		*CUSIP Number*	*92204A884*					
1.0000	Sale	05/01/12	01/02/13	71.09	65.49	0.00	5 60	
VANGUARD INDUSTRIAL ETF		*CUSIP Number*	*92204A603*					
23.0000	Sale	05/01/12	01/02/13	1,672 06	1,596 68	0 00	75.38	

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2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
VANGUARD MSCI EMERGING MRKTS ETF		*CUSIP Number*	*922042858*					
116 0000	Sale	01/02/13	03/07/13	5,102.73	5,265 94	0.00	(163 21)	
HEALTH CARE SELECT SPDR		*CUSIP Number*	*81369Y209*					
6 0000	Sale	05/01/12	01/02/13	242.93	225.87	0.00	17.06	
SECTOR SPDR FINANCIAL		*CUSIP Number*	*81369Y605*					
11.0000	Sale	05/01/12	01/02/13	184.90	171 68	0.00	13.22	
THORNBURG INTERNATIONAL VALUE FUND CL I		*CUSIP Number*	*885215566*					
308.0000	Sale	05/01/12	01/02/13	8,861.16	8,368 36	0 00	492.80	
.9240	Sale	05/01/12	01/02/13	26.58	25.10	0.00	1.48	
1.0000	Sale	05/01/12	01/02/13	28 77	27 10	0.00 (Y)	1.67	
1.0000	Sale	06/25/12	01/02/13	28.76	26 32	0.00	2.44	
2.0000	Sale	06/25/12	01/02/13	57 55	48 79	0.00	8.76	
	Security Subtotal			***9,002.82***	***8,495.67***	***0.00***	***507.15***	
THE OAKMARK INTL FUND		*CUSIP Number*	*413838202*					
115.0000	Sale	05/01/12	01/02/13	2,458.70	2,113.70	0.00	345.00	
.1680	Sale	05/01/12	01/02/13	3.59	3 09	0.00	0 50	
	Security Subtotal			***2,462.29***	***2,116.79***	***0.00***	***345.50***	
FIRST EAGLE OVERSEAS CL I		*CUSIP Number*	*32008F200*					
.0600	Sale	05/01/12	01/02/13	1.35	1 32	0.00	0.03	
227.0000	Sale	05/01/12	01/02/13	5,137.01	5,000.81	0 00	136 20	
.0970	Sale	05/01/12	01/02/13	2.20	2.14	0 00	0 06	
	Security Subtotal			***5,140.56***	***5,004.27***	***0.00***	***136.29***	
PRUDENTIAL SHORT TERM CORPORATE BOND FD INC Z		*CUSIP Number*	*74441R508*					
.3610	Sale	04/30/13	05/16/13	4.17	4.17	0.00	0 00	
.1690	Sale	06/28/13	07/18/13	1.92	1.91	0.00	0 01	
.1460	Sale	09/30/13	10/25/13	1.67	1.66	0.00	0.01	
	Security Subtotal			***7.76***	***7.74***	***0.00***	***0.02***	

