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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation MARY REYNOLDS BABCOCK FOUNDATION, INCORPORATED		A Employer identification number 56-0690140
Number and street (or P O box number if mail is not delivered to street address) 2920 REYNOLDA ROAD	Room/suite	B Telephone number (336) 748-9222
City or town, state or province, country, and ZIP or foreign postal code WINSTON-SALEM, NC 27106-5123		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) ☐ \$ 182,397,210.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	0.		N/A	
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	72,889.	72,889.		
4 Dividends and interest from securities	4,626,597.	4,626,597.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	10,655,544.			
b Gross sales price for all assets on line 6a	43,396,426.			
7 Capital gain net income (from Part IV, line 2)		10,655,544.		
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	256,933.	256,933.		STATEMENT 1
12 Total. Add lines 1 through 11	15,611,963.	15,611,963.		
13 Compensation of officers, directors, trustees, etc	484,534.	33,917.		450,617.
14 Other employee salaries and wages	403,384.	28,237.		375,147.
15 Pension plans, employee benefits	328,173.	22,972.		305,201.
16a Legal fees STMT 2	1,115.	178.		1,037.
b Accounting fees STMT 3	32,808.	19,685.		13,123.
c Other professional fees STMT 4	807,563.	804,317.		3,246.
17 Interest	22,846.	1,599.		21,247.
18 Taxes STMT 5	574,502.	112,778.		0.
19 Depreciation and depletion	28,932.	2,025.		
20 Occupancy	5,795.	406.		5,389.
21 Travel, conferences, and meetings	193,962.	13,169.		180,793.
22 Printing and publications				
23 Other expenses STMT 6	234,110.	11,917.		222,193.
24 Total operating and administrative expenses. Add lines 13 through 23	3,117,724.	1,051,100.		1,577,993.
25 Contributions, gifts, grants paid	7,153,750.			7,440,114.
26 Total expenses and disbursements. Add lines 24 and 25	10,271,474.	1,051,100.		9,018,107.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	5,340,489.			
b Net investment income (if negative, enter -0-)		14,560,863.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED SEP 25 2014
Revenue

Operating and Administrative Expenses

614
16

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

Form 990-PF (2013)

56-0690140

Page 2

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	99.	342,407.	342,407.
	2 Savings and temporary cash investments	8,274,204.	454,232.	454,232.
	3 Accounts receivable ▶ 2,328.			
	Less: allowance for doubtful accounts ▶	3,929.	2,328.	2,328.
	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	62,039.	67,876.	67,876.
	10a Investments - U.S. and state government obligations STMT 8	7,286,356.	7,832,433.	7,832,433.
	b Investments - corporate stock STMT 9	136,501,928.	167,021,737.	167,021,737.
	c Investments - corporate bonds STMT 10	437,695.	267,324.	267,324.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	851,965.	953,902.	953,902.	
14 Land, buildings, and equipment: basis ▶ 905,140.				
Less: accumulated depreciation ▶ 380,764.	537,252.	524,376.	524,376.	
15 Other assets (describe ▶ STATEMENT 12)	8,066,678.	4,930,595.	4,930,595.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	162,022,145.	182,397,210.	182,397,210.	
Liabilities	17 Accounts payable and accrued expenses	311,546.	272,142.	
	18 Grants payable	4,440,947.	4,154,583.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	475,099.	449,165.	
	22 Other liabilities (describe ▶ STATEMENT 13)	307,560.	530,698.	
23 Total liabilities (add lines 17 through 22)	5,535,152.	5,406,588.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	155,635,028.	176,036,720.	
	25 Temporarily restricted	851,965.	953,902.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ □ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	156,486,993.	176,990,622.	
30 Total net assets or fund balances	156,486,993.	176,990,622.		
31 Total liabilities and net assets/fund balances	162,022,145.	182,397,210.		

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	156,486,993.
2 Enter amount from Part I, line 27a	2	5,340,489.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	15,163,140.
4 Add lines 1, 2, and 3	4	176,990,622.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	176,990,622.

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

Form 990-PF (2013)

56-0690140 Page 3

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 SILCHESTER K-1 (ST CG)	P	VARIOUS	VARIOUS
b SILCHESTER K-1 (LT CG)	P	VARIOUS	VARIOUS
c SJF K-1	P	VARIOUS	VARIOUS
d SEE STATEMENT C - SALE OF SECURITIES	P	VARIOUS	VARIOUS
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 194,689.			194,689.
b 2,290,990.			2,290,990.
c 28,800.			28,800.
d 40,881,947.		32,740,882.	8,141,065.
e			

(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			194,689.
b			2,290,990.
c			28,800.
d			8,141,065.
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	10,655,544.
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	8,937,803.	150,931,750.	.059218
2011	9,823,401.	153,267,785.	.064093
2010	9,234,726.	145,490,954.	.063473
2009	8,824,497.	129,682,678.	.068047
2008	9,996,988.	157,239,757.	.063578

2 Total of line 1, column (d)	2	.318409
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	.063682
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	164,704,787.
5 Multiply line 4 by line 3	5	10,488,730.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	145,609.
7 Add lines 5 and 6	7	10,634,339.
8 Enter qualifying distributions from Part XII, line 4	8	9,033,040.

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.

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

Form 990-PF (2013)

56-0690140 Page 4

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	291,217.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	291,217.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	291,217.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	226,766.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	138,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	364,766.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	29.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	73,520.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 73,520. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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?		Yes	No
	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b		X
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?	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) ☐ NC			
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

N/A

Form 990-PF (2013)

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

Form 990-PF (2013)

56-0690140

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.MRBF.ORG</u>	13	X	
14	The books are in care of ► <u>SANDRA MIKUSH</u> Telephone no. ► <u>(336) 748-9222</u> Located at ► <u>2920 REYNOLDA ROAD, WINSTON-SALEM, NC</u> ZIP+4 ► <u>27106-5123</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TDF 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

Form 990-PF (2013)

MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED

Form 990-PF (2013)

56-0690140

Page 6

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**

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? ☐ Yes ☒ No

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		484,534.	108,304.	720.

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
LAVASTIAN GLENN - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	NETWORK OFFICER 40.00	82,060.	32,139.	240.
LORA SMITH - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	COMMUNICATIONS OFFICER 40.00	59,068.	27,512.	240.
LAURA PETERS - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	GRANTS MANAGER 40.00	56,574.	29,559.	0.
JENNIFER BARKSDALE - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	FINANCE OFFICER 20.00	59,718.	0.	240.

Total number of other employees paid over \$50,000 ☐ 0

Form 990-PF (2013)

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

56-0690140

**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
SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVENUE, NEW YORK, NY 10017	INVESTMENT MANAGEMENT	295,637.
SAYBROOK CAPITAL 2000 FRONTIS PLAZA, WINSTON-SALEM, NC 27103	INVESTMENT MANAGEMENT	142,299.
VONTOBEL GLOBAL EMERGING MARKETS FUND 1540 BROADWAY, 38TH FLOOR, NEW YORK, NY 10036	INVESTMENT MANAGEMENT	90,395.
BANK OF NEW YORK ONE WALL STREET, NEW YORK, NY 10286	INVESTMENT MANAGEMENT	74,806.
HEWITT ENNISKNUPP, INC. 4130 PARKDALE AVE., RALEIGH, NC 27612	INVESTMENT CONSULTANT	71,047.
Total number of others receiving over \$50,000 for professional services		1

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 FOUNDATION STAFF TIME ON BOARDS AND ADVISORY COMMITTEES OF OTHER CHARITABLE ORGANIZATIONS	66,503.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Form 990-PF (2013)

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

Form 990-PF (2013)

56-0690140 Page **8**

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	167,063,701.
b Average of monthly cash balances	1b	112,350.
c Fair market value of all other assets	1c	36,931.
d Total (add lines 1a, b, and c)	1d	167,212,982.
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	167,212,982.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,508,195.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	164,704,787.
6 Minimum investment return. Enter 5% of line 5	6	8,235,239.

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	8,235,239.
2a Tax on investment income for 2013 from Part VI, line 5	2a	291,217.	
b Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	291,217.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	7,944,022.
4 Recoveries of amounts treated as qualifying distributions		4	206,004.
5 Add lines 3 and 4		5	8,150,026.
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	8,150,026.

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	9,018,107.
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	14,933.
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	9,033,040.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,033,040.

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

Form **990-PF** (2013)

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

Form 990-PF (2013)

56-0690140 Page 9

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				8,150,026.
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	2,210,921.			
b From 2009	2,306,039.			
c From 2010	1,885,890.			
d From 2011	2,049,175.			
e From 2012	1,305,786.			
f Total of lines 3a through e	9,757,811.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	9,033,040.			
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				8,150,026.
e Remaining amount distributed out of corpus	883,014.			
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	10,640,825.			
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	2,210,921.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	8,429,904.			
10 Analysis of line 9:				
a Excess from 2009	2,306,039.			
b Excess from 2010	1,885,890.			
c Excess from 2011	2,049,175.			
d Excess from 2012	1,305,786.			
e Excess from 2013	883,014.			

**MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED**

Form 990-PF (2013)

56-0690140 Page 10

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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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:

MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED

Form 990-PF (2013)

56-0690140 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT D				7,440,114.
Total			▶ 3a	7,440,114.
b Approved for future payment				
SEE ATTACHED STATEMENT D				4,154,583.
Total			▶ 3b	4,154,583.

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. | | | |

[illegible]

- 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.

Signature of officer or trustee

9-18-14
Date

INTERIM
EXECUTIVE DIRECTOR

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

TAMELA L. GAINES

Preparer's signature

Tamel L. Nagy

Date _____

9/12/14

Check ☐ self-employed

PTIN

P00437957

Firm's name ► **MCGLADREY LLP**

Firm's EIN ▶ 42-0714325

Firm's address ► 230 N ELM ST STE 1100
GREENSBORO, NC 27401

Phone no. (336) 272-4551

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. MARY REYNOLDS BABCOCK FOUNDATION, INCORPORATED	Employer identification number (EIN) or 56-0690140
	Number, street, and room or suite no. If a P.O. box, see instructions 2920 REYNOLDA ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WINSTON-SALEM, NC 27106-5123	

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

0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

SANDRA MIKUSH

- The books are in the care of **2920 REYNOLDA ROAD - WINSTON-SALEM, NC 27106-5123**
Telephone No **(336) 748-9222** Fax No

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	364,766.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	364,766.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Tamara L. Baum** Title **Agent**

Date **8/6/14**

Form 8868 (Rev. 1-2014)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

Part I only ☐

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

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. MARY REYNOLDS BABCOCK FOUNDATION, INCORPORATED	Employer identification number (EIN) or 56-0690140
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 2920 REYNOLDA ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WINSTON-SALEM, NC 27106-5123	

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

0 4

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

DAVID A. JACKSON

- The books are in the care of ► **2920 REYNOLDA ROAD - WINSTON-SALEM, NC 27106-5123**

Telephone No. ► **(336) 748-9222**

Fax No. ►

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

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

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	364,766.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	226,766.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	138,000.

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

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
MISCELLANEOUS	<644.>	<644.>		
SECTION 988 LOSS	<10,084.>	<10,084.>		
SECTION 1296 INCOME	267,661.	267,661.		
TOTAL TO FORM 990-PF, PART I, LINE 11	256,933.	256,933.		

FORM 990-PF	LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WOMBLE CARLYLE	1,115.	78.		1,037.
TO FM 990-PF, PG 1, LN 16A	1,115.	78.		1,037.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCGLADREY LLP	32,808.	19,685.		13,123.
TO FORM 990-PF, PG 1, LN 16B	32,808.	19,685.		13,123.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	804,301.	804,301.		0.
BOARD CONSULTANTS	3,037.	0.		3,037.
VARIOUS SERVICES	225.	16.		209.
TO FORM 990-PF, PG 1, LN 16C	807,563.	804,317.		3,246.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	461,724.	0.		0.
FOREIGN TAX	112,778.	112,778.		0.
TO FORM 990-PF, PG 1, LN 18	574,502.	112,778.		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
PROGRAM DEVELOPMENT EXPENSES	51,687.	0.		51,687.
PRI DUE DILIGENCE	6,166.	0.		6,166.
COMMUNICATIONS / WEB SITE	21,777.	0.		21,777.
POSTAGE	1,349.	94.		1,255.
EQUIPMENT MAINTENANCE	3,251.	228.		3,023.
DUES & MEMBERSHIPS	39,965.	2,798.		37,167.
MISCELLANEOUS	350.	24.		326.
INSURANCE	21,462.	1,502.		19,960.
BANK AND PAYROLL FEES	2,692.	188.		2,504.
TELEPHONE, COPIER, SUPPLIES,				
SUBSCRIPTIONS	28,780.	2,015.		26,765.
JANITORIAL	19,093.	1,337.		17,756.
TECH SUPPORT	33,352.	2,335.		31,017.
CARBON OFFSET	3,000.	210.		2,790.
PORTFOLIO DEDUCTIONS	1,186.	1,186.		0.
TO FORM 990-PF, PG 1, LN 23	234,110.	11,917.		222,193.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT 7
DESCRIPTION				AMOUNT
UNREALIZED GAIN ON INVESTMENTS HELD				15,061,203.
CHANGE IN VALUE OF CRTS				101,937.
TOTAL TO FORM 990-PF, PART III, LINE 3				15,163,140.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		5,735,166.	5,735,166.
		X	2,097,267.	2,097,267.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,735,166.	5,735,166.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,097,267.	2,097,267.
TOTAL TO FORM 990-PF, PART II, LINE 10A			7,832,433.	7,832,433.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	167,021,737.	167,021,737.
TOTAL TO FORM 990-PF, PART II, LINE 10B	167,021,737.	167,021,737.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	267,324.	267,324.
TOTAL TO FORM 990-PF, PART II, LINE 10C	267,324.	267,324.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANNUITY TRUST	COST	953,902.	953,902.
TOTAL TO FORM 990-PF, PART II, LINE 13		953,902.	953,902.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS	4,978,916.	4,772,912.	4,772,912.
RECEIVABLE FOR UNSETTLED SECURITY SALES	2,907,616.	1,570.	1,570.
ACCRUED INCOME	168,089.	156,113.	156,113.
PREPAID FEDERAL EXCISE TAX	12,057.	0.	0.
TO FORM 990-PF, PART II, LINE 15	8,066,678.	4,930,595.	4,930,595.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX LIABILITY	242,851.	412,981.	
PAYABLES FOR SECURITIES	64,709.	53,180.	
ACCRUED FEDERAL EXCISE TAX	0.	64,537.	
TOTAL TO FORM 990-PF, PART II, LINE 22	307,560.	530,698.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE BABCOCK 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	0.	0.	0.
LAVEEDA BATTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	2,400.	0.	0.
DEE DAVIS 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER - VICE PRESIDENT 3.00	3,200.	0.	0.
DAVID DODSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	1,600.	0.	0.
DERRICK JOHNSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	3,200.	0.	0.
IVAN KOHAR PARRA 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	2,400.	0.	0.
BARBARA MILLHOUSE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	0.	0.	0.
JAMES MITCHELL 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	2,400.	0.	0.
KATHARINE B. MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	0.	0.	0.

MARY REYNOLDS BABCOCK FOUNDATION, INCORP

56-0690140

KATHARINE R. MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER - VP 2.00	0.	0.	0.
LAURA MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	0.	0.	0.
MARY MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	0.	0.	0.
KENNETH MOUNTCASTLE, III 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER - TREASURER 2.00	0.	0.	0.
KEVIN TRAPANI 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	800.	0.	0.
DAVID JACKSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	EXECUTIVE DIRECTOR 40.00	193,000.	46,022.	240.
SANDRA MIKUSH 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	DEPUTY DIRECTOR 40.00	152,168.	39,725.	240.
GLADYS WASHINGTON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	PROGRAM DIRECTOR 40.00	123,366.	22,557.	240.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>484,534.</u>	<u>108,304.</u>	<u>720.</u>

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SANDRA MIKUSH, INTERIM EXECUTIVE DIRECTOR
2920 REYNOLDA ROAD
WINSTONSALEM, NC 27106

TELEPHONE NUMBER

(336)748-9222

FORM AND CONTENT OF APPLICATIONS

APPLICATION FORM (AVAILABLE ON WEBSITE)
PROPOSAL RESPONDING TO PROGRAM GUIDELINES (AVAILABLE ON WEBSITE)
BUDGET
LIST OF BOARD OF DIRECTORS
COPY OF IRS EXEMPTION LETTER
AUDITED FINANCIAL STATEMENTS

ANY SUBMISSION DEADLINES

THE FDN USES A ROLLING APPLICATION PROCESS

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE IN SOUTHEAST UNITED STATES
NO GRANTS TO INDIVIDUALS OR FOR CONSTRUCTION
NO GRANTS FOR INTERNATIONAL PROGRAMS
CONCENTRATION IN GRANTS TO ORGANIZATIONS THAT HELP PEOPLE AND PLACES IN THE
SOUTHEASTERN U.S. MOVE OUT OF POVERTY



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP 2013-12-31 CYCLE A 23:40 17 RUN DATE: 13-MAR-14
 A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE
 PAGE: 1 M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
<u>INVESTMENTS CASH EQUIVALENTS</u>					
	DREYFUS INS RSRV TREA PRE 6541				
	VAR RT 12/31/2049 DD 09/10/08				
	996188532	45,254.82	100.0000	45,254.82	0.00
45,254.8200	SAYBROOK CAPITAL	443.97	100.0000	443.97	0.00
443.9700	NORTHERN TRUST	556.96	100.0000	556.96	0.00
556.9600	SILCHESTER	181,588.40	100.0000	181,588.40	0.00
181,588.4000	ADVISORY RESEARCH	492.38	100.0000	492.38	0.00
492.3800	FRED ALGER MGMT, INC	245,589.58	100.0000	245,589.58	0.00
245,589.5800	CRA ADVISORS	453,904.11		453,904.11	0.00
453,904.1100					
TOTAL INVESTMENTS CASH EQUIVALENTS					
		453,904.11		453,904.11	0.00

<u>INVESTMENTS FIXED INCOME SECURITIES</u>					
	CRF-19 LLC 19 A3 144A				
	4.880% 08/01/2035 DD 04/03/08				
	12825VAE1	273,486.75	97.7539	267,324.41	8,142.34-
273,486.7500	CRA ADVISORS				
	FHA PROJECT # 053-35863				
	5.750% 01/01/2035 DD 06/05/08				
	301999LF3	119,912.53	99.3432	120,501.35	588.82
121,298.0400	CRA ADVISORS				
	FHLMC POOL #G0-8072				
	8.000% 08/01/2038 DD 10/01/10				
	3128M8CH5	76,289.37	111.1150	78,269.45	1,974.08
70,440.0400	CRA ADVISORS				

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140
 Investment Holdings
 FYE 12/31/2012



BNY MELLON

2013-12-31 CYCLE A 23:40.17 RUN DATE 13-MAR-14
PAGE: 2
M111

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP
A18 G000100 31 DECEMBER 2013
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
388,031.2800	FHLMC POOL #A9-7712 4.000% 03/01/2041 DD 03/01/11 312948R99 CRA ADVISORS	378,573.01	103.0130	399,722.86	21,149.85
17,780.5790	FHLMC POOL #A3-7281 5.500% 08/01/2035 DD 08/01/05 31297TCS0 CRA ADVISORS	17,950.05	108.9970	19,380.30	1,430.25
218,875.5800	FNMA POOL #0387158 5.480% 11/01/2022 DD 11/01/04 31377UB38 CRA ADVISORS	219,387.55	105.9200	231,832.99	12,445.44
223,017.3400	FNMA POOL #0AQ0512 3.000% 11/01/2042 DD 11/01/12 3138MFSAB CRA ADVISORS	235,074.22	95.0400	211,955.68	23,118.54-
300,537.0400	FNMA POOL #0AP2098 3.500% 08/01/2042 DD 08/01/12 3138W5KL2 CRA ADVISORS	319,508.44	99.4400	298,854.03	20,854.41-
221,409.8100	FNMA POOL #0AT0343 3.000% 05/01/2043 DD 04/01/13 3138WMLZ2 CRA ADVISORS	231,822.99	95.0370	210,421.24	21,401.75-

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP 2013-12-31 CYCLE A 23.40.17 RUN DATE: 13-MAR-14
 A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE
 PAGE: 3
 M111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
114,853.8200	FNMA POOL #0463195 6.380% 08/01/2024 DD 08/01/09 31381KRQ4 CRA ADVISORS	122,249.39	105.6180	121,094.88	1,154.53-
197,605.0400	FNMA POOL #0463776 4.600% 11/01/2019 DD 11/01/09 31381LFR3 CRA ADVISORS	203,070.01	109.9720	217,310.21	14,240.20
358,526.8000	FNMA POOL #0468411 3.400% 08/01/2021 DD 08/01/11 31381RKY9 CRA ADVISORS	367,489.98	108.3170	381,174.94	13,684.98
243,583.8200	FNMA POOL #0470883 3.060% 04/01/2022 DD 04/01/12 31381UB89 CRA ADVISORS	252,963.67	99.2550	241,749.07	11,214.80-
275,542.8200	FNMA POOL #0890230 5.000% 07/01/2040 DD 08/01/10 31410LA77 CRA ADVISORS	292,032.12	108.6790	299,458.98	7,424.84
80,000.0000	FULTON CNTY GA HSG AUTH 6.300% 10/15/2014 DD 08/01/02 360055EB9 CRA ADVISORS	84,982.40	102.1930	81,754.40	3,228.00-

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140
 Investment Holdings
 FYE 12/31/2012



BNY MELLON

2013-12-31 CYCLE A 23:40.17 RUN DATE: 13-MAR-14
PAGE: 4
M1111

TRDA18 A18G00010000 ANNUAL FINAL 234011
INVESTMENT DETAIL W/ CUSIP
31 DECEMBER 2013

A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
328,959.5200	GNMA POOL #0738398 4.500% 08/15/2041 DD 08/01/11 3620ASKK4 CRA ADVISORS	348,773.82	107.8170	352,517.95	3,744.13
119,888.7000	GNMA POOL #0745073 4.500% 08/15/2040 DD 08/01/10 3620COXA1 CRA ADVISORS	123,391.89	107.5550	128,948.29	5,554.80
181,828.0200	GNMA POOL #0591748 2.830% 08/15/2048 DD 05/01/13 36201SL31 CRA ADVISORS	192,072.70	95.2790	173,054.31	19,018.39-
73,184.2300	GNMA GTD REMIC P/T 07-75 C VAR RT 09/18/2038 DD 11/01/07 37611CAC0 CRA ADVISORS	73,184.23	101.1050	73,992.92	808.89
718.5800	GNMA GTD REMIC P/T 09-49 A 3.438% 08/18/2034 DD 07/01/09 38373M7V8 CRA ADVISORS	713.34	99.9880	718.33	4.99
400,000.0000	GNMA GTD REMIC P/T 10-13 B VAR RT 10/18/2040 DD 02/01/10 38378GFE5 CRA ADVISORS	408,582.50	108.3050	425,220.00	18,857.50

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP 2013-12-31 CYCLE A 23.40.17 RUN DATE: 13-MAR-14
 A18 G000100 MARY REYNOLDS BABCOCK 31 DECEMBER 2013 PAGE: 5
 MARY REYNOLD COMBINE M1111

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140
 Investment Holdings
 FYE 12/31/2012

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
250,000.0000	GNMA GTD REMIC P/T 10-72 B 3.459% 05/16/2038 DD 08/01/10 38378GQY9 CRA ADVISORS	248,908.25	103.5160	258,790.00	9,883.75
275,000.0000	GNMA GTD REMIC P/T 11-184 AB VAR RT 04/16/2048 DD 12/01/11 38378BAJ8 CRA ADVISORS	287,987.30	103.3740	284,278.50	3,708.80-
548,508.8600	GNMA GTD REMIC P/T 13-126 A VAR RT 10/16/2047 DD 08/01/13 38378KD71 CRA ADVISORS	542,411.04	97.0220	530,234.80	12,176.24-
200,000.0000	JONESBORO AR ECON DEV REVENUE 3.375% 10/01/2018 DD 10/27/10 480258AH5 CRA ADVISORS	197,596.00	99.6910	199,382.00	1,786.00
90,000.0000	KENTUCKY ST HSG CORP HSG REVEN 6.080% 07/01/2038 DD 08/30/07 49130TBS4 CRA ADVISORS	91,800.00	101.9960	91,798.40	3.80-
70,000.0000	KENTUCKY ST HSG CORP HSG REVEN 4.250% 07/01/2033 DD 08/27/12 49130TPR1 CRA ADVISORS	72,598.40	103.0700	72,149.00	449.40-



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011

A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

INVESTMENT DETAIL W/ CUSIP
31 DECEMBER 2013

2013-12-31 CYCLE A 23:40.17 RUN DATE: 13-MAR-14
PAGE: 8
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
80,000.0000	MISSISSIPPI ST HOME CORP 4.950% 08/20/2017 DD 07/01/08 80535NBT3 CRA ADVISORS	80,000.00	100.2040	80,122.40	122.40
105,000.0000	MISSISSIPPI ST 3.543% 10/01/2023 DD 10/26/11 8055808U8 CRA ADVISORS	105,000.00	97.0080	101,858.30	3,143.70-
90,000.0000	MISSISSIPPI ST 1.900% 12/01/2019 DD 10/30/12 805581CM7 CRA ADVISORS	90,558.90	95.8950	86,125.50	4,433.40-
385,000.0000	NORTH CAROLINA ST HSG FIN AGYH 3.802% 07/01/2022 DD 11/21/13 858207PU3 CRA ADVISORS	385,000.00	97.2970	355,134.05	9,865.95-
2,437,079.8930	PIMCO TOTAL RETURN FUND 893390700 PIMCO	25,878,738.08	10.8900	26,052,384.08	175,647.98
242,349.5900	SBA GTD PARTN CTFS 2007-20E 1 5.310% 05/01/2027 DD 05/16/07 83182CRA3 CRA ADVISORS	259,465.53	109.0240	264,219.22	4,753.69
174,888.0100	SBA GTD PARTN CTFS 2010-20B 1 4.140% 02/01/2030 DD 02/17/10 83182CTB9 CRA ADVISORS	192,265.30	104.8760	183,413.45	8,851.85-

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP 2013-12-31 CYCLE A 23.40.17 RUN DATE: 13-MAR-14
 A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE
 PAGE: 7 M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
188,792.8080	SBA GTD LN POOL CTFS #507529 VAR RT 11/25/2030 DD 12/01/05 83184JLJ3 CRA ADVISORS	188,301.84	99.3680	165,735.14	588.50-
5,218.8700	SBA GTD LN POOL CTFS #508890 VAR RT 08/25/2020 DD 07/01/10 83184K2X0 CRA ADVISORS	5,282.52	100.2950	5,232.26	30.28-
57,279.7800	SBA GTD LN POOL CTF #508901 VAR RT 07/25/2020 DD 08/01/10 83184K3J0 CRA ADVISORS	57,279.79	99.8670	57,089.05	190.74-
195,000.0000	SOUTH CAROLINA ST HSG FIN & DE 2.524% 01/01/2019 DD 09/28/12 83712DSK3 CRA ADVISORS	195,000.00	96.1820	187,554.90	7,445.10-
100,000.0000	VIRGINIA ST HSG DEV AUTH 8.360% 11/01/2038 DD 09/20/07 92812QUE5 CRA ADVISORS	102,444.00	104.8070	104,807.00	2,363.00
75,000.0000	VIRGINIA ST HSG DEV AUTH 4.880% 08/01/2014 DD 03/30/09 92812QXH5 CRA ADVISORS	81,380.00	102.1120	78,584.00	4,776.00-

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140
 Investment Holdings
 FYE 12/31/2012



BNY MELLON

2013-12-31 CYCLE A 23:40.17 RUN DATE: 13-MAR-14
PAGE: 8
M1111

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP
31 DECEMBER 2013

A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
205,858.4470	VIRGINIA ST HSG DEV AUTH CMWLT 5.500% 08/25/2034 DD 06/01/04 92812T8P9 CRA ADVISORS	207,044.74	103.7070	213,280.13	8,235.39
120,000.0000	WEST VIRGINIA ST HSG DEV FUND 3.122% 05/01/2019 DD 09/14/11 95882MG38 CRA ADVISORS	123,480.00	99.5710	119,485.20	3,994.80-
120,000.0000	WEST VIRGINIA ST HSG DEV FUND 3.422% 11/01/2020 DD 09/14/11 95882MG81 CRA ADVISORS	120,000.00	99.5280	119,431.20	588.80-
250,000.0000	WEST VIRGINIA ST HSG DEV FUND 2.250% 05/01/2021 DD 05/09/13 95882MQ94 CRA ADVISORS	250,000.00	91.1220	227,805.00	22,195.00-
	TOTAL INVESTMENTS FIXED INCOME SECURITIES	34,037,974.23		34,152,141.91	114,187.88

INVESTMENTS EQUITY

1,030.0000	ENSTAR GROUP LIMITED SHS G3075P101 ADVISORY RESEARCH	88,532.26	138.9100	143,077.30	74,545.04
6,553.0000	ALEXANDER & BALDWIN INC 014491104 ADVISORY RESEARCH	182,381.84	41.7300	273,458.69	91,095.05

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP 2013-12-31 CYCLE A 23:40:17 RUN DATE: 13-MAR-14
 A18 G000100 MARY REYNOLDS BABCOCK 31 DECEMBER 2013 PAGE. 9
 MARY REYNOLD COMBINE M111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
10,000.0000	ALLERGAN INC/UNITED STATES 018490102 SAYBROOK CAPITAL	884,997.00	111.0800	1,110,800.00	225,803.00
1,170.0000	APPLE INC 037833100 SAYBROOK CAPITAL	612,881.94	561.0200	656,393.40	43,531.48
7,710.0000	ASSOCIATED BANC-CORP 045487105 ADVISORY RESEARCH	108,716.16	17.4000	134,154.00	25,437.84
11,500.0000	AUTOMATIC DATA PROCESSING INC 053015103 SAYBROOK CAPITAL	410,166.20	80.7990	929,188.50	519,022.30
5,781.0000	BANKUNITED INC 06852K103 ADVISORY RESEARCH	141,627.30	32.9200	189,852.12	48,024.82
11,000.0000	BERKSHIRE HATHAWAY INC 084870702 SAYBROOK CAPITAL	791,640.82	118.5800	1,304,180.00	512,519.18
487.0000	BIGLARI HOLDINGS INC 08988R101 ADVISORY RESEARCH	209,555.01	508.8400	246,733.88	37,178.87
6,893.0000	BOISE CASCADE LLC 09739D100 ADVISORY RESEARCH	188,457.73	29.4800	197,309.64	8,851.91

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140
 Investment Holdings
 FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP 2013-12-31 CYCLE A 23:40.17 RUN DATE: 13-MAR-14
 A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE
 PAGE: 10 M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
289,093.9770	CALVERT EQUITY PORTFOLIO 131818795 MRBF CALVERT EQUITY	12,783,715.88	52.1800	15,084,923.72	2,301,207.84
5,230.0000	CAPITAL BANK FINANCIAL CORP 139794101 ADVISORY RESEARCH	115,876.16	22.7500	118,982.50	3,106.34
8,127.0000	CARRIZO OIL & GAS INC 144577103 ADVISORY RESEARCH	208,500.52	44.7700	363,845.79	155,345.27
1,500.0000	CASEY'S GENERAL STORES INC 147528103 ADVISORY RESEARCH	51,938.14	70.2500	105,375.00	53,438.86
8,000.0000	CATERPILLAR INC 149123101 SAYBROOK CAPITAL	416,148.80	90.8100	726,480.00	310,331.20
383,110.6990	COHEN & STEERS INSTITUTIONAL G 19248K107 COHEN STEERS	8,389,661.63	22.5800	8,199,039.58	1,809,377.95
4,770.0000	CORE-MARK HOLDING CO INC 218681104 ADVISORY RESEARCH	196,921.71	75.9300	362,186.10	165,284.39
2,850.0000	DELEK US HOLDINGS INC 248647101 ADVISORY RESEARCH	80,322.01	34.4100	91,186.50	10,864.49

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140
 Investment Holdings
 FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP 2013-12-31 CYCLE A 23.40.17 RUN DATE: 13-MAR-14
 A18 G000100 MARY REYNOLDS BARCOCK MARY REYNOLD COMBINE
 PAGE: 11 M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
2,670.0000	DELTIC TIMBER CORP 247850100 ADVISORY RESEARCH	153,119.92	87.9400	181,399.80	28,279.88
27,584.0000	DESTINATION XL GROUP INC 25085K104 ADVISORY RESEARCH	139,547.58	6.5400	180,399.38	40,851.80
8,000.0000	DIAGEO PLC ADR 25243Q205 SAYBROOK CAPITAL	537,473.14	132.4200	1,059,380.00	521,888.88
2,880.0000	DOMINION DIAMOND CORP COM 257287102 ADVISORY RESEARCH	42,825.72	14.3600	41,358.80	1,468.92-
6,000.0000	EBAY INC 278842103 SAYBROOK CAPITAL	300,793.20	54.8650	329,190.00	28,398.80
5,035.0000	ENCORE CAPITAL GROUP INC 292554102 ADVISORY RESEARCH	184,085.50	50.2600	253,059.10	88,993.60
4,350.0000	ENCORE WIRE CORP 292582105 ADVISORY RESEARCH	88,950.57	54.2000	235,770.00	148,819.43

Mary Reyholds Babcock Foundation, Incorporated
 EIN: 56-0690140
 Investment Holdings
 FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011