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2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
JOHN HANCOCK BOND FUND CL I		*CUSIP Number*	*410223408*					
5.0000	Sale	05/01/12	01/02/13	82.15	79.45	0 00	2.70	
0810	Sale	12/31/12	01/02/13	1.33	1.33	0 00	0 00	
.1380	Sale	04/30/13	05/16/13	2.28	2.30	0.00	(0.02)	
8300	Sale	06/28/13	07/18/13	13.21	13.20	0 00	0.01	
	Security Subtotal			***98.97***	***96.28***	***0.00***	***2.69***	
DELAWARE DIVERSIFIED INCOME FUND INSTL CL		*CUSIP Number*	*246248587*					
.2180	Sale	04/22/13	05/16/13	2.04	2 04	0 00	0.00	
.4740	Sale	06/21/13	07/18/13	4.24	4 22	0 00	0 02	
	Security Subtotal			***6.28***	***6.26***	***0.00***	***0.02***	
MFS INTERNATIONAL VALUE FUND CL I		*CUSIP Number*	*55273E822*					
4390	Sale	01/02/13	05/16/13	14.40	12.51	0.00	1.89	
48.0000	Sale	01/02/13	05/16/13	1,574.88	1,368.00	0.00	206.88	
4630	Sale	01/02/13	05/16/13	15.19	13 20	0.00	1 99	
.0450	Sale	01/02/13	07/18/13	1.49	1.29	0.00	0.20	
1.0000	Sale	01/02/13	07/18/13	32.91	28 50	0.00	4 41	
.5370	Sale	01/02/13	07/18/13	17.66	15 30	0.00	2.36	
	Security Subtotal			***1,656.53***	***1,438.80***	***0.00***	***217.73***	
WELLSFARGO ADV INTERNAT BOND FUND CL ADM		*CUSIP Number*	*94975P850*					
.2090	Sale	01/03/13	05/16/13	2 37	2.44	0.00	(0 07)	
COLUMBIA EMERGING MARKET BOND FUND CL Z		*CUSIP Number*	*19763P127*					
.8600	Sale	04/25/13	05/16/13	10.92	10.82	0.00	0.10	
.6670	Sale	06/24/13	07/19/13	7.80	7.88	0 00	(0 08)	
	Security Subtotal			***18.72***	***18.70***	***0.00***	***0.02***	
OPPENHEIMER INTERNATL GROWTH FD CL Y		*CUSIP Number*	*68380L407*					
.0600	Sale	01/02/13	05/16/13	2.04	1 87	0 00	0.17	
24.0000	Sale	01/02/13	05/16/13	817.20	746 88	0 00	70.32	
.3550	Sale	01/02/13	05/16/13	12.09	11 05	0 00	1 04	

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2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
OPPENHEIMER INTERNATL GROWTH FD CL Y		*CUSIP Number*	*68380L407*					
.1690	Sale	01/02/13	07/19/13	5.83	5.26	0.00	0.57	
6450	Sale	01/02/13	07/19/13	22.21	20.07	0.00	2.14	
	Security Subtotal			***859.37***	***785.13***	***0.00***	***74.24***	
PIMCO TOTAL RETURN FUND CL P		*CUSIP Number*	*72201M552*					
227.0000	Sale	05/01/12	01/02/13	2,546.93	2,546.94	0.00	(0.01)	
1.0000	Sale	05/31/12	01/02/13	11.22	11.25	0.00	(0.03)	
1.0000	Sale	07/31/12	01/02/13	11.22	11.32	0.00	(0.10)	
1.0000	Sale	10/01/12	01/02/13	11.22	11.49	0.00	(0.27)	
1.0000	Sale	10/31/12	01/02/13	11.22	11.42	0.00	(0.20)	
1.0000	Sale	12/12/12	01/02/13	11.22	11.55	0.00	(0.33)	
2.0000	Sale	12/12/12	01/02/13	22.44	22.72	0.00	(0.28)	
3.0000	Sale	12/12/12	01/02/13	33.66	34.08	0.00	(0.42)	
2.0000	Sale	12/27/12	01/02/13	22.45	22.48	0.00	(0.03)	
.4890	Sale	12/31/12	01/02/13	5.49	5.51	0.00	(0.02)	
.1350	Sale	12/31/12	01/02/13	1.51	1.52	0.00	(0.01)	
5110	Sale	12/31/12	01/18/13	5.74	5.74	0.00	0.00	
0150	Sale	01/31/13	02/22/13	0.17	0.16	0.00	0.01	
	Security Subtotal			***2,694.49***	***2,696.18***	***0.00***	***(1.69)***	
FIDELITY ADV STRATEGIC INC FD INSTL CL		*CUSIP Number*	*315920801*					
42.0000	Sale	01/02/13	05/16/13	540.96	539.70	0.00	1.26	
3850	Sale	01/02/13	05/16/13	4.97	4.95	0.00	0.02	
.3390	Sale	04/30/13	05/16/13	4.36	4.39	0.00	(0.03)	
1.0000	Sale	01/02/13	07/18/13	12.48	12.85	0.00	(0.37)	
.6060	Sale	06/28/13	07/18/13	7.56	7.53	0.00	0.03	
	Security Subtotal			***570.33***	***569.42***	***0.00***	***0.91***	
LOOMIS SAYLES INVT GRADE BD FD CL Y		*CUSIP Number*	*543487136*					
7.0000	Sale	05/01/12	01/02/13	88.55	86.94	0.00	1.61	
.5480	Sale	05/01/12	01/02/13	6.94	6.81	0.00	0.13	
.3320	Sale	12/24/12	01/02/13	4.19	4.18	0.00	0.01	
.4300	Sale	05/02/13	05/16/13	5.50	5.52	0.00	(0.02)	
2310	Sale	07/03/13	07/18/13	2.82	2.80	0.00	0.02	
	Security Subtotal			***108.00***	***106.25***	***0.00***	***1.75***	