A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

INVESTMENT DETAIL W/ CUSIP
31 DECEMBER 2013

2013-12-31 CYCLE A 23:40.17 RUN DATE: 13-MAR-14
PAGE: 12
M111

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
6,000.0000	EXXON MOBIL CORP 30231G102 SAYBROOK CAPITAL	524,340.00	101.2000	607,200.00	82,860.00
10,000.0000	FACTSET RESEARCH SYSTEMS INC 303075105 SAYBROOK CAPITAL	544,775.77	108.5800	1,085,800.00	541,024.23
4,880.0000	FOOT LOCKER INC 344849104 ADVISORY RESEARCH	94,088.32	41.4400	193,939.20	99,852.88
8,820.0000	FORESTAR GROUP INC 346233109 ADVISORY RESEARCH	145,558.07	21.2700	145,081.40	494.87-
2,942.0000	GATX CORP 381448103 ADVISORY RESEARCH	76,734.17	52.1700	153,484.14	76,749.97
46,000.0000	GENERAL ELECTRIC CO 369804103 SAYBROOK CAPITAL	1,149,580.59	28.0300	1,289,380.00	139,799.41
1,540.0000	GOOGLE INC 38259F508 SAYBROOK CAPITAL	541,188.86	1,120.7100	1,725,893.40	1,184,724.74
6,280.0000	GULFPORT ENERGY CORP 402635304 ADVISORY RESEARCH	285,288.55	83.1300	395,193.80	109,925.25

Mary Reyholds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP 2013-12-31 CYCLE A 23:40.17 RUN DATE: 13-MAR-14
 A18 G000100 MARY REYNOLDS BABCOCK MARY REYNOLD COMBINE PAGE: 13
 M1111

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
16,838.0000	HGREGG INC 42833L108 ADVISORY RESEARCH	282,318.24	13.9700	232,404.92	29,911.32-
14,000.0000	HONEYWELL INTERNATIONAL INC 438518108 SAYBROOK CAPITAL	829,212.22	91.3700	1,279,180.00	849,987.78
11,200.0000	INTREPID POTASH INC 48121Y102 ADVISORY RESEARCH	211,580.33	15.8400	177,408.00	34,172.33-
8,180.0000	INVESTORS BANCORP INC 46148P102 ADVISORY RESEARCH	85,171.50	25.5800	157,572.80	72,401.30
10,000.0000	JOHNSON & JOHNSON 478180104 SAYBROOK CAPITAL	559,743.36	91.5900	915,900.00	358,158.64
11,020.0000	KENNEDY-WILSON HOLDINGS INC 489398107 ADVISORY RESEARCH	209,954.98	22.2500	245,195.00	35,240.02
5,930.0000	MDC HOLDINGS INC 552878108 ADVISORY RESEARCH	178,452.58	32.2400	191,183.20	14,730.82
1,850.0000	MARCUS CORP 588330108 ADVISORY RESEARCH	28,080.75	13.4400	24,884.00	3,218.75-

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140
 Investment Holdings
 FYE 12/31/2012



BNY MELLON

2013-12-31 CYCLE A 23:40.17 RUN DATE: 13-MAR-14
PAGE. 14
M1111

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP
A18 G000100 31 DECEMBER 2013
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
29,000.0000	MONDELEZ INTERNATIONAL INC 809207105 SAYBROOK CAPITAL	509,270.48	35.3000	1,023,700.00	514,429.54
8,110.0000	NATIONAL BANK HOLDINGS CORP 833707104 ADVISORY RESEARCH	172,740.23	21.4000	194,954.00	22,213.77
2,102.0000	NAVIGATORS GROUP INC/THE 838904102 ADVISORY RESEARCH	94,949.89	83.1800	132,782.32	37,812.83
18,000.0000	NESTLE SA ADR 841089408 SAYBROOK CAPITAL	819,840.00	73.4240	1,174,784.00	554,944.00
10,000.0000	NORFOLK SOUTHERN CORP 855844108 SAYBROOK CAPITAL	845,370.40	92.8300	928,300.00	282,929.60
18,780.0000	NORTHFIELD BANCORP INC/NJ 88611T108 ADVISORY RESEARCH	199,512.25	13.2000	221,498.00	21,983.75
4,340.0000	OSHKOSH CORP 888239201 ADVISORY RESEARCH	175,801.28	50.3800	218,849.20	43,047.92
3,870.0000	OWENS CORNING 890742101 ADVISORY RESEARCH	154,808.75	40.7200	157,588.40	2,779.65

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP
31 DECEMBER 2013

2013-12-31 CYCLE A 23:40.17 RUN DATE: 13-MAR-14
PAGE: 15
M1111

A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
7,000.0000	PROCTER & GAMBLE CO/THE 742718109 SAYBROOK CAPITAL	381,319.40	81.4100	569,870.00	188,550.60
2,880.0000	RAYMOND JAMES FINANCIAL INC 754730109 ADVISORY RESEARCH	87,380.28	52.1900	149,263.40	81,883.14
188,856.9090	T ROWE PRICE NEW HORIZONS FUND 779562107 T ROWE PRICE NEW HOR	8,481,946.82	46.2700	8,729,155.18	2,247,208.36
12,000.0000	SCHLUMBERGER LTD 808857108 SAYBROOK CAPITAL	748,748.29	90.1100	1,081,320.00	332,571.71
3,280.0000	SCHNITZER STEEL INDUSTRIES INC 80882108 ADVISORY RESEARCH	104,345.79	32.6700	107,157.60	2,811.81
8,573.0000	SILVER BAY REALTY TRUST CORP 82735Q102 ADVISORY RESEARCH	160,832.91	15.9900	137,082.27	23,750.84
5,970.0000	SINCLAIR BROADCAST GROUP INC 829226109 ADVISORY RESEARCH	159,199.35	35.7300	213,308.10	54,108.75
23,000.0000	SOUTHWESTERN ENERGY CO 845487109 SAYBROOK CAPITAL	833,086.53	39.3300	904,590.00	71,503.47

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP 2013-12-31 CYCLE A 23.40.17 RUN DATE: 13-MAR-14
 A18 G000100 MARY REYNOLDS BARCOCK MARY REYNOLD COMBINE 31 DECEMBER 2013 PAGE: 18 M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
4,770.0000	SUSSEX HOLDINGS CORP 869233108 ADVISORY RESEARCH	221,653.98	65.4900	312,387.30	90,733.32
14,810.0000	SYMETRA FINANCIAL CORP 87151Q106 ADVISORY RESEARCH	195,318.99	18.9600	280,797.60	85,478.61
8,779.0000	TELETECH HOLDINGS INC 879939108 ADVISORY RESEARCH	148,833.58	23.9400	210,169.28	61,335.88
10,830.0000	TESCO CORP 88157K101 ADVISORY RESEARCH	152,328.81	19.7800	214,217.40	61,888.79
8,250.0000	3M CO 88579Y101 SAYBROOK CAPITAL	481,570.00	140.2500	876,562.50	394,992.50
1,580.0000	VAIL RESORTS INC 91879Q109 ADVISORY RESEARCH	73,879.43	75.2300	118,863.40	45,183.97
8,700.0000	VIAD CORP 92552R408 ADVISORY RESEARCH	168,784.88	27.7800	188,126.00	19,361.12
1,500.0000	VISA INC 92826C839 SAYBROOK CAPITAL	302,448.95	222.6800	334,020.00	31,573.05

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140
 Investment Holdings
 FYE 12/31/2012



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT DETAIL W/ CUSIP 2013-12-31 CYCLE A 23.40.17 RUN DATE. 13-MAR-14 PAGE. 17
A18 G000100 M1111
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
20,000.00000	VODAFONE GROUP PLC ADR 92857W209 SAYBROOK CAPITAL	507,706.00	39.3100	788,200.00	278,494.00
11,252,788.2100	VONTOBEL GLOBAL EMERG MARKETS 99VVASHK6 MRBF VONTOBEL GLOBAL	11,708,320.00	1.0000	11,252,788.21	455,551.79-
8,405.8900	MESIROW HINSDALE AVENUE FUND 99VVA TK04 ALT FUNDS	8,405,889.92	1,075.2853	9,038,515.10	832,825.18
338,735.5420	SILCHESTER INTERNATIONAL VALUE OFFSHORE CL A NON-RSTRD SER 08 999E18942 SILCHESTER	18,505,920.58	104.8367	35,234,898.92	18,728,978.34
158,849.8780	MRBF-NORTHERN TRUSTRUSSELL 100 VALUEPASSIVE STRATEGY 999F61549 NORTHERN TRUST	18,479,895.01	155.5380	24,707,208.05	8,227,313.04
	TOTAL INVESTMENTS EQUITY	99,849,876.95		140,833,851.65	41,183,974.70
	TOTAL INVESTMENT	134,141,755.29		175,439,897.67	41,298,142.38

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140
Investment Holdings
FYE 12/31/2012



BNY MELLON

2013-12-31 CYCLE A 23:40.17 RUN DATE: 13-MAR-14
PAGE: 1
M1001

TRDA18 A18G00010000 ANNUAL FINAL 234011 INVESTMENT SUMMARY 31 DECEMBER 2013

A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

<u>INVESTMENT DISTRIBUTION</u>	<u>COST</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
CASH EQUIVALENTS	453,904.11	453,904.11	0.00
FIXED INCOME SECURITIES	34,037,974.23	34,152,141.91	114,167.68
EQUITY	99,849,876.95	140,833,851.85	41,183,974.70
TOTAL INVESTMENTS	134,141,755.29	175,439,897.87	41,298,142.38

Less: Cash Equivalents

Plus: Mesirow balance adjustment

Total Investments, Total Market Value, 990-PF, Part II, Lines 10A, 10B, & 10C

Less: 990-PF, Part II, Line 10A

Less: 990-PF, Part II, Line 10C

Total 990-PF Part II Line 10B

(453,904)
135,500
175,121,494
(7,832,433)
(267,324)
167,021,737

Mary Reyholds Babcock Foundation, Incorporated
EIN. 56-0690140
Investment Holdings
FYE 12/31/2012

MARY REYNOLDS BABCOCK FOUNDATION, INCORPORATED
56-0690140

CORPORATE STOCK
ADDITIONAL INFORMATION FOR STATEMENT 10
FORM 990-PF, PART II, LINE 10

Common Stock Account Number	Book Value	Fair Market Value
000500701	\$ 20,698,272	\$ 20,698,272
000500706	\$ 8,729,155	8,729,155
Total Common Stock	\$ 29,427,427	\$ 29,427,427

Mutual Funds Account Number	Book Value	Fair Market Value
000500703	\$ 26,052,384	\$ 26,052,384
000500704	\$ 24,707,208	24,707,208
000500705	\$ 35,234,899	35,234,899
000500707	\$ 7,889,071	7,889,071
000500708	\$ 15,084,924	15,084,924
000500709	\$ 11,252,768	11,252,768
000505392	\$ 8,199,040	8,199,040
Total Mutual Funds	\$ 128,420,294	\$ 128,420,294

Hedge Funds Account Number	Book Value	Fair Market Value
000500709	\$ 9,174,016	\$ 9,174,016
Total Funds-Fixed	\$ 9,174,016	\$ 9,174,016

Corporate Stock:	Book Value	Fair Market Value
Total Common Stock	\$ 29,427,427	\$ 29,427,427
Total Mutual Funds	\$ 128,420,294	\$ 128,420,294
Total Funds-Fixed	9,174,016	9,174,016
Total Corporate Stock,	167,021,737	167,021,737

to 990-PF, Part II, Line 10B

MARY REYNOLDS.BABCOCK FOUNDATION, INC

EIN 56-0690140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-570 000 SALES		1/14/2013	19 159 61	-10 072.64	9 086.97
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-1,070 000 SALES		1/23/2013	37,780 96	-18,908.29	18,872.67
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	580 000 SALES		2/26/2013	23,384 32	-10,249.35	13 134.97
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-19 000 SALES		3/1/2013	817 60	-335 75	481 85
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-72 000 SALES		3/1/2013	3 083 77	1,272.33	1,821 44
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-270 000 SALES		3/4/2013	11 602.93	-4 771.25	6 831 68
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-119 000 SALES		3/4/2013	5 107 74	2,102.88	3 004.86
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	550 000 SALES		3/13/2013	25 476 41	-6,719.22	15,757 19
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	330 000 SALES		3/22/2013	14,633 49	-5,831 53	8,801.96
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	50 000 SALES		4/4/2013	2,210 02	-883.56	1,326 46
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-50 000 SALES		4/4/2013	2,207 55	-883 57	1,323 98
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-200 000 SALES		4/8/2013	8,124 37	-3 534.26	4,590 11
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-90 000 SALES		4/8/2013	3,708 81	-1,590 42	2,118 39
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	-610 000 SALES		4/15/2013	26,240 88	10,779 49	15,461 39
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	760 000 SALES		4/26/2013	30 706 88	13,430 19	17,276 69
ADVISORY RESEARCH	02916P103	AMERICAN RAILCAR INDUSTRIES IN	796 000 SALES		5/28/2013	27 590 46	-14 066 35	13,524 11
ADVISORY RESEARCH	032657207	ANALOGIC CORP	140 000 SALES		2/19/2013	10,468 26	7,650.29	2,817 97
ADVISORY RESEARCH	032657207	ANALOGIC CORP	130 000 SALES		2/19/2013	9,749 21	7 103 84	2,645 37
ADVISORY RESEARCH	032657207	ANALOGIC CORP	150 000 SALES		2/21/2013	11,225 22	-8 196 74	3,028 48
ADVISORY RESEARCH	032657207	ANALOGIC CORP	-420 000 SALES		2/25/2013	31,631 88	22,950 86	8,681 02
ADVISORY RESEARCH	032657207	ANALOGIC CORP	100 000 SALES		3/7/2013	7 417 18	5 464 49	1 952 69
ADVISORY RESEARCH	032657207	ANALOGIC CORP	-50 000 SALES		3/7/2013	3,719 69	2 732.25	987 44
ADVISORY RESEARCH	032657207	ANALOGIC CORP	-270 000 SALES		3/11/2013	19 825 47	-14,754 12	5 171 35
ADVISORY RESEARCH	032657207	ANALOGIC CORP	-430 000 SALES		3/19/2013	34,171 59	-23 497 31	10 674.28
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-520 000 SALES		7/12/2013	28,238 41	22,753 58	5 484 83
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-60 000 SALES		7/30/2013	3 542 14	2,625 41	916 73
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-627 000 SALES		7/30/2013	36,946 45	27,435 57	9,510 88
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-73 000 SALES		7/31/2013	4,302 09	-3,194 25	1,107.84
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-176 000 SALES		8/13/2013	10,776 89	7,438 67	3,338.22
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-150 000 SALES		8/16/2013	10 016 82	-6 563 53	3,453.29
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-60 000 SALES		8/16/2013	4 017 54	2,625 41	1,392.13
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	170 000 SALES		8/19/2013	11 407 04	7,438 67	3,968 37
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	190 000 SALES		8/21/2013	12 594 88	-8,313 81	4,281 07
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-90 000 SALES		8/22/2013	5 641 08	3,938 12	1,902.96
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-120 000 SALES		9/11/2013	7,708 40	5,250 83	2,457 57
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-190 000 SALES		9/11/2013	12,214 23	-8,313 81	3,900 42
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-196 000 SALES		9/13/2013	13,194 16	-8 576 35	4 617 81
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	560 000 SALES		10/15/2013	38,510 58	-24 503 86	14 006 72
ADVISORY RESEARCH	034164103	ANDERSONS INC/THE	-514 000 SALES		10/24/2013	36 819 33	-22 491 04	14 328 29
ADVISORY RESEARCH	049164205	ATLAS AIR WORLDWIDE HOLDINGS I	120 000 SALES		2/8/2013	5 330 06	5 402.18	-72 10
ADVISORY RESEARCH	049164205	ATLAS AIR WORLDWIDE HOLDINGS I	110 000 SALES		2/8/2013	4 911 31	-4,952 00	-40 69
ADVISORY RESEARCH	049164205	ATLAS AIR WORLDWIDE HOLDINGS I	-270 000 SALES		2/13/2013	11 998 42	12,154 91	-156 49
ADVISORY RESEARCH	049164205	ATLAS AIR WORLDWIDE HOLDINGS I	-560 000 SALES		2/19/2013	25 885 02	25 210 18	674 84
ADVISORY RESEARCH	049164205	ATLAS AIR WORLDWIDE HOLDINGS I	-170 000 SALES		2/19/2013	7 774 77	7,653 09	121 68
ADVISORY RESEARCH	049164205	ATLAS AIR WORLDWIDE HOLDINGS I	-1 420 000 SALES		3/1/2013	66 085 31	-63,825 83	2,159 48
ADVISORY RESEARCH	053807103	AVNET INC	740 000 SALES		4/26/2013	23,722 01	11 854 81	11 767 20
ADVISORY RESEARCH	053807103	AVNET INC	-100 000 SALES		4/26/2013	3,209 42	-1 615 52	1,593 90
ADVISORY RESEARCH	053807103	AVNET INC	270 000 SALES		4/29/2013	8,861 12	-4 381 89	4 499 23
ADVISORY RESEARCH	053807103	AVNET INC	1,030 000 SALES		5/2/2013	32,729 67	-16,639 80	16,089 87
ADVISORY RESEARCH	053807103	AVNET INC	190 000 SALES		5/8/2013	6 230 91	-3 069 48	3 161 43
ADVISORY RESEARCH	053807103	AVNET INC	500 000 SALES		5/8/2013	16 386 43	-8,077 58	8,308 85
ADVISORY RESEARCH	053807103	AVNET INC	240 000 SALES		5/9/2013	7,854 37	3,877 24	3,977 13
ADVISORY RESEARCH	053807103	AVNET INC	1,050 000 SALES		5/23/2013	35,442 16	16,962.90	18 479.26
ADVISORY RESEARCH	053807103	AVNET INC	-990 000 SALES		5/29/2013	33,382 41	15,993 60	17,388 81
ADVISORY RESEARCH	080555105	BELO CORP	-3,898 000 SALES		6/18/2013	53,087 24	-43,566 45	9 530 79
ADVISORY RESEARCH	080555105	BELO CORP	5 052 000 SALES		6/18/2013	68,826 73	56 464.26	12,362 47
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-420 000 SALES		5/8/2013	24,835 18	14 542.68	10 392 50
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-150 000 SALES		6/5/2013	9 178 84	5 183 81	3 984 83
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-50 000 SALES		6/5/2013	3,037 94	1,731.27	1 306 67
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-255 000 SALES		6/6/2013	15 471 83	-8,829 48	6,642.35
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-40 000 SALES		6/6/2013	2,424 75	1,385 02	1,039 73
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	25 000 SALES		6/7/2013	1,517 16	-865 84	651 52
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-130 000 SALES		7/25/2013	8,893 11	-4,501 31	4,391 80
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	10 000 SALES		10/4/2013	745 33	-348 25	399 08
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	20 000 SALES		10/4/2013	1,483 00	-682 51	790 49
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	28 000 SALES		10/9/2013	2,024 45	-869 51	1,054 94
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	172 000 SALES		10/9/2013	12,398 83	5,955 57	6,443 26
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	100 000 SALES		10/10/2013	7,168 27	-3,462 54	3,705 73
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-22 000 SALES		10/11/2013	1,577 92	-761 78	816.16
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-33 000 SALES		10/11/2013	2,378 05	1,142 84	1,235 21
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	-50 000 SALES		10/15/2013	3,817 75	1,731.27	1,886 48
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	20 000 SALES		10/15/2013	1,435 57	-692 51	743 06
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	22 000 SALES		10/16/2013	1,595 30	761 78	833 54
ADVISORY RESEARCH	147528103	CASEY'S GENERAL STORES INC	73 000 SALES		10/16/2013	5,351 50	2,527 68	2,823 84