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1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
OPPENHEIMER INTERNATL GROWTH FD CL Y		*CUSIP Number*	*68380L407*					
.1690	Sale	01/02/13	07/19/13	5 83	5.26	0 00	0 57	
6450	Sale	01/02/13	07/19/13	22.21	20.07	0 00	2 14	
	Security Subtotal			***859.37***	***785.13***	***0.00***	***74.24***	
PIMCO TOTAL RETURN FUND CL P		*CUSIP Number*	*72201M552*					
227 0000	Sale	05/01/12	01/02/13	2,546.93	2,546.94	0.00	(0.01)	
1.0000	Sale	05/31/12	01/02/13	11.22	11.25	0.00	(0.03)	
1 0000	Sale	07/31/12	01/02/13	11.22	11.32	0.00	(0.10)	
1.0000	Sale	10/01/12	01/02/13	11.22	11.49	0 00	(0.27)	
1 0000	Sale	10/31/12	01/02/13	11.22	11 42	0.00	(0 20)	
1.0000	Sale	12/12/12	01/02/13	11.22	11.55	0.00	(0.33)	
2 0000	Sale	12/12/12	01/02/13	22 44	22.72	0.00	(0.28)	
3.0000	Sale	12/12/12	01/02/13	33 66	34 08	0.00	(0.42)	
2 0000	Sale	12/27/12	01/02/13	22.45	22.48	0.00	(0 03)	
.4890	Sale	12/31/12	01/02/13	5.49	5.51	0.00	(0.02)	
1350	Sale	12/31/12	01/02/13	1.51	1.52	0.00	(0.01)	
5110	Sale	12/31/12	01/18/13	5.74	5.74	0.00	0.00	
.0150	Sale	01/31/13	02/22/13	0 17	0 16	0 00	0.01	
	Security Subtotal			***2,694.49***	***2,696.18***	***0.00***	***(1.69)***	
FIDELITY ADV STRATEGIC INC FD INSTL CL		*CUSIP Number*	*315920801*					
42.0000	Sale	01/02/13	05/16/13	540.96	539.70	0.00	1.26	
.3850	Sale	01/02/13	05/16/13	4 97	4.95	0.00	0.02	
.3390	Sale	04/30/13	05/16/13	4.36	4.39	0.00	(0 03)	
1.0000	Sale	01/02/13	07/18/13	12 48	12 85	0.00	(0 37)	
6060	Sale	06/28/13	07/18/13	7.56	7.53	0.00	0.03	
	Security Subtotal			***570.33***	***569.42***	***0.00***	***0.91***	
LOOMIS SAYLES INVT GRADE BD FD CL Y		*CUSIP Number*	*543487136*					
7.0000	Sale	05/01/12	01/02/13	88 55	86.94	0 00	1.61	
.5480	Sale	05/01/12	01/02/13	6.94	6 81	0.00	0.13	
.3320	Sale	12/24/12	01/02/13	4.19	4.18	0 00	0.01	
.4300	Sale	05/02/13	05/16/13	5.50	5 52	0 00	(0 02)	
.2310	Sale	07/03/13	07/18/13	2.82	2 80	0 00	0 02	
	Security Subtotal			***108.00***	***106.25***	***0.00***	***1.75***	