MARY REYNOLDS_BABCOCK FOUNDATION, INC

EIN 56-0690140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
ADVISORY RESEARCH	168615102	CHICO'S FAS INC	1,470 000 SALES		1/9/2013	27,259.35	13,699.68	13,559.67
ADVISORY RESEARCH	168615102	CHICO'S FAS INC	1,560 000 SALES		1/15/2013	27,040.43	-14,538.44	12,501.99
ADVISORY RESEARCH	168615102	CHICO'S FAS INC	1,820 000 SALES		1/24/2013	33,588.61	16,961.51	16,627.10
ADVISORY RESEARCH	168615102	CHICO'S FAS INC	1,710 000 SALES		1/29/2013	30,443.64	-15,938.37	14,507.27
ADVISORY RESEARCH	22662X100	CRIMSON WINE GROUP LTD	-498 000 SALES		4/25/2013	4,442.88	-1,805.10	2,637.78
ADVISORY RESEARCH	247850100	DELTAIC TIMBER CORP	-330 000 SALES		3/21/2013	23,514.77	18,924.93	4,689.84
ADVISORY RESEARCH	247850100	DELTAIC TIMBER CORP	-574 000 SALES		7/2/2013	36,144.15	32,917.92	3,226.23
ADVISORY RESEARCH	247850100	DELTAIC TIMBER CORP	-6 000 SALES		7/12/2013	377.81	-344.09	33.72
ADVISORY RESEARCH	247850100	DELTAIC TIMBER CORP	10 000 SALES		7/15/2013	630.34	573.48	56.86
ADVISORY RESEARCH	257287102	DOMINION DIAMOND CORP	-392 000 SALES		11/13/2013	5,405.15	-5,829.06	-423.91
ADVISORY RESEARCH	257287102	DOMINION DIAMOND CORP	-1,468 000 SALES		11/20/2013	19,792.25	21,829.22	-2,036.97
ADVISORY RESEARCH	257287102	DOMINION DIAMOND CORP	-250 000 SALES		11/26/2013	3,345.12	-3,717.51	-372.39
ADVISORY RESEARCH	257287102	DOMINION DIAMOND CORP	-200 000 SALES		11/26/2013	2,694.19	-2,974.01	-279.82
ADVISORY RESEARCH	257287102	DOMINION DIAMOND CORP	-594 000 SALES		11/27/2013	8,019.04	-8,832.81	-813.77
ADVISORY RESEARCH	257287102	DOMINION DIAMOND CORP	146 000 SALES		11/27/2013	1,978.64	2,171.03	194.39
ADVISORY RESEARCH	257287102	DOMINION DIAMOND CORP	376 000 SALES		12/10/2013	5,071.74	5,591.14	519.40
ADVISORY RESEARCH	257287102	DOMINION DIAMOND CORP	-81 000 SALES		12/10/2013	1,089.84	1,204.47	114.63
ADVISORY RESEARCH	257287102	DOMINION DIAMOND CORP	2,045 000 SALES		12/11/2013	27,694.33	30,409.24	2,714.91
ADVISORY RESEARCH	257287102	DOMINION DIAMOND CORP	-268 000 SALES		12/11/2013	3,640.71	-3,985.17	-344.46
ADVISORY RESEARCH	26926V107	EV ENERGY PARTNER LP	520 000 SALES		1/23/2013	30,463.30	19,740.08	10,723.22
ADVISORY RESEARCH	26926V107	EV ENERGY PARTNER LP	540 000 SALES		1/31/2013	31,238.79	-20,499.32	10,737.47
ADVISORY RESEARCH	292526105	ENCORE WIRE CORP	110 000 SALES		3/25/2013	3,792.30	2,198.75	1,593.55
ADVISORY RESEARCH	292526105	ENCORE WIRE CORP	240 000 SALES		3/25/2013	8,286.10	-4,797.27	3,488.83
ADVISORY RESEARCH	344849104	FOOT LOCKER INC	-940 000 SALES		2/19/2013	31,644.39	18,897.68	12,746.71
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	-2,210 000 SALES		3/25/2013	49,939.38	36,225.18	13,714.18
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	-1,810 000 SALES		4/16/2013	42,035.03	29,668.58	12,366.45
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	320 000 SALES		5/22/2013	7,995.98	5,245.27	2,750.71
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	180 000 SALES		5/22/2013	4,494.49	2,950.47	1,544.02
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	1,230 000 SALES		5/31/2013	31,128.91	20,161.53	10,967.38
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	1,450 000 SALES		7/1/2013	36,355.36	-23,767.65	12,587.71
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	-60 000 SALES		8/19/2013	1,640.97	-983.49	657.48
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	50 000 SALES		8/19/2013	1,371.40	-819.57	551.83
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	-30 000 SALES		8/23/2013	792.75	-491.74	301.01
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	150 000 SALES		8/23/2013	3,971.18	2,458.72	1,512.46
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	-435 000 SALES		8/29/2013	11,451.18	7,130.30	4,320.88
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	-253 000 SALES		8/29/2013	6,634.55	-4,147.05	2,487.50
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	-482 000 SALES		8/30/2013	12,570.82	-7,900.70	4,670.12
ADVISORY RESEARCH	377316104	PH GLATFELTER CO	-2,557 000 SALES		9/11/2013	64,884.27	-41,813.02	22,971.25
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	-610 000 SALES		5/20/2013	13,687.97	-5,731.12	7,956.85
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	-200 000 SALES		7/26/2013	4,967.55	1,879.06	3,088.49
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	-190 000 SALES		7/30/2013	4,716.22	1,785.10	2,931.12
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	-350 000 SALES		7/30/2013	8,664.58	3,298.35	5,376.23
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	1,000 000 SALES		8/2/2013	24,755.18	-9,395.28	15,359.88
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	178 000 SALES		8/15/2013	4,449.03	1,672.36	2,776.67
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	195 000 SALES		8/15/2013	4,875.01	1,832.08	3,042.93
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	1,087 000 SALES		8/19/2013	26,732.66	10,212.67	16,519.99
ADVISORY RESEARCH	421906108	HEALTHCARE SERVICES GROUP INC	-1,402 000 SALES		9/6/2013	33,919.53	13,172.18	20,747.35
ADVISORY RESEARCH	46121Y102	INTREPID POTASH INC	-870 000 SALES		7/1/2013	16,505.61	-19,421.91	-2,916.30
ADVISORY RESEARCH	46146P102	INVESTORS BANCORP INC	-1,450 000 SALES		2/14/2013	26,520.19	-20,048.48	6,471.71
ADVISORY RESEARCH	46146P102	INVESTORS BANCORP INC	200 000 SALES		7/12/2013	4,489.92	2,765.31	1,724.61
ADVISORY RESEARCH	46146P102	INVESTORS BANCORP INC	70 000 SALES		7/12/2013	1,562.83	967.86	594.97
ADVISORY RESEARCH	46146P102	INVESTORS BANCORP INC	2,410 000 SALES		7/17/2013	53,177.89	-33,321.96	19,855.93
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-4 000 SALES		1/9/2013	253.43	153.65	99.78
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	234 000 SALES		1/31/2013	14,621.11	-8,968.50	5,652.61
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	100 000 SALES		1/31/2013	6,256.39	-3,841.24	2,415.15
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	100 000 SALES		2/7/2013	6,223.88	3,841.24	2,382.62
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-90 000 SALES		2/8/2013	5,582.57	-3,457.11	2,125.46
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-186 000 SALES		2/8/2013	11,529.15	7,144.70	4,384.45
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-520 000 SALES		2/15/2013	32,934.55	-19,974.44	12,960.11
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-480 000 SALES		3/21/2013	30,760.83	-18,437.94	12,322.89
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-100 000 SALES		4/11/2013	8,221.86	-3,841.24	2,380.62
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	20 000 SALES		4/12/2013	1,258.38	768.25	490.13
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-910 000 SALES		4/30/2013	57,832.48	-34,955.27	22,877.21
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	250 000 SALES		5/2/2013	15,792.14	-9,803.10	6,189.04
ADVISORY RESEARCH	483007704	KAISER ALUMINUM CORP	-268 000 SALES		5/3/2013	18,012.24	-10,985.94	7,026.30
ADVISORY RESEARCH	527288104	LEUCADIA NATIONAL CORP	-300 SALES		3/20/2013	8.13	-4.75	3.38
ADVISORY RESEARCH	527288104	LEUCADIA NATIONAL CORP	-3,450 000 SALES		6/13/2013	101,127.39	-54,629.39	46,498.00
ADVISORY RESEARCH	527288104	LEUCADIA NATIONAL CORP	-20 000 SALES		10/29/2013	585.88	-316.69	269.19
ADVISORY RESEARCH	527288104	LEUCADIA NATIONAL CORP	-20 000 SALES		10/29/2013	585.78	-316.69	269.09
ADVISORY RESEARCH	527288104	LEUCADIA NATIONAL CORP	-610 000 SALES		11/1/2013	17,617.10	-9,659.11	7,957.99
ADVISORY RESEARCH	527288104	LEUCADIA NATIONAL CORP	-1,210 000 SALES		11/27/2013	34,860.10	-19,159.87	15,700.23
ADVISORY RESEARCH	527288104	LEUCADIA NATIONAL CORP	2,861 000 SALES		12/9/2013	74,865.27	-42,610.93	32,254.34
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-73 000 SALES		7/29/2013	2,154.92	-1,713.95	440.97
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-36 000 SALES		7/29/2013	1,152.43	-915.67	236.76
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-25 000 SALES		7/30/2013	731.11	-586.97	144.14
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-25 000 SALES		7/30/2013	732.02	-586.97	145.05
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-318 000 SALES		8/2/2013	9,225.71	-7,468.23	1,759.48

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-150 000 SALES		8/15/2013	4,215.67	3,521.81	693.86
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	110 000 SALES		8/15/2013	3,085.18	2,582.86	502.32
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-921 000 SALES		8/19/2013	26,340.14	21,623.89	4,716.25
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-39 000 SALES		8/19/2013	1,116.16	-915.67	200.49
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	100 000 SALES		9/16/2013	2,733.99	2,347.87	386.12
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-400 000 SALES		9/16/2013	10,916.72	-9,391.48	1,525.24
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-100 000 SALES		9/17/2013	2,746.51	2,347.87	398.64
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	200 000 SALES		9/17/2013	5,476.90	-4,895.74	781.16
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	150 000 SALES		9/18/2013	4,121.17	3,521.81	599.36
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	100 000 SALES		9/18/2013	2,743.30	2,347.87	395.43
ADVISORY RESEARCH	55264U108	MB FINANCIAL INC	-1 390 000 SALES		9/18/2013	38,402.25	32,635.41	5,766.84
ADVISORY RESEARCH	566330106	MARCUS CORP	-1,540 000 SALES		9/24/2013	21,862.99	23,375.33	1,512.34
ADVISORY RESEARCH	566330106	MARCUS CORP	-1,280 000 SALES		10/28/2013	20,195.53	20,946.73	-751.20
ADVISORY RESEARCH	566330106	MARCUS CORP	-50 000 SALES		11/18/2013	4,962.91	5,312.58	-349.67
ADVISORY RESEARCH	566330106	MARCUS CORP	-250 000 SALES		11/18/2013	3,593.41	-3,794.70	201.29
ADVISORY RESEARCH	566330106	MARCUS CORP	175 000 SALES		11/20/2013	2,487.51	2,656.29	-168.78
ADVISORY RESEARCH	566330106	MARCUS CORP	-160 000 SALES		11/21/2013	2,275.18	2,428.61	-153.43
ADVISORY RESEARCH	566330106	MARCUS CORP	-160 000 SALES		11/21/2013	2,271.88	2,428.61	-156.73
ADVISORY RESEARCH	566330106	MARCUS CORP	-2,325 000 SALES		11/22/2013	33,713.32	-35,290.67	2,507.35
ADVISORY RESEARCH	576690101	MATERION CORP	-840 000 SALES		4/15/2013	23,718.20	23,162.54	555.66
ADVISORY RESEARCH	576690101	MATERION CORP	-428 000 SALES		5/22/2013	12,083.66	11,801.87	281.79
ADVISORY RESEARCH	576690101	MATERION CORP	-282 000 SALES		5/23/2013	7,399.57	7,224.51	175.06
ADVISORY RESEARCH	576690101	MATERION CORP	138 000 SALES		7/2/2013	3,727.93	-3,805.27	77.34
ADVISORY RESEARCH	576690101	MATERION CORP	-572 000 SALES		7/10/2013	15,999.13	15,772.59	226.54
ADVISORY RESEARCH	576690101	MATERION CORP	-480 000 SALES		7/18/2013	14,417.21	13,235.74	1,181.47
ADVISORY RESEARCH	576690101	MATERION CORP	-50 000 SALES		11/12/2013	1,499.92	1,378.72	121.20
ADVISORY RESEARCH	576690101	MATERION CORP	-50 000 SALES		11/12/2013	1,500.94	1,378.72	122.22
ADVISORY RESEARCH	576690101	MATERION CORP	-1,884 000 SALES		11/18/2013	55,047.07	-51,950.28	3,096.79
ADVISORY RESEARCH	576690101	MATERION CORP	-50 000 SALES		11/19/2013	1,455.97	-1,378.72	77.25
ADVISORY RESEARCH	576690101	MATERION CORP	-111 000 SALES		11/20/2013	3,200.66	-3,060.76	139.90
ADVISORY RESEARCH	576690101	MATERION CORP	145 000 SALES		11/21/2013	4,152.20	-3,998.30	153.90
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	-250 000 SALES		2/7/2013	7,327.76	5,811.89	1,515.87
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	250 000 SALES		2/7/2013	7,322.23	5,811.89	1,510.34
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	180 000 SALES		2/8/2013	5,362.61	-4,184.56	1,178.05
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	-440 000 SALES		2/8/2013	13,112.32	-10,228.93	2,883.39
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	200 000 SALES		2/11/2013	6,033.50	-4,649.52	1,383.98
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	100 000 SALES		2/11/2013	2,978.93	-2,324.76	654.17
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	-1,290 000 SALES		2/15/2013	37,747.90	-29,989.37	7,758.53
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	100 000 SALES		2/27/2013	2,829.97	2,324.76	505.21
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	570 000 SALES		2/27/2013	18,041.49	13,251.12	2,790.37
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	280 000 SALES		3/7/2013	8,071.96	-6,741.80	1,330.16
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	750 000 SALES		3/6/2013	20,821.71	17,435.68	3,386.03
ADVISORY RESEARCH	587118100	MEN'S WEARHOUSE INC/THE	-360 000 SALES		3/7/2013	10,020.15	-8,369.12	1,651.03
ADVISORY RESEARCH	608554200	MOLEX INC	-160 000 SALES		5/20/2013	3,966.01	-2,301.93	1,664.08
ADVISORY RESEARCH	608554200	MOLEX INC	-110 000 SALES		5/20/2013	2,736.00	-1,582.58	1,153.42
ADVISORY RESEARCH	608554200	MOLEX INC	-790 000 SALES		5/21/2013	19,763.30	11,365.77	8,397.53
ADVISORY RESEARCH	608554200	MOLEX INC	1,421 000 SALES		10/7/2013	54,369.07	20,444.00	33,925.07
ADVISORY RESEARCH	608554200	MOLEX INC	-629 000 SALES		10/7/2013	24,067.64	-9,049.45	15,018.19
ADVISORY RESEARCH	608554200	MOLEX INC	252 000 SALES		10/8/2013	9,641.35	3,625.54	6,015.81
ADVISORY RESEARCH	608554200	MOLEX INC	503 000 SALES		10/8/2013	19,239.41	7,236.68	12,002.73
ADVISORY RESEARCH	608554200	MOLEX INC	1,510 000 SALES		10/8/2013	57,740.18	21,724.44	36,015.74
ADVISORY RESEARCH	608554200	MOLEX INC	126 000 SALES		10/9/2013	4,821.93	-1,812.77	3,009.16
ADVISORY RESEARCH	608554200	MOLEX INC	-126 000 SALES		10/9/2013	4,820.67	1,812.77	3,007.90
ADVISORY RESEARCH	608554200	MOLEX INC	251 000 SALES		10/10/2013	9,599.33	-3,611.15	5,988.18
ADVISORY RESEARCH	608554200	MOLEX INC	582 000 SALES		10/10/2013	22,637.68	-8,517.13	14,120.55
ADVISORY RESEARCH	729132100	PLEXUS CORP	770 000 SALES		1/17/2013	19,136.77	23,240.71	-4,103.94
ADVISORY RESEARCH	729132100	PLEXUS CORP	180 000 SALES		2/20/2013	4,973.05	5,734.72	-761.67
ADVISORY RESEARCH	729132100	PLEXUS CORP	130 000 SALES		2/20/2013	3,398.12	3,923.76	-525.64
ADVISORY RESEARCH	729132100	PLEXUS CORP	70 000 SALES		2/21/2013	1,827.65	-2,112.79	285.14
ADVISORY RESEARCH	729132100	PLEXUS CORP	70 000 SALES		2/21/2013	1,825.93	-2,112.79	286.86
ADVISORY RESEARCH	729132100	PLEXUS CORP	-440 000 SALES		2/22/2013	11,420.60	13,280.41	-1,859.81
ADVISORY RESEARCH	729132100	PLEXUS CORP	-100 000 SALES		3/11/2013	2,398.04	-3,018.27	-620.23
ADVISORY RESEARCH	729132100	PLEXUS CORP	-100 000 SALES		3/12/2013	2,401.25	-3,018.27	-617.02
ADVISORY RESEARCH	729132100	PLEXUS CORP	-200 000 SALES		3/12/2013	4,809.89	-6,036.55	-1,226.66
ADVISORY RESEARCH	729132100	PLEXUS CORP	-210 000 SALES		3/13/2013	5,138.62	-6,338.38	-1,199.76
ADVISORY RESEARCH	729132100	PLEXUS CORP	-100 000 SALES		3/13/2013	2,444.72	-3,018.27	-573.55
ADVISORY RESEARCH	729132100	PLEXUS CORP	-420 000 SALES		3/15/2013	10,350.95	-12,678.78	2,325.81
ADVISORY RESEARCH	729132100	PLEXUS CORP	-100 000 SALES		3/15/2013	2,463.90	-3,018.27	-554.37
ADVISORY RESEARCH	729132100	PLEXUS CORP	240 000 SALES		3/22/2013	5,753.44	7,243.86	-1,490.42
ADVISORY RESEARCH	729132100	PLEXUS CORP	210 000 SALES		3/22/2013	2,636.64	3,320.11	-683.47
ADVISORY RESEARCH	729132100	PLEXUS CORP	-45 000 SALES		3/25/2013	1,106.37	1,358.22	-251.85
ADVISORY RESEARCH	754730109	RAYMOND JAMES FINANCIAL INC	730 000 SALES		1/31/2013	32,473.83	17,198.48	15,275.37
ADVISORY RESEARCH	754730109	RAYMOND JAMES FINANCIAL INC	270 000 SALES		1/31/2013	12,005.96	-6,361.07	5,844.91
ADVISORY RESEARCH	754730109	RAYMOND JAMES FINANCIAL INC	770 000 SALES		2/5/2013	34,407.13	18,140.84	16,266.29
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-80 000 SALES		1/7/2013	665.18	-804.83	-139.65
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-1,185 000 SALES		1/7/2013	9,814.41	-11,921.54	-2,107.13
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-1,745 000 SALES		1/8/2013	14,809.48	-17,555.35	-2,745.87