THE NELSON D CIVELLO FDN

2013 ANNUAL STATEMENT SUMMARY

1099-B

2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
BLACKROCK HI YLD BD PORTFOLIO INST CL		*CUSIP Number*	*091929638*					
12.0000	Sale	05/01/12	01/02/13	97 56	93 36	0.00	4.20	
.6950	Sale	05/01/12	01/02/13	5.65	5 41	0.00	0.24	
.1590	Sale	12/31/12	01/02/13	1.29	1.29	0.00	0 00	
.6800	Sale	04/30/13	05/16/13	5.68	5 65	0 00	0.03	
4440	Sale	06/28/13	07/18/13	3.62	3.54	0.00	0 08	
	Security Subtotal			***113.80***	***109.25***	***0.00***	***4.55***	
Covered Short Term Capital Gains and Losses Subtotal				**33,137.88**	**31,812.54**	**4.27**	**1,329.61**	
NET SHORT TERM CAPITAL GAINS AND LOSSES				**33,137.88**	**31,812.54**	**4.27**	**1,329.61**	

LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.

COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ISHARES NASDAQ BIOTECH INDX FUND		*CUSIP Number*	*464287556*					
8.0000	Sale	05/01/12	05/16/13	1,440 37	1,005 92	0.00	434.45	
VANGUARD CONSUMER STAPLES ETF		*CUSIP Number*	*92204A207*					
8.0000	Sale	05/01/12	05/16/13	854 86	695 20	0 00	159 66	
1 0000	Sale	05/01/12	07/18/13	107.02	86 90	0.00	20.12	
	Security Subtotal			***961.88***	***782.10***	***0.00***	***179.78***	
VANGUARD CONSUMER DISCRETIONARY ETF		*CUSIP Number*	*92204A108*					
27.0000	Sale	05/01/12	05/16/13	2,489 07	1,983 53	0.00	505 54	
1.0000	Sale	05/01/12	07/18/13	96.20	73 46	0 00	22.74	
	Security Subtotal			***2,585.27***	***2,056.99***	***0.00***	***528.28***	
VANGUARD MATERIALS ETF		*CUSIP Number*	*92204A801*					
6 0000	Sale	05/01/12	05/16/13	551.21	492 54	0.00	58.67	

THE NELSON D CIVELLO FDN

2013 ANNUAL STATEMENT SUMMARY

1099-B

2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
VANGUARD INFORMATION TECH ETF		*CUSIP Number*	*92204A702*					
57 0000	Sale	05/01/12	05/16/13	4,367.24	4,189.69	0 00	177.55	
1.0000	Sale	05/01/12	07/18/13	77.99	73 50	0.00	4.49	
	Security Subtotal			***4,445.23***	***4,263.19***	***0.00***	***182.04***	
VANGUARD TELECOMM SRVCS ETF		*CUSIP Number*	*92204A884*					
6 0000	Sale	05/01/12	05/16/13	489.23	392.94	0.00	96.29	
VANGUARD ENERGY ETF FDS		*CUSIP Number*	*92204A306*					
20.0000	Sale	05/01/12	05/16/13	2,312.35	2,102.60	0.00	209.75	
1.0000	Sale	05/01/12	07/18/13	118.73	105.13	0.00	13.60	
	Security Subtotal			***2,431.08***	***2,207.73***	***0.00***	***223.35***	
VANGUARD INDUSTRIAL ETF		*CUSIP Number*	*92204A603*					
31.0000	Sale	05/01/12	05/16/13	2,583.79	2,152 04	0 00	431.75	
1.0000	Sale	05/01/12	07/18/13	86.22	69.42	0 00	16.80	
	Security Subtotal			***2,670.01***	***2,221.46***	***0.00***	***448.55***	
HEALTH CARE SELECT SPDR		*CUSIP Number*	*81369Y209*					
43.0000	Sale	05/01/12	05/16/13	2,103.51	1,618 76	0.00	484 75	
1.0000	Sale	05/01/12	07/18/13	49.91	37.65	0 00	12.26	
	Security Subtotal			***2,153.42***	***1,656.41***	***0.00***	***497.01***	
SECTOR SPDR FINANCIAL		*CUSIP Number*	*81369Y605*					
68 0000	Sale	05/01/12	05/16/13	1,347.73	1,061.28	0 00	286 45	
3.0000	Sale	05/01/12	07/18/13	62.09	46 82	0.00	15 27	
	Security Subtotal			***1,409.82***	***1,108.10***	***0.00***	***301.72***	
THE OAKMARK INTL FUND		*CUSIP Number*	*413838202*					
67.0000	Sale	05/01/12	05/16/13	1,634.80	1,231 46	0 00	403.34	
.0700	Sale	05/01/12	05/16/13	1.71	1.29	0.00	0.42	
2.0000	Sale	05/01/12	07/18/13	48.98	36.76	0.00	12 22	
.0620	Sale	05/01/12	07/18/13	1.52	1 14	0 00	0 38	
.0700	Sale	05/01/12	07/18/13	1.71	1.28	0.00	0.43	
	Security Subtotal			***1,688.72***	***1,271.93***	***0.00***	***416.79***	

THE NELSON D CIVELLO FDN

2013 ANNUAL STATEMENT SUMMARY

1099-B

2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
FIRST EAGLE OVERSEAS CL I		*CUSIP Number*	*32008F200*					
33.0000	Sale	05/01/12	05/16/13	788.37	726.99	0.00	61 38	
8050	Sale	05/01/12	05/16/13	19.23	17 73	0.00	1.50	
1.0000	Sale	05/01/12	07/18/13	23.60	22.03	0.00	1.57	
0890	Sale	05/01/12	07/18/13	2.10	1 97	0.00	0.13	
.0980	Sale	05/01/12	07/18/13	2.31	2.16	0.00	0 15	
	Security Subtotal			***835.61***	***770.88***	***0.00***	***64.73***	
PRUDENTIAL SHORT TERM CORPORATE BOND FD INC Z		*CUSIP Number*	*74441R508*					
70.0000	Sale	05/01/12	05/16/13	809 20	807 10	0.00	2 10	
.4000	Sale	05/01/12	05/16/13	4 63	4 62	0.00	0.01	
1 0000	Sale	05/01/12	07/18/13	11 38	11.53	0.15 (W)	0.00	
1 0000	Sale	05/01/12	07/18/13	11.38	11.53	0.15 (W)	0 00	
.4690	Sale	05/01/12	07/18/13	5.34	5.41	0.00	(0.07)	
12.0000	Sale	05/01/12	10/25/13	136.92	138 36	0.00	(1.44)	
1.0000	Sale	05/01/12	10/25/13	11 41	11.53	0.12 (W)	0 00	
	Security Subtotal			***990.26***	***990 08***	***0.42***	***0.60***	
JOHN HANCOCK BOND FUND CL I		*CUSIP Number*	*410223408*					
50.0000	Sale	05/01/12	05/16/13	829.50	794 50	0 00	35.00	
.7470	Sale	05/01/12	05/16/13	12.40	11 87	0.00	0.53	
1.0000	Sale	05/01/12	07/18/13	15.92	15 89	0.00	0.03	
0530	Sale	05/01/12	07/18/13	0.85	0.85	0.00	0.00	
	Security Subtotal			***858.67***	***823.11***	***0.00***	***35.56***	
DELAWARE DIVERSIFIED INCOME FUND INSTL CL		*CUSIP Number*	*246248587*					
.6940	Sale	05/01/12	05/16/13	6 50	6.45	0 00	0 05	
116 0000	Sale	05/01/12	05/16/13	1,085 76	1,070.37	0.00	15 39	
1.0000	Sale	05/01/12	07/18/13	8.94	9.28	0.34 (W)	0.00	
1.0000	Sale	05/01/12	07/18/13	8.94	9.28	0 34 (W)	0.00	
2.0000	Sale	05/01/12	07/18/13	17.88	18 48	0 00	(0.60)	
	Security Subtotal			***1,128.02***	***1,113.86***	***0.68***	***14.84***	