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	1,230,000 SALES		2/5/2013	10,435.08	-12,374.28	1,539.18
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	1,450,000 SALES		10/18/2013	14,781.18	-14,587.55	173.63
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-611,000 SALES		10/22/2013	6,400.11	-6,148.89	253.22
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	161,000 SALES		10/22/2013	1,696.11	-1,619.72	78.39
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-479,000 SALES		10/23/2013	5,120.37	-4,818.92	301.45
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-452,000 SALES		10/23/2013	4,811.68	-4,547.29	264.39
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-160,000 SALES		10/28/2013	1,498.24	-1,609.66	111.42
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-200,000 SALES		10/28/2013	1,902.30	-2,012.08	109.78
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-40,000 SALES		10/28/2013	379.39	-402.41	-23.02
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-430,000 SALES		10/29/2013	4,182.79	-4,325.96	143.17
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-337,000 SALES		10/29/2013	3,260.55	-3,390.35	-129.80
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-80,000 SALES		10/29/2013	768.38	-804.83	-36.45
ADVISORY RESEARCH	76116A108	RESOLUTE ENERGY CORP	-2,889,000 SALES		11/5/2013	27,783.76	-30,070.46	-2,286.70
ADVISORY RESEARCH	806037107	SCANSOURCE INC	240,000 SALES		4/15/2013	6,536.87	7,879.83	1,342.96
ADVISORY RESEARCH	806037107	SCANSOURCE INC	120,000 SALES		4/15/2013	3,265.72	-3,339.92	-874.20
ADVISORY RESEARCH	806037107	SCANSOURCE INC	587,000 SALES		4/17/2013	15,897.42	-19,272.76	-3,375.34
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-600,000 SALES		1/31/2013	13,819.85	-9,567.20	4,252.65
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-600,000 SALES		2/5/2013	8,384.36	-5,851.94	2,532.42
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-280,000 SALES		2/5/2013	6,389.65	-4,464.69	1,924.96
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-70,000 SALES		2/5/2013	1,608.81	-1,116.17	492.64
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-260,000 SALES		2/6/2013	5,958.28	-4,145.79	1,812.49
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-383,000 SALES		2/8/2013	9,250.38	-6,266.52	2,983.86
ADVISORY RESEARCH	85254C305	STAGE STORES INC	1,020,000 SALES		2/12/2013	24,574.30	16,264.25	8,310.05
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-430,000 SALES		2/12/2013	10,367.06	-8,856.50	3,510.56
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-100,000 SALES		3/12/2013	2,645.44	1,594.53	1,050.91
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-330,000 SALES		3/12/2013	8,705.07	-5,261.06	3,443.11
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-470,000 SALES		3/13/2013	12,533.58	-7,494.31	5,039.27
ADVISORY RESEARCH	85254C305	STAGE STORES INC	-461,000 SALES		3/14/2013	12,276.89	-7,350.80	4,926.09
ADVISORY RESEARCH	869231106	SUSSER HOLDINGS CORP	280,000 SALES		11/26/2013	17,818.18	13,011.14	4,807.04
ADVISORY RESEARCH	88830R101	TITAN MACHINERY INC	-100,000 SALES		8/14/2013	1,735.59	2,388.64	-653.05
ADVISORY RESEARCH	88830R101	TITAN MACHINERY INC	50,000 SALES		8/14/2013	863.23	1,194.32	-331.09
ADVISORY RESEARCH	88830R101	TITAN MACHINERY INC	50,000 SALES		8/14/2013	876.41	1,194.32	-317.91
ADVISORY RESEARCH	88830R101	TITAN MACHINERY INC	2,500,000 SALES		8/14/2013	42,832.00	59,716.11	16,884.11
ADVISORY RESEARCH	88830R101	TITAN MACHINERY INC	2,200,000 SALES		8/21/2013	38,158.99	52,550.17	-14,391.18
ADVISORY RESEARCH	88830R101	TITAN MACHINERY INC	1,960,000 SALES		9/6/2013	34,275.49	46,817.43	-12,541.94
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	-280,000 SALES		2/7/2013	11,117.60	5,297.93	5,819.67
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	540,000 SALES		2/15/2013	22,196.83	10,217.44	11,979.19
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	260,000 SALES		3/19/2013	11,786.88	-4,919.51	6,867.37
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	-380,000 SALES		6/7/2013	15,262.47	7,190.05	8,072.42
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	-680,000 SALES		8/15/2013	27,710.33	12,886.41	14,823.92
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	-308,000 SALES		11/7/2013	16,565.83	-5,827.73	10,738.10
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	-50,000 SALES		11/7/2013	2,704.70	-946.06	1,758.64
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	-532,000 SALES		11/8/2013	28,259.18	-10,058.07	18,193.11
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	19,307.48		11/14/2013	19,307.48	-7,000.84	12,306.64
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	-710,000 SALES		11/25/2013	37,990.08	-13,434.04	24,556.04
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	-440,000 SALES		11/27/2013	22,427.19	-8,325.32	14,101.87
ADVISORY RESEARCH	896522109	TRINITY INDUSTRIES INC	990,000 SALES		12/9/2013	49,986.20	-18,731.97	31,254.23
ADVISORY RESEARCH	91879Q109	VAIL RESORTS INC	-350,000 SALES		4/15/2013	21,486.19	16,321.39	5,164.80
ADVISORY RESEARCH	91879Q109	VAIL RESORTS INC	-150,000 SALES		4/15/2013	9,223.29	-6,994.88	2,228.41
ADVISORY RESEARCH	91879Q109	VAIL RESORTS INC	-540,000 SALES		4/25/2013	32,048.82	25,181.57	6,867.25
ADVISORY RESEARCH	91879Q109	VAIL RESORTS INC	-270,000 SALES		5/28/2013	17,828.91	12,590.79	5,238.12
ADVISORY RESEARCH	91879Q109	VAIL RESORTS INC	-100,000 SALES		5/28/2013	6,598.99	-4,663.25	1,935.74
ADVISORY RESEARCH	91879Q109	VAIL RESORTS INC	-280,000 SALES		6/5/2013	17,821.34	13,057.11	4,764.23
ADVISORY RESEARCH	91879Q109	VAIL RESORTS INC	-40,000 SALES		10/4/2013	6,303.70	-4,196.93	2,106.77
ADVISORY RESEARCH	91879Q109	VAIL RESORTS INC	-240,000 SALES		10/7/2013	16,708.50	-11,191.81	5,516.69
ADVISORY RESEARCH	91879Q109	VAIL RESORTS INC	130,000 SALES		10/4/2013	9,013.39	-6,062.23	2,951.16
ADVISORY RESEARCH	G3075P101	ENSTAR GROUP LIMITED SHS	-260,000 SALES		2/13/2013	32,436.22	-17,299.40	15,136.82
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-100,000 SALES		2/7/2013	1,363.96	-2,406.86	-1,042.90
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-100,000 SALES		2/7/2013	1,362.49	-2,406.86	-1,044.37
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	320,000 SALES		2/13/2013	4,228.70	-7,701.97	-3,473.27
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-340,000 SALES		2/13/2013	4,518.76	-8,183.34	-3,664.58
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	100,000 SALES		2/14/2013	1,327.50	-2,406.86	-1,079.36
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	100,000 SALES		2/14/2013	1,328.97	-2,406.86	-1,077.89
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	140,000 SALES		2/19/2013	1,857.75	-3,369.61	-1,511.86
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-640,000 SALES		2/19/2013	8,494.71	15,403.94	-6,909.23
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-500,000 SALES		2/22/2013	6,642.90	12,034.32	-5,391.42
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-200,000 SALES		2/22/2013	2,669.88	-4,813.73	-2,143.85
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-200,000 SALES		2/22/2013	2,654.94	-4,813.73	-2,158.79
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-349,000 SALES		2/25/2013	4,683.44	-8,399.98	-3,716.52
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-340,000 SALES		2/25/2013	4,550.79	-8,183.34	-3,632.55
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	281,000 SALES		2/28/2013	3,795.52	-6,763.29	-2,967.77
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-110,000 SALES		2/28/2013	1,486.74	2,647.55	-1,160.81
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-120,000 SALES		2/28/2013	1,622.84	2,688.24	-1,065.40
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-950,000 SALES		3/5/2013	12,558.43	-22,865.22	-10,306.79
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-260,000 SALES		3/5/2013	3,434.52	-6,257.85	-2,823.33
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-370,000 SALES		3/11/2013	4,914.52	-8,905.40	-3,990.88
ADVISORY RESEARCH	G67742109	ONEBEACON INSURANCE GROUP LTD	-3,103,000 SALES		3/14/2013	43,053.16	74,685.02	-31,631.86