THE NELSON D CIVELLO FDN

2013 ANNUAL STATEMENT SUMMARY

1099-B

2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
WELLSFARGO ADV INTERNAT BOND FUND CL ADM		*CUSIP Number*	*94975P850*					
23.0000	Sale	05/01/12	05/16/13	261.28	264.96	0.00	(3.68)	
.2110	Sale	05/01/12	05/16/13	2.40	2.44	0.00	(0.04)	
1.0000	Sale	05/01/12	07/18/13	10.96	11.52	0.00	(0.56)	
.1200	Sale	05/01/12	07/18/13	1.32	1.38	0.00	(0.06)	
	Security Subtotal			***275.96***	***280.30***	***0.00***	***(4.34)***	
COLUMBIA EMERGING MARKET BOND FUND CL Z		*CUSIP Number*	*19763P127*					
21.0000	Sale	05/01/12	05/16/13	266.91	249.06	0.00	17.85	
0530	Sale	05/01/12	05/16/13	0.68	0.63	0.00	0.05	
.1920	Sale	05/01/12	07/19/13	2.25	2.28	0.00	(0.03)	
	Security Subtotal			***269.84***	***251.97***	***0.00***	***17.87***	
LOOMIS SAYLES INVT GRADE BD FD CL Y		*CUSIP Number*	*543487136*					
86.0000	Sale	05/01/12	05/16/13	1,099.94	1,068.12	0.00	31.82	
.3460	Sale	05/01/12	05/16/13	4.43	4.30	0.00	0.13	
1.0000	Sale	05/01/12	07/18/13	12.22	12.42	0.20 (W)	0.00	
1.0000	Sale	05/01/12	07/18/13	12.22	12.42	0.20 (W)	0.00	
1.0000	Sale	05/01/12	07/18/13	12.22	12.42	0.20 (W)	0.00	
0420	Sale	05/01/12	07/18/13	0.52	0.53	0.00	(0.01)	
	Security Subtotal			***1,141.55***	***1,110.21***	***0.60***	***31.94***	
BLACKROCK HI YLD BD PORTFOLIO INST CL		*CUSIP Number*	*091929638*					
68.0000	Sale	05/01/12	05/16/13	567.80	529.04	0.00	38.76	
2.0000	Sale	05/01/12	07/18/13	16.34	15.56	0.00	0.78	
.0140	Sale	05/01/12	07/18/13	0.12	0.11	0.00	0.01	
	Security Subtotal			***584.26***	***544.71***	***0.00***	***39.55***	
Covered Long Term Capital Gains and Losses Subtotal				26,910.41	23,344.43	1.70	3,567.68	
NET LONG TERM CAPITAL GAINS AND LOSSES				26,910.41	23,344.43	1.70	3,567.68	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				60,048.29				
TOTAL REPORTED SALES PROCEEDS				60,048.29				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH #2930	2,455.	0.	2,455.
MERRILL LYNCH #2930	411.	411.	0.
TOTAL TO FM 990-PF, PART I, LN 4	2,866.	411.	2,455.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,650.	1,650.		0.
TO FORM 990-PF, PG 1, LN 16B	1,650.	1,650.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	34.	34.		0.
TO FORM 990-PF, PG 1, LN 18	34.	34.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MFA QUARTERLY FEE	962.	962.		0.
TO FORM 990-PF, PG 1, LN 23	962.	962.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH ACCOUNT #2930	104,738.	130,428.
TOTAL TO FORM 990-PF, PART II, LINE 10B	104,738.	130,428.