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
ALT FUNDS	999128739	MESIROW ABSOLUTE RETURN FUND	-5,287.751 SALES		2/28/2013	8,405,689.92	-6,578,879.19	1,726,810.73
COHEN STEERS	19248K107	COHEN & STEERS INSTITUTIONAL G	-12,146.643 SALES		1/18/2013	275,000.00	-212,282.88	62,717.12
COHEN STEERS	19248K107	COHEN & STEERS INSTITUTIONAL G	-5,420.642 SALES		2/1/2013	125,000.00	-94,734.77	30,265.23
FRED ALGER MGMT, INC	00507K103	ACTAVIS INC	1,900.000 SALES		2/11/2013	164,112.43	-145,225.05	17,887.38
FRED ALGER MGMT, INC	00846U101	AGILENT TECHNOLOGIES INC	2,000.000 SALES		2/11/2013	89,724.99	-88,177.70	1,547.29
FRED ALGER MGMT, INC	015351109	ALEXON PHARMACEUTICALS INC	-600.000 SALES		1/30/2013	56,453.87	-55,500.00	953.87
FRED ALGER MGMT, INC	023135106	AMAZON COM INC	-50.000 SALES		1/18/2013	13,524.80	10,835.16	2,689.64
FRED ALGER MGMT, INC	023135106	AMAZON COM INC	-400.000 SALES		1/30/2013	113,457.97	-86,581.24	26,776.73
FRED ALGER MGMT, INC	023135106	AMAZON COM INC	750.000 SALES		2/11/2013	197,617.57	162,527.33	35,090.24
FRED ALGER MGMT, INC	024835100	AMERICAN CAMPUS COMMUNITIES IN	50.000 SALES		1/18/2013	2,379.44	2,234.76	144.68
FRED ALGER MGMT, INC	024835100	AMERICAN CAMPUS COMMUNITIES IN	-1,150.000 SALES		1/30/2013	54,691.74	-51,399.48	3,292.26
FRED ALGER MGMT, INC	025816109	AMERICAN EXPRESS CO	50.000 SALES		1/18/2013	3,034.93	-2,351.89	682.94
FRED ALGER MGMT, INC	025816109	AMERICAN EXPRESS CO	1,800.000 SALES		2/11/2013	108,653.48	-94,671.82	23,981.66
FRED ALGER MGMT, INC	03027X100	AMERICAN TOWER CORP	1,100.000 SALES		2/11/2013	83,779.18	-86,272.78	2,493.60
FRED ALGER MGMT, INC	031100100	AMETEK INC	50.000 SALES		1/18/2013	1,925.45	1,432.39	493.06
FRED ALGER MGMT, INC	031100100	AMETEK INC	1,550.000 SALES		1/31/2013	63,454.41	-44,404.09	19,050.32
FRED ALGER MGMT, INC	032511107	ANADARKO PETROLEUM CORP	-100.000 SALES		1/18/2013	7,751.63	-8,473.71	722.08
FRED ALGER MGMT, INC	032511107	ANADARKO PETROLEUM CORP	2,400.000 SALES		2/11/2013	200,341.51	203,368.96	-3,027.45
FRED ALGER MGMT, INC	037833100	APPLE INC	50.000 SALES		1/18/2013	24,368.16	-20,639.57	3,728.59
FRED ALGER MGMT, INC	037833100	APPLE INC	-1,850.000 SALES		2/11/2013	858,421.84	763,663.98	94,757.86
FRED ALGER MGMT, INC	053484101	AVALONBAY COMMUNITIES INC	550.000 SALES		1/30/2013	76,209.94	-79,883.87	-3,673.93
FRED ALGER MGMT, INC	097023105	BOEING CO/THE	-50.000 SALES		1/18/2013	3,826.41	3,360.26	466.15
FRED ALGER MGMT, INC	097023105	BOEING CO/THE	-1,350.000 SALES		1/30/2013	101,234.23	-90,727.02	10,507.21
FRED ALGER MGMT, INC	110122108	BRISTOL-MYERS SQUIBB CO	100.000 SALES		1/18/2013	3,425.92	-3,345.49	80.43
FRED ALGER MGMT, INC	110122108	BRISTOL-MYERS SQUIBB CO	3,000.000 SALES		2/11/2013	109,425.54	100,364.71	9,060.83
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-150.000 SALES		1/18/2013	5,096.88	-4,817.56	279.32
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-1,400.000 SALES		1/30/2013	47,842.80	-44,963.93	2,878.87
FRED ALGER MGMT, INC	111320107	BROADCOM CORP	-1,750.000 SALES		1/31/2013	59,701.31	56,204.91	3,496.40
FRED ALGER MGMT, INC	124857202	CBS CORP	150.000 SALES		1/18/2013	5,697.02	-3,893.11	1,803.91
FRED ALGER MGMT, INC	124857202	CBS CORP	-4,100.000 SALES		2/11/2013	172,761.93	106,411.77	66,350.16
FRED ALGER MGMT, INC	125509109	CIGNA CORPORATION COM	-4,300.000 SALES		1/18/2013	238,196.60	199,754.31	38,442.29
FRED ALGER MGMT, INC	126408103	CSX CORP	250.000 SALES		1/18/2013	5,183.73	5,809.60	-625.87
FRED ALGER MGMT, INC	126408103	CSX CORP	-3,150.000 SALES		1/23/2013	65,519.79	-73,201.01	7,681.22
FRED ALGER MGMT, INC	126408103	CSX CORP	2,800.000 SALES		2/11/2013	60,670.63	-65,067.56	-4,396.93
FRED ALGER MGMT, INC	127387108	CADENCE DESIGN SYSTEMS INC	350.000 SALES		1/18/2013	4,878.89	-4,502.10	376.79
FRED ALGER MGMT, INC	127387108	CADENCE DESIGN SYSTEMS INC	-9,200.000 SALES		2/11/2013	128,798.95	118,340.83	10,458.12
FRED ALGER MGMT, INC	133131102	CAMDEN PROPERTY TRUST	-50.000 SALES		1/18/2013	3,454.42	-3,467.30	2.88
FRED ALGER MGMT, INC	133131102	CAMDEN PROPERTY TRUST	-700.000 SALES		1/30/2013	49,059.17	-48,542.26	516.91
FRED ALGER MGMT, INC	133131102	CAMDEN PROPERTY TRUST	500.000 SALES		1/31/2013	35,192.91	34,673.04	519.87
FRED ALGER MGMT, INC	133131102	CAMDEN PROPERTY TRUST	-350.000 SALES		2/1/2013	24,776.85	24,271.13	505.72
FRED ALGER MGMT, INC	133428105	CAMERON INTERNATIONAL CORP	150.000 SALES		1/18/2013	8,879.46	-7,875.03	1,004.43
FRED ALGER MGMT, INC	133428105	CAMERON INTERNATIONAL CORP	-3,910.000 SALES		2/11/2013	254,644.38	205,275.78	49,368.60
FRED ALGER MGMT, INC	14040H105	CAPITAL ONE FINANCIAL CORP	-100.000 SALES		1/18/2013	6,145.10	-5,575.00	570.10
FRED ALGER MGMT, INC	14040H105	CAPITAL ONE FINANCIAL CORP	-2,450.000 SALES		2/11/2013	141,226.35	136,587.50	4,638.85
FRED ALGER MGMT, INC	14149Y108	CARDINAL HEALTH INC	100.000 SALES		1/18/2013	4,339.08	-3,951.08	388.00
FRED ALGER MGMT, INC	14149Y108	CARDINAL HEALTH INC	-2,750.000 SALES		2/11/2013	121,806.32	108,654.70	13,151.62
FRED ALGER MGMT, INC	143658300	CARNIVAL CORP	-2,350.000 SALES		2/5/2013	91,075.73	-86,569.86	4,505.87
FRED ALGER MGMT, INC	150870103	CELANESE CORP	50.000 SALES		1/18/2013	2,274.94	1,932.89	342.05
FRED ALGER MGMT, INC	150870103	CELANESE CORP	200.000 SALES		1/18/2013	9,132.97	-7,731.56	1,401.41
FRED ALGER MGMT, INC	150870103	CELANESE CORP	1,900.000 SALES		2/11/2013	91,333.42	78,409.45	12,923.97
FRED ALGER MGMT, INC	169656105	CHIPOTLE MEXICAN GRILL INC	150.000 SALES		1/30/2013	45,541.72	39,506.27	6,035.45
FRED ALGER MGMT, INC	169656105	CHIPOTLE MEXICAN GRILL INC	-200.000 SALES		2/11/2013	63,972.58	-52,675.03	11,297.55
FRED ALGER MGMT, INC	17275R102	CISCO SYSTEMS INC	-300.000 SALES		1/18/2013	6,274.35	-5,799.25	475.10
FRED ALGER MGMT, INC	17275R102	CISCO SYSTEMS INC	-2,450.000 SALES		1/31/2013	51,732.06	-47,360.52	4,371.54
FRED ALGER MGMT, INC	17275R102	CISCO SYSTEMS INC	-2,800.000 SALES		2/5/2013	57,848.70	54,126.30	3,720.40
FRED ALGER MGMT, INC	17275R102	CISCO SYSTEMS INC	-2,900.000 SALES		2/11/2013	61,383.50	56,059.39	5,324.11
FRED ALGER MGMT, INC	177376100	CITRIX SYSTEMS INC	-50.000 SALES		1/18/2013	3,437.42	-3,680.12	242.70
FRED ALGER MGMT, INC	177376100	CITRIX SYSTEMS INC	-900.000 SALES		2/11/2013	65,848.48	-66,242.10	395.62
FRED ALGER MGMT, INC	192446102	COGNIZANT TECHNOLOGY SOLUTIONS	50.000 SALES		1/18/2013	3,892.91	-3,507.20	385.71
FRED ALGER MGMT, INC	192446102	COGNIZANT TECHNOLOGY SOLUTIONS	1,200.000 SALES		2/11/2013	93,092.95	-84,172.68	9,920.27
FRED ALGER MGMT, INC	20000N101	COMCAST CORP	5,250.000 SALES		2/11/2013	203,668.56	205,972.40	-2,303.84
FRED ALGER MGMT, INC	231021106	CUMMINS INC	-500.000 SALES		2/11/2013	59,958.65	57,877.45	2,081.20
FRED ALGER MGMT, INC	244199105	DEERE & CO	-50.000 SALES		1/18/2013	4,475.89	-3,910.73	565.16
FRED ALGER MGMT, INC	244199105	DEERE & CO	-650.000 SALES		2/11/2013	60,337.49	-50,639.42	9,698.07
FRED ALGER MGMT, INC	254687106	WALT DISNEY CO/THE	-50.000 SALES		1/18/2013	2,544.94	2,188.50	356.44
FRED ALGER MGMT, INC	254687106	WALT DISNEY CO/THE	1,650.000 SALES		2/11/2013	90,399.49	76,496.50	13,902.99
FRED ALGER MGMT, INC	25470F302	DISCOVERY COMMUNICATIONS INC	-1,450.000 SALES		2/11/2013	92,316.39	-91,132.65	1,183.74
FRED ALGER MGMT, INC	256677105	DOLLAR GENERAL CORP	150.000 SALES		1/18/2013	6,618.93	-6,022.51	596.42
FRED ALGER MGMT, INC	256677105	DOLLAR GENERAL CORP	-3,300.000 SALES		2/11/2013	151,555.70	-132,495.22	19,060.48
FRED ALGER MGMT, INC	268648102	EMC CORP/MA	-200.000 SALES		1/18/2013	4,850.25	-5,054.29	204.04
FRED ALGER MGMT, INC	268648102	EMC CORP/MA	-2,850.000 SALES		1/30/2013	72,023.87	-72,023.81	0.06
FRED ALGER MGMT, INC	268648102	EMC CORP/MA	-2,400.000 SALES		1/31/2013	60,072.57	-60,651.48	578.89
FRED ALGER MGMT, INC	278642103	EBAY INC	200.000 SALES		1/18/2013	10,481.76	-7,142.41	3,339.35
FRED ALGER MGMT, INC	278642103	EBAY INC	550.000 SALES		1/18/2013	29,259.34	-19,841.63	9,817.71
FRED ALGER MGMT, INC	278642103	EBAY INC	-4,500.000 SALES		2/11/2013	252,915.48	-160,704.24	92,211.24
FRED ALGER MGMT, INC	30212P303	EXPEDIA INC	100.000 SALES		1/18/2013	6,327.85	-3,215.74	3,112.11
FRED ALGER MGMT, INC	30212P303	EXPEDIA INC	1,950.000 SALES		2/11/2013	127,928.69	-62,706.93	65,219.76

MARY REYNOLDS BABCOCK FOUNDATION, INC
EIN 56-0690140
2013
SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
FRED ALGER MGMT, INC	30219G108	EXPRESS SCRIPTS HOLDING CO	-200 000 SALES		1/18/2013	10,837.75	11,120.76	283.01
FRED ALGER MGMT, INC	30219G108	EXPRESS SCRIPTS HOLDING CO	1,150 000 SALES		1/31/2013	61,946.81	-63,944.39	1,997.58
FRED ALGER MGMT, INC	30219G108	EXPRESS SCRIPTS HOLDING CO	3,350 000 SALES		2/11/2013	183,942.36	186,272.78	-2,330.42
FRED ALGER MGMT, INC	30225T102	EXTRA SPACE STORAGE INC	-50 000 SALES		1/18/2013	1,885.95	1,559.32	326.63
FRED ALGER MGMT, INC	30225T102	EXTRA SPACE STORAGE INC	1,600 000 SALES		2/11/2013	64,133.60	-49,898.40	14,235.20
FRED ALGER MGMT, INC	30303M102	FACEBOOK INC	-200 000 SALES		1/18/2013	6,039.86	-5 008.18	1,031.68
FRED ALGER MGMT, INC	30303M102	FACEBOOK INC	-6 700 000 SALES		2/11/2013	195 002.48	175,808.43	19,194.05
FRED ALGER MGMT, INC	375558103	GILEAD SCIENCES INC	-150 000 SALES		2/11/2013	119,970.31	-117,223.50	2,746.81
FRED ALGER MGMT, INC	38259P508	GOOGLE INC	-550 000 SALES		2/11/2013	424 366.20	-345,647.43	78 718.77
FRED ALGER MGMT, INC	406216101	HALLIBURTON CO	100 000 SALES		1/18/2013	3,614.93	3,730.49	-115.56
FRED ALGER MGMT, INC	406216101	HALLIBURTON CO	-3,650 000 SALES		2/11/2013	122,470.31	113,779.96	8,690.35
FRED ALGER MGMT, INC	412822108	HARLEY-DAVIDSON INC	50 000 SALES		1/18/2013	2,551.41	2,482.55	68.86
FRED ALGER MGMT, INC	412822108	HARLEY DAVIDSON INC	-1 650 000 SALES		2/11/2013	86,865.11	-82,127.10	4 738.01
FRED ALGER MGMT, INC	437078102	HOME DEPOT INC/THE	-50 000 SALES		1/18/2013	3 189.96	2,460.00	729.96
FRED ALGER MGMT, INC	437078102	HOME DEPOT INC/THE	2,650 000 SALES		2/11/2013	178,215.49	150,731.82	25,483.67
FRED ALGER MGMT, INC	438516105	HONEYWELL INTERNATIONAL INC	2,650 000 SALES		2/11/2013	185 064.96	-178,641.94	6,423.02
FRED ALGER MGMT, INC	45666Q102	INFORMATICA CORP	-150 000 SALES		1/18/2013	4 898.47	5,456.26	-567.79
FRED ALGER MGMT, INC	45666Q102	INFORMATICA CORP	-450 000 SALES		1/30/2013	16 628.47	16,398.79	229.68
FRED ALGER MGMT, INC	45666Q102	INFORMATICA CORP	2,700 000 SALES		2/11/2013	99,058.08	-98 392.77	665.31
FRED ALGER MGMT, INC	459200101	INTERNATIONAL BUSINESS MACHINE	-50 000 SALES		1/18/2013	9,574.80	-9 698.56	123.76
FRED ALGER MGMT, INC	459200101	INTERNATIONAL BUSINESS MACHINE	-1 600 000 SALES		2/11/2013	321,070.88	310,353.98	10,716.90
FRED ALGER MGMT, INC	460146103	INTERNATIONAL PAPER CO	-3 600 000 SALES		2/11/2013	153,531.52	139,230.75	14,300.77
FRED ALGER MGMT, INC	461202103	INTUIT INC	50 000 SALES		1/18/2013	3,130.92	2,808.87	322.05
FRED ALGER MGMT, INC	461202103	INTUIT INC	-1 450 000 SALES		2/11/2013	90,717.50	-81 457.36	9,260.14
FRED ALGER MGMT, INC	478160104	JOHNSON & JOHNSON	-100 000 SALES		1/18/2013	7,210.90	-6,286.48	924.42
FRED ALGER MGMT, INC	478160104	JOHNSON & JOHNSON	2,250 000 SALES		2/11/2013	168,751.16	-141 445.88	27,305.28
FRED ALGER MGMT, INC	48248M102	KKR & CO LP	-300 000 SALES		1/18/2013	4,949.88	-4,828.85	521.03
FRED ALGER MGMT, INC	48248M102	KKR & CO LP	-7,300 000 SALES		2/11/2013	129 504.20	-108,543.96	20,960.24
FRED ALGER MGMT, INC	517834107	LAS VEGAS SANDS CORP	-100 000 SALES		1/18/2013	5,245.88	-4,595.52	650.36
FRED ALGER MGMT, INC	517834107	LAS VEGAS SANDS CORP	2,300 000 SALES		2/11/2013	124,397.31	-105 696.97	18,700.34
FRED ALGER MGMT, INC	526057104	LENNAR CORP	1,800 000 SALES		2/11/2013	73 685.30	52,035.66	21,649.64
FRED ALGER MGMT, INC	532457108	ELI LILLY & CO	50 000 SALES		1/18/2013	2 655.94	-2,214.91	441.03
FRED ALGER MGMT, INC	532457108	ELI LILLY & CO	1 700 000 SALES		2/11/2013	91,564.87	75 306.81	16,258.06
FRED ALGER MGMT, INC	53578A108	LINKEDIN CORP	-50 000 SALES		1/18/2013	5,851.42	5,397.55	453.87
FRED ALGER MGMT, INC	53578A108	LINKEDIN CORP	-150 000 SALES		1/30/2013	18,443.58	16,192.65	2,250.93
FRED ALGER MGMT, INC	53578A108	LINKEDIN CORP	-850 000 SALES		2/11/2013	107,086.64	-91,758.35	15,328.29
FRED ALGER MGMT, INC	57636Q104	MASTERCARD INC	100 000 SALES		1/31/2013	51,486.41	-40,944.19	11,442.22
FRED ALGER MGMT, INC	57636Q104	MASTERCARD INC	150 000 SALES		2/11/2013	78 370.24	-60,066.29	18,303.95
FRED ALGER MGMT, INC	58501N101	MEDIVATION INC	-1,000 000 SALES		2/11/2013	57,006.72	-56 789.60	217.12
FRED ALGER MGMT, INC	61166W101	MONSANTO CO	50 000 SALES		1/18/2013	5 073.40	-4 333.28	740.12
FRED ALGER MGMT, INC	61166W101	MONSANTO CO	-900 000 SALES		2/11/2013	91,397.99	77,998.95	13 399.04
FRED ALGER MGMT, INC	61945C103	MOSAIC CO/THE	1 000 000 SALES		2/11/2013	61,358.22	59 787.50	1,570.72
FRED ALGER MGMT, INC	637071101	NATIONAL OILWELL VARCO INC	-50 000 SALES		1/18/2013	3,514.49	3,850.08	-335.59
FRED ALGER MGMT, INC	637071101	NATIONAL OILWELL VARCO INC	-1 800 000 SALES		2/11/2013	119 786.41	138,039.88	18 253.47
FRED ALGER MGMT, INC	65248E104	NEWS CORP	-200 000 SALES		1/18/2013	5 381.87	-4 504.00	887.87
FRED ALGER MGMT, INC	65248E104	NEWS CORP	-4 450 000 SALES		2/11/2013	125 708.68	100,214.00	25 495.68
FRED ALGER MGMT, INC	683399109	ONYX PHARMACEUTICALS INC	1,050 000 SALES		2/11/2013	81,494.13	-87 855.92	-6,361.79
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	-100 000 SALES		1/18/2013	5,253.88	-5 056.69	197.19
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	500 000 SALES		1/30/2013	26,949.39	25 283.47	1 665.92
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	300 000 SALES		1/30/2013	16,215.23	15 170.08	1,045.15
FRED ALGER MGMT, INC	68372A104	OPENTABLE INC	-1,650 000 SALES		2/11/2013	83,613.19	-83 435.43	177.76
FRED ALGER MGMT, INC	683506107	PPG INDUSTRIES INC	-850 000 SALES		2/11/2013	117,150.83	108,124.49	9 026.34
FRED ALGER MGMT, INC	693656100	PVH CORP	1,000 000 SALES		2/11/2013	121,086.28	120,897.50	188.78
FRED ALGER MGMT, INC	696429307	PALL CORP	1,700 000 SALES		1/18/2013	109 701.77	-89,789.08	19 912.69
FRED ALGER MGMT, INC	696429307	PALL CORP	50 000 SALES		1/18/2013	3,232.12	2,540.86	591.26
FRED ALGER MGMT, INC	696429307	PALL CORP	-850 000 SALES		2/11/2013	58,198.70	-44 894.53	13,304.17
FRED ALGER MGMT, INC	723787107	PIONEER NATURAL RESOURCES CO	-50 000 SALES		1/18/2013	5,524.75	-4,689.33	835.42
FRED ALGER MGMT, INC	723787107	PIONEER NATURAL RESOURCES CO	1,150 000 SALES		2/11/2013	140 975.90	107,854.56	33 121.24
FRED ALGER MGMT, INC	74005P104	PRAXAIR INC	500 000 SALES		2/11/2013	55,160.78	-48,382.67	6 778.09
FRED ALGER MGMT, INC	740189105	PRECISION CASTPARTS CORP	50 000 SALES		1/18/2013	9,426.06	-8,323.68	1 102.38
FRED ALGER MGMT, INC	740189105	PRECISION CASTPARTS CORP	1,200 000 SALES		2/11/2013	223 906.94	199,768.20	24,138.74
FRED ALGER MGMT, INC	74144T108	T ROWE PRICE GROUP INC	1,250 000 SALES		2/11/2013	90,771.98	-80,063.38	678.58
FRED ALGER MGMT, INC	742718109	PROCTER & GAMBLE CO/THE	550 000 SALES		2/11/2013	41,469.57	-36,321.22	5,148.35
FRED ALGER MGMT, INC	744320102	PRUDENTIAL FINANCIAL INC	-50 000 SALES		1/18/2013	2,844.43	2,337.68	506.75
FRED ALGER MGMT, INC	744320102	PRUDENTIAL FINANCIAL INC	-350 000 SALES		1/29/2013	20,548.03	-18,365.86	4 182.17
FRED ALGER MGMT, INC	744320102	PRUDENTIAL FINANCIAL INC	750 000 SALES		2/11/2013	43,897.49	-35,069.70	8,827.79
FRED ALGER MGMT, INC	747525103	QUALCOMM INC	150 000 SALES		1/18/2013	9,814.78	7,878.24	1,736.54
FRED ALGER MGMT, INC	747525103	QUALCOMM INC	-3 800 000 SALES		2/11/2013	254,413.42	199,582.13	54 831.29
FRED ALGER MGMT, INC	74762E102	QUANTA SERVICES INC	-100 000 SALES		1/18/2013	2,872.54	-2,520.45	352.09
FRED ALGER MGMT, INC	74762E102	QUANTA SERVICES INC	-2,200 000 SALES		2/11/2013	62,769.65	55,449.90	7 319.75
FRED ALGER MGMT, INC	756577102	RED HAT INC	-50 000 SALES		1/18/2013	2,748.43	2,849.28	-99.15
FRED ALGER MGMT, INC	756577102	RED HAT INC	-1 600 000 SALES		2/11/2013	89,329.51	-85,261.12	4 068.39
FRED ALGER MGMT, INC	774415103	ROCKWOOD HOLDINGS INC	-450 000 SALES		1/18/2013	22,988.58	21,517.07	1 478.49
FRED ALGER MGMT, INC	774415103	ROCKWOOD HOLDINGS INC	-50 000 SALES		1/18/2013	2,551.44	-2,330.78	160.68
FRED ALGER MGMT, INC	774415103	ROCKWOOD HOLDINGS INC	-1,650 000 SALES		2/11/2013	90,250.00	-82,621.22	7,628.78
FRED ALGER MGMT, INC	78388J108	SBA COMMUNICATIONS CORP	1,700 000 SALES		2/11/2013	119,307.40	-121,588.59	2,281.19
FRED ALGER MGMT, INC	784635104	SPX CORP	1,200 000 SALES		1/18/2013	83,438.77	78,731.50	6,705.27

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
FRED ALGER MGMT, INC	784635104	SPX CORP	50 000 SALES		1/18/2013	3,475.92	3,197.15	278.77
FRED ALGER MGMT, INC	784635104	SPX CORP	-800 000 SALES		2/11/2013	60,180.65	-51,154.33	9,026.32
FRED ALGER MGMT, INC	79466L302	SALESFORCE COM INC	-50 000 SALES		1/18/2013	8,646.05	-6,442.47	2,203.58
FRED ALGER MGMT, INC	79466L302	SALESFORCE COM INC	-900 000 SALES		2/11/2013	154,994.52	-115,964.37	39,030.15
FRED ALGER MGMT, INC	811065101	SCRIPPS NETWORKS INTERACTIVE I	-50 000 SALES		1/18/2013	2,926.43	-2,157.64	768.79
FRED ALGER MGMT, INC	811065101	SCRIPPS NETWORKS INTERACTIVE I	1,850 000 SALES		2/11/2013	114,755.88	76,832.57	34,923.31
FRED ALGER MGMT, INC	828806109	SIMON PROPERTY GROUP INC	-550 000 SALES		2/11/2013	88,849.51	-87,693.76	1,155.75
FRED ALGER MGMT, INC	83088M102	SKYWORKS SOLUTIONS INC	-200 000 SALES		1/18/2013	4,079.90	-4,728.18	-648.28
FRED ALGER MGMT, INC	83088M102	SKYWORKS SOLUTIONS INC	-5,200 000 SALES		2/11/2013	124,296.97	-122,932.76	1,364.21
FRED ALGER MGMT, INC	858912108	STERICYCLE INC	-50 000 SALES		1/18/2013	4,701.89	-3,745.51	956.38
FRED ALGER MGMT, INC	858912108	STERICYCLE INC	-500 000 SALES		1/31/2013	47,303.04	37,455.10	9,847.94
FRED ALGER MGMT, INC	858912108	STERICYCLE INC	-950 000 SALES		2/11/2013	86,835.02	71,164.69	18,670.33
FRED ALGER MGMT, INC	863667101	STRYKER CORP	-50 000 SALES		1/18/2013	2,977.43	2,711.51	265.92
FRED ALGER MGMT, INC	863667101	STRYKER CORP	-950 000 SALES		2/11/2013	59,588.65	51,518.60	8,070.05
FRED ALGER MGMT, INC	872540109	TJX COS INC	-2,850 000 SALES		2/11/2013	120,889.23	-119,878.58	1,010.65
FRED ALGER MGMT, INC	87264S106	TRW AUTOMOTIVE HOLDINGS CORP	-1 050 000 SALES		2/11/2013	61,268.64	58,542.44	2,726.20
FRED ALGER MGMT, INC	88076W103	TERADATA CORP	-50 000 SALES		1/18/2013	3,288.28	-3,597.07	-308.79
FRED ALGER MGMT, INC	88076W103	TERADATA CORP	1,200 000 SALES		2/11/2013	87,184.10	-82,035.54	4,851.44
FRED ALGER MGMT, INC	881609101	TESORO CORP	2,100 000 SALES		2/11/2013	107,841.19	-90,273.33	17,567.86
FRED ALGER MGMT, INC	88732J207	TIME WARNER CABLE INC	1,200 000 SALES		2/11/2013	105,254.68	120,701.16	15,446.48
FRED ALGER MGMT, INC	882356106	TRACTOR SUPPLY CO	-450 000 SALES		2/11/2013	67,188.00	-59,573.22	7,612.78
FRED ALGER MGMT, INC	896818101	TRIUMPH GROUP INC	50 000 SALES		1/18/2013	3,439.42	2,801.80	637.62
FRED ALGER MGMT, INC	896818101	TRIUMPH GROUP INC	-800 000 SALES		2/11/2013	56,522.25	-44,828.80	11,693.45
FRED ALGER MGMT, INC	911312106	UNITED PARCEL SERVICE INC	700 000 SALES		2/11/2013	56,287.76	-46,905.43	9,382.33
FRED ALGER MGMT, INC	913903100	UNIVERSAL HEALTH SERVICES INC	50 000 SALES		1/18/2013	2,644.44	2,105.89	538.55
FRED ALGER MGMT, INC	913903100	UNIVERSAL HEALTH SERVICES INC	1,100 000 SALES		2/11/2013	62,434.60	-46,329.49	16,105.11
FRED ALGER MGMT, INC	92343V104	VERIZON COMMUNICATIONS INC	2,550 000 SALES		1/18/2013	107,893.89	108,978.53	1,084.84
FRED ALGER MGMT, INC	92343V104	VERIZON COMMUNICATIONS INC	-50 000 SALES		1/18/2013	2,105.45	-2,136.83	-31.38
FRED ALGER MGMT, INC	92343V104	VERIZON COMMUNICATIONS INC	1,350 000 SALES		1/31/2013	57,555.15	57,694.52	139.37
FRED ALGER MGMT, INC	92345Y106	VERISK ANALYTICS INC	-50 000 SALES		1/18/2013	2,731.93	1,868.89	863.04
FRED ALGER MGMT, INC	92345Y106	VERISK ANALYTICS INC	1 900 000 SALES		2/11/2013	103,790.68	-71,018.01	32,772.57
FRED ALGER MGMT, INC	92532F100	VERTEX PHARMACEUTICALS INC	1,850 000 SALES		2/11/2013	85,082.18	-86,397.41	-1,315.23
FRED ALGER MGMT, INC	928856400	VOLVO AB	1,550 000 SALES		2/5/2013	22,856.56	21,411.81	1,444.75
FRED ALGER MGMT, INC	928856400	VOLVO AB	-6,650 000 SALES		2/6/2013	99,052.86	-91,863.57	7,189.29
FRED ALGER MGMT, INC	942683103	WATSON PHARMACEUTICALS INC	100 000 SALES		1/18/2013	8,544.66	7,696.06	848.60
FRED ALGER MGMT, INC	949746101	WELLS FARGO & CO	-50 000 SALES		1/18/2013	1,751.97	1,705.50	46.47
FRED ALGER MGMT, INC	949746101	WELLS FARGO & CO	1 550 000 SALES		1/29/2013	54,388.28	52,870.50	1,517.78
FRED ALGER MGMT, INC	983134107	WYNN RESORTS LTD	-500 000 SALES		2/11/2013	61,427.62	-61,997.80	-570.18
FRED ALGER MGMT, INC	98419M100	XYLEM INCAY	-1,150 000 SALES		1/18/2013	30,884.97	-28,707.45	2,177.52
FRED ALGER MGMT, INC	98419M100	XYLEM INCAY	150 000 SALES		1/18/2013	4,013.91	-3,744.45	269.46
FRED ALGER MGMT, INC	98419M100	XYLEM INCAY	3,100 000 SALES		2/11/2013	86,234.17	77,385.30	8,848.87
FRED ALGER MGMT, INC	98432I106	YAHOO! INC	150 000 SALES		1/18/2013	2,920.43	-2,508.50	411.93
FRED ALGER MGMT, INC	98432I106	YAHOO! INC	-4,250 000 SALES		1/30/2013	86,785.18	71,074.11	15,711.07
FRED ALGER MGMT, INC	98978V103	ZOETIS INC	150 000 SALES		2/11/2013	4,687.39	-3,900.00	787.39
FRED ALGER MGMT, INC	G27823106	DELPHI AUTOMOTIVE PLC	-100 000 SALES		1/18/2013	3,805.19	-2,100.74	1,704.45
FRED ALGER MGMT, INC	G27823106	DELPHI AUTOMOTIVE PLC	-2,700 000 SALES		2/11/2013	105,255.52	58,719.89	46,535.63
FRED ALGER MGMT, INC	N07059210	ASML HLDG N V	200 000 SALES		1/18/2013	12,578.00	-9,270.73	3,307.27
FRED ALGER MGMT, INC	N07059210	ASML HLDG N V	-4,728 000 SALES		2/11/2013	359,051.41	-219,160.18	139,891.23
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	7,443 910 SALES		1/31/2013	7,443.91	-7,443.91	0.00
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	-6,619 770 SALES		2/28/2013	6,619.77	-6,488.76	131.01
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	-7,438 720 SALES		3/31/2013	7,438.72	-7,398.02	42.70
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	7,409 750 SALES		4/30/2013	7,409.75	-7,252.19	157.56
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	-7,476 520 SALES		5/31/2013	7,476.52	7,101.70	374.82
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	-6,752 670 SALES		6/30/2013	6,752.67	-6,564.09	188.58
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	-6,982 050 SALES		7/31/2013	6,982.05	-7,271.65	-289.60
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	-7,661 490 SALES		8/31/2013	7,661.49	7,951.06	289.57
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	-7,916 790 SALES		9/30/2013	7,916.79	-8,840.53	-923.74
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	-8,533 150 SALES		10/31/2013	8,533.15	-8,911.64	-378.49
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	-7,967 720 SALES		11/30/2013	7,967.72	7,869.78	-97.94
MRBF VONTOBEL GLOBAL	99VVASHK6	VONTOBEL GLOBAL EMERG MARKETS	-8,192 910 SALES		12/31/2013	8,192.91	-8,488.67	-295.76
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	1,273 120 SALES		2/21/2013	165,000.00	-147,366.42	17,633.58
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	2,848 920 SALES		3/14/2013	380,000.00	-329,929.47	50,070.53
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-31 250 SALES		3/28/2013	4,187.63	-3,619.02	568.61
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-902 350 SALES		5/10/2013	125,000.00	104,524.40	20,475.60
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-33 130 SALES		6/28/2013	4,580.92	-3,839.81	751.11
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	5,178 090 SALES		7/31/2013	750,000.00	-600,473.47	149,526.53
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-0 020 SALES		8/22/2013	2.15	2.32	-0.17
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-889 040 SALES		8/22/2013	125,000.00	-103,136.72	21,863.28
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-697 540 SALES		9/11/2013	100,000.00	-80,876.46	19,123.54
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	1 020 SALES		9/11/2013	1.26	1.16	0.10
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-0 060 SALES		9/23/2013	7.58	-8.96	0.62
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	2,414 040 SALES		9/23/2013	350,000.00	-280,202.43	69,797.57
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-32 860 SALES		9/30/2013	4,712.14	-3,814.13	898.01
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-839 100 SALES		10/23/2013	125,000.00	-97,436.68	27,563.32
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	1,769 040 SALES		10/30/2013	265,000.00	205,421.75	59,578.25
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-460 720 SALES		11/21/2013	145,000.00	111,600.56	33,399.44
NORTHERN TRUST	999F81549	MRBF-NORTHERN TRUSTRUSSELL	-0 020 SALES		11/21/2013	2.54	2.33	0.21

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-633 020 SALES		12/12/2013	125 000 00	-96,909.88	28,090.12
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-654 720 SALES		12/20/2013	100 000 00	76,167.24	23,832.76
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	29 850 SALES		12/31/2013	4 635.97	-3,472.62	1,163.35
NORTHERN TRUST	999F61549	MRBF-NORTHERN TRUSTRUSSELL	-0.200 SALES		12/12/2013	3.00	23.27	-20.27
SAYBROOK CAPITAL	037833100	APPLE INC	-500 000 SALES		6/12/2013	219,953.17	261,906.81	-41,953.64
SAYBROOK CAPITAL	037833100	APPLE INC	-330 000 SALES		7/15/2013	140 013.26	-172,858.50	-32,845.24
SAYBROOK CAPITAL	037833100	APPLE INC	-1,000 000 SALES		7/29/2013	442,992.09	-523 813.63	-60,821.54
SAYBROOK CAPITAL	053015103	AUTOMATIC DATA PROCESSING INC	-4,000 000 SALES		5/21/2013	285 513.60	-142,666.50	142,847.10
SAYBROOK CAPITAL	053015103	AUTOMATIC DATA PROCESSING INC	1,000 000 SALES		10/22/2013	73 908.71	-35,666.63	38,242.08
SAYBROOK CAPITAL	053015103	AUTOMATIC DATA PROCESSING INC	-2,500 000 SALES		11/26/2013	199 062.78	-89 166.56	109,896.22
SAYBROOK CAPITAL	084670702	BERKSHIRE HATHAWAY INC	2,000 000 SALES		7/15/2013	230,155.99	143,934.89	86,221.30
SAYBROOK CAPITAL	252430205	DIAGEO PLC	2,000 000 SALES		6/12/2013	242,095.79	134,368.28	107,727.51
SAYBROOK CAPITAL	291011104	EMERSON ELECTRIC CO	15,000 000 SALES		7/15/2013	857,433.07	-593,113.27	264,319.80
SAYBROOK CAPITAL	294761107	EQUITY RESIDENTIAL	14,000 000 SALES		7/16/2013	821 358.69	-800,062.90	21,295.79
SAYBROOK CAPITAL	369604103	GENERAL ELECTRIC CO	4,000 000 SALES		7/31/2013	97,958.29	-99 963.53	2,005.24
SAYBROOK CAPITAL	38259P508	GOOGLE INC	-300 000 SALES		5/21/2013	271,562.92	-105,422.47	166,140.45
SAYBROOK CAPITAL	38259P508	GOOGLE INC	-160 000 SALES		11/26/2013	164 928.28	56,225.31	108,702.97
SAYBROOK CAPITAL	423074103	HJ HEINZ CO	-20 000 000 SALES		3/5/2013	1,447,569.55	785,474.00	662,095.55
SAYBROOK CAPITAL	438516106	HONEYWELL INTERNATIONAL INC	-3 000 000 SALES		6/12/2013	236,011.89	-134,831.19	101 180.70
SAYBROOK CAPITAL	438516106	HONEYWELL INTERNATIONAL INC	-1 000 000 SALES		7/31/2013	82,818.55	-44,943.73	37,874.82
SAYBROOK CAPITAL	478160104	JOHNSON & JOHNSON	2,000 000 SALES		6/12/2013	168 857.06	-111,948.67	56,908.39
SAYBROOK CAPITAL	478160104	JOHNSON & JOHNSON	-1 000 000 SALES		6/13/2013	85,066.52	55,974.34	29 082.18
SAYBROOK CAPITAL	641069406	NESTLE SA	-4 000 000 SALES		2/8/2013	279,443.74	-154,960.00	124 483.74
SAYBROOK CAPITAL	713448108	PEPSICO INC	-8 000 000 SALES		6/12/2013	651,787.05	514 344.00	137,443.05
SAYBROOK CAPITAL	742718109	PROCTER & GAMBLE CO/THE	1 000 000 SALES		11/26/2013	84 523.53	54,474.20	30 049.33
SAYBROOK CAPITAL	806857108	SCHLUMBERGER LTD	-6,000 000 SALES		7/25/2013	505,011.21	374,374.15	130 637.06
SAYBROOK CAPITAL	845467109	SOUTHWESTERN ENERGY CO	-7 000 000 SALES		6/12/2013	265,473.17	-253,548.07	11,925.10
SAYBROOK CAPITAL	87612E106	TARGET CORP	-10 000 000 SALES		6/12/2013	698,805.83	-313,351.31	385,454.52
SAYBROOK CAPITAL	88570Y101	3M CO	750 000 SALES		11/25/2013	96 830.81	57,788.40	39 042.41
SAYBROOK CAPITAL	92857W209	VODAFONE GROUP PLC	-10,000 000 SALES		10/22/2013	370 593.54	253 853.00	116,740.54
T ROWE PRICE NEW HOR	779562107	T ROWE PRICE NEW HORIZONS FUND	17,634 611 SALES		7/31/2013	750 000 00	-593 692.61	156 307.39
CRA ADVISORS	38376GB25	GNMA GTD REMIC P/T 11-6 AC	200 000 000 SALES		5/20/2013	205 000 00	-201,812.50	3,187.50
CRA ADVISORS	38376GB25	GNMA GTD REMIC P/T 11-6 AC	0 000 SALES		5/20/2013	300.83	0.00	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	70 080 710 PRINCIPAL PAYMENTS		1/20/2013	70 080 71	-70 080 71	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	-6 338 000 PRINCIPAL PAYMENTS		2/1/2013	6 338 00	-6 338 00	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	5 691 500 PRINCIPAL PAYMENTS		3/1/2013	5 691 50	5 691 50	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	7 903 280 PRINCIPAL PAYMENTS		4/1/2013	7 903 28	7 903 28	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	5 382 750 PRINCIPAL PAYMENTS		5/1/2013	5 382 75	5 382 75	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	-4 804 030 PRINCIPAL PAYMENTS		6/3/2013	4 804 03	-4 804 03	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	5 622 780 PRINCIPAL PAYMENTS		7/3/2013	5 622 78	-5 622 78	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	-38 539 620 PRINCIPAL PAYMENTS		8/1/2013	38 539 62	-38 539 62	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	-4 420 310 PRINCIPAL PAYMENTS		9/3/2013	4 420 31	-4 420 31	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	-26 491 190 PRINCIPAL PAYMENTS		10/1/2013	26 491 19	-26 491 19	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	-4 147 980 PRINCIPAL PAYMENTS		11/1/2013	4 147 98	-4 147 98	0.00
CRA ADVISORS	12625VAE1	CRF-19 LLC 19 A3 144A	3 933 640 PRINCIPAL PAYMENTS		12/2/2013	3 933 64	3 933 64	0.00
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	218 060 PRINCIPAL PAYMENTS		1/25/2013	218 06	-215 57	2.49
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	-219 190 PRINCIPAL PAYMENTS		2/25/2013	219 19	-216 69	2.50
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	220 340 PRINCIPAL PAYMENTS		3/25/2013	220 34	217 82	2.52
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	221 480 PRINCIPAL PAYMENTS		4/25/2013	221 48	218 95	2.53
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	222 640 PRINCIPAL PAYMENTS		5/28/2013	222 64	220 10	2.54
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	223 800 PRINCIPAL PAYMENTS		6/25/2013	223 80	221 24	2.56
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	224 960 PRINCIPAL PAYMENTS		7/25/2013	224 96	222 39	2.57
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	226 130 PRINCIPAL PAYMENTS		8/26/2013	226 13	223 55	2.58
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	227 310 PRINCIPAL PAYMENTS		9/25/2013	227 31	224 71	2.60
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	228 500 PRINCIPAL PAYMENTS		10/25/2013	228 50	225 89	2.61
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	229 690 PRINCIPAL PAYMENTS		11/25/2013	229 69	227 07	2.62
CRA ADVISORS	301999LF3	FHA PROJECT # 053-35863	230 880 PRINCIPAL PAYMENTS		12/26/2013	230 88	228 24	2.64
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	-8,492 660 PRINCIPAL PAYMENTS		1/15/2013	8,492.66	-9,198.61	-705.95
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	2,014 390 PRINCIPAL PAYMENTS		2/15/2013	2,014.39	2,181.84	167.45
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	-4 134 220 PRINCIPAL PAYMENTS		3/15/2013	4,134.22	-4,477.88	-343.66
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	-2,531 420 PRINCIPAL PAYMENTS		4/15/2013	2,531.42	-2,741.84	-210.42
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	2,359 040 PRINCIPAL PAYMENTS		5/15/2013	2,359.04	-2,555.14	-196.10
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	-1,216 380 PRINCIPAL PAYMENTS		6/17/2013	1,216.38	-1,317.49	-101.11
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	2,468 520 PRINCIPAL PAYMENTS		7/15/2013	2,468.52	2,671.55	-203.03
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	5,837 390 PRINCIPAL PAYMENTS		8/15/2013	5,837.39	-6,322.62	-485.23
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	-1,128 650 PRINCIPAL PAYMENTS		9/16/2013	1,128.65	-1,222.47	-93.82
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	-4,210 410 PRINCIPAL PAYMENTS		10/15/2013	4,210.41	-4 560.40	-349.99
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	4,858 250 PRINCIPAL PAYMENTS		11/15/2013	4,858.25	-5,262.09	-403.84
CRA ADVISORS	3129MBCH5	FHLMC POOL #G0-6072	-1 415 460 PRINCIPAL PAYMENTS		12/16/2013	1,415.46	1,533.12	117.66
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-625 540 PRINCIPAL PAYMENTS		1/15/2013	625.54	-610.29	15.25
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-619 770 PRINCIPAL PAYMENTS		2/15/2013	619.77	-604.66	15.11
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-596 180 PRINCIPAL PAYMENTS		3/15/2013	596.18	-581.65	14.53
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-623 780 PRINCIPAL PAYMENTS		4/15/2013	623.78	-608.56	15.22
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-599 440 PRINCIPAL PAYMENTS		5/15/2013	599.44	-584.83	14.61
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-613 180 PRINCIPAL PAYMENTS		6/17/2013	613.18	-598.21	14.97
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-604 810 PRINCIPAL PAYMENTS		7/15/2013	604.81	-590.07	14.74
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-608 410 PRINCIPAL PAYMENTS		8/15/2013	608.41	-591.83	14.58

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-608.380	PRINCIPAL PAYMENTS	9/16/2013	608.38	-593.55	14.83
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-611.700	PRINCIPAL PAYMENTS	10/15/2013	611.70	-596.79	14.91
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-624.820	PRINCIPAL PAYMENTS	11/15/2013	624.82	-609.59	15.23
CRA ADVISORS	312946R99	FHLMC POOL #A9-7712	-617.980	PRINCIPAL PAYMENTS	12/16/2013	617.98	-602.92	15.06
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	31.730	PRINCIPAL PAYMENTS	1/15/2013	31.73	-32.03	-0.30
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-31.890	PRINCIPAL PAYMENTS	2/15/2013	31.89	-32.19	-0.30
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-32.040	PRINCIPAL PAYMENTS	3/15/2013	32.04	-32.35	-0.31
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-32.210	PRINCIPAL PAYMENTS	4/15/2013	32.21	-32.52	-0.31
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-32.370	PRINCIPAL PAYMENTS	5/15/2013	32.37	-32.68	-0.31
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-32.530	PRINCIPAL PAYMENTS	6/17/2013	32.53	-32.84	-0.31
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-32.690	PRINCIPAL PAYMENTS	7/15/2013	32.69	-33.00	-0.31
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	32.850	PRINCIPAL PAYMENTS	8/15/2013	32.85	-33.16	-0.31
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-33.020	PRINCIPAL PAYMENTS	9/16/2013	33.02	-33.33	-0.31
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-33.180	PRINCIPAL PAYMENTS	10/15/2013	33.18	-33.50	-0.32
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	-33.350	PRINCIPAL PAYMENTS	11/15/2013	33.35	-33.67	-0.32
CRA ADVISORS	31297TC50	FHLMC POOL #A3-7281	33.520	PRINCIPAL PAYMENTS	12/16/2013	33.52	-33.84	-0.32
CRA ADVISORS	31377UB36	FNMA POOL #0387158	332.420	PRINCIPAL PAYMENTS	1/25/2013	332.42	-333.20	-0.78
CRA ADVISORS	31377UB36	FNMA POOL #0387158	334.260	PRINCIPAL PAYMENTS	2/25/2013	334.26	-335.04	-0.78
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-455.390	PRINCIPAL PAYMENTS	3/25/2013	455.39	-456.46	-1.07
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-338.630	PRINCIPAL PAYMENTS	4/25/2013	338.63	-339.42	-0.79
CRA ADVISORS	31377UB36	FNMA POOL #0387158	380.130	PRINCIPAL PAYMENTS	5/28/2013	380.13	-381.02	-0.89
CRA ADVISORS	31377UB36	FNMA POOL #0387158	342.620	PRINCIPAL PAYMENTS	6/25/2013	342.62	-343.42	-0.80
CRA ADVISORS	31377UB36	FNMA POOL #0387158	384.000	PRINCIPAL PAYMENTS	7/25/2013	384.00	-384.90	-0.90
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-346.640	PRINCIPAL PAYMENTS	8/26/2013	346.64	-347.45	-0.81
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-348.560	PRINCIPAL PAYMENTS	9/25/2013	348.56	-349.38	-0.82
CRA ADVISORS	31377UB36	FNMA POOL #0387158	-389.780	PRINCIPAL PAYMENTS	10/25/2013	389.78	-390.69	-0.91
CRA ADVISORS	31377UB36	FNMA POOL #0387158	352.650	PRINCIPAL PAYMENTS	11/25/2013	352.65	-353.47	-0.82
CRA ADVISORS	31377UB36	FNMA POOL #0387158	393.760	PRINCIPAL PAYMENTS	12/26/2013	393.76	-394.68	-0.92
CRA ADVISORS	31381KR04	FNMA POOL #0463195	112.180	PRINCIPAL PAYMENTS	1/25/2013	112.18	-119.61	-7.43
CRA ADVISORS	31381KR04	FNMA POOL #0463195	112.890	PRINCIPAL PAYMENTS	2/25/2013	112.89	-120.37	-7.48
CRA ADVISORS	31381KR04	FNMA POOL #0463195	113.610	PRINCIPAL PAYMENTS	3/25/2013	113.61	-121.14	-7.53
CRA ADVISORS	31381KR04	FNMA POOL #0463195	114.330	PRINCIPAL PAYMENTS	4/25/2013	114.33	-121.90	-7.57
CRA ADVISORS	31381KR04	FNMA POOL #0463195	115.050	PRINCIPAL PAYMENTS	5/28/2013	115.05	-122.67	-7.62
CRA ADVISORS	31381KR04	FNMA POOL #0463195	115.780	PRINCIPAL PAYMENTS	6/25/2013	115.78	-123.45	-7.67
CRA ADVISORS	31381KR04	FNMA POOL #0463195	-116.520	PRINCIPAL PAYMENTS	7/25/2013	116.52	-124.24	-7.72
CRA ADVISORS	31381KR04	FNMA POOL #0463195	117.250	PRINCIPAL PAYMENTS	8/26/2013	117.25	-125.02	-7.77
CRA ADVISORS	31381KR04	FNMA POOL #0463195	118.000	PRINCIPAL PAYMENTS	9/25/2013	118.00	-125.82	-7.82
CRA ADVISORS	31381KR04	FNMA POOL #0463195	118.750	PRINCIPAL PAYMENTS	10/25/2013	118.75	-126.62	-7.87
CRA ADVISORS	31381KR04	FNMA POOL #0463195	119.500	PRINCIPAL PAYMENTS	11/25/2013	119.50	-127.42	-7.92
CRA ADVISORS	31381KR04	FNMA POOL #0463195	120.260	PRINCIPAL PAYMENTS	12/26/2013	120.26	-128.23	-7.97
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	-206.650	PRINCIPAL PAYMENTS	1/25/2013	206.65	-212.37	-5.72
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	-207.740	PRINCIPAL PAYMENTS	2/25/2013	207.74	-213.49	-5.75
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	-311.000	PRINCIPAL PAYMENTS	3/25/2013	311.00	-319.60	-8.60
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	210.480	PRINCIPAL PAYMENTS	4/25/2013	210.48	-216.30	-5.82
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	245.560	PRINCIPAL PAYMENTS	5/28/2013	245.56	-252.35	-6.79
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	212.890	PRINCIPAL PAYMENTS	6/25/2013	212.89	-218.78	-5.89
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	-247.900	PRINCIPAL PAYMENTS	7/25/2013	247.90	-254.76	-6.86
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	-215.320	PRINCIPAL PAYMENTS	8/26/2013	215.32	-221.27	-5.95
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	-216.460	PRINCIPAL PAYMENTS	9/25/2013	216.46	-222.45	-5.99
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	251.370	PRINCIPAL PAYMENTS	10/25/2013	251.37	-258.32	-6.95
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	218.930	PRINCIPAL PAYMENTS	11/25/2013	218.93	-224.98	-6.05
CRA ADVISORS	31381LFR3	FNMA POOL #0463776	-253.770	PRINCIPAL PAYMENTS	12/26/2013	253.77	-260.79	-7.02
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	3,063.140	PRINCIPAL PAYMENTS	1/25/2013	3,063.14	-3,139.72	-76.58
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	3,076.380	PRINCIPAL PAYMENTS	2/25/2013	3,076.38	-3,153.29	-76.91
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	3,253.010	PRINCIPAL PAYMENTS	3/25/2013	3,253.01	-3,334.34	-81.33
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	3,103.740	PRINCIPAL PAYMENTS	4/25/2013	3,103.74	-3,181.33	-77.59
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	3,170.720	PRINCIPAL PAYMENTS	5/28/2013	3,170.72	-3,249.99	-79.27
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	-3,130.870	PRINCIPAL PAYMENTS	6/25/2013	3,130.87	-3,209.14	-78.27
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	3,197.090	PRINCIPAL PAYMENTS	7/25/2013	3,197.09	-3,277.01	-79.93
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	-3,158.220	PRINCIPAL PAYMENTS	8/26/2013	3,158.22	-3,237.18	-78.96
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	3,171.870	PRINCIPAL PAYMENTS	9/25/2013	3,171.87	-3,251.17	-79.30
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	3,236.930	PRINCIPAL PAYMENTS	10/25/2013	3,236.93	-3,317.85	-80.92
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	-3,199.580	PRINCIPAL PAYMENTS	11/25/2013	3,199.58	-3,279.57	-79.99
CRA ADVISORS	31381RKY9	FNMA POOL #0468411	-3,263.860	PRINCIPAL PAYMENTS	12/26/2013	3,263.86	-3,345.46	-81.60
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-302.520	PRINCIPAL PAYMENTS	1/25/2013	302.52	-314.20	-11.68
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-303.720	PRINCIPAL PAYMENTS	2/25/2013	303.72	-315.44	-11.72
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-399.140	PRINCIPAL PAYMENTS	3/25/2013	399.14	-414.54	-15.40
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-306.490	PRINCIPAL PAYMENTS	4/25/2013	306.49	-318.32	-11.83
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-339.020	PRINCIPAL PAYMENTS	5/28/2013	339.02	-352.10	-13.08
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-309.030	PRINCIPAL PAYMENTS	6/25/2013	309.03	-320.96	-11.93
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-341.490	PRINCIPAL PAYMENTS	7/25/2013	341.49	-354.67	-13.18
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-311.600	PRINCIPAL PAYMENTS	8/26/2013	311.60	-323.63	-12.03
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-312.830	PRINCIPAL PAYMENTS	9/25/2013	312.83	-324.90	-12.07
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-345.180	PRINCIPAL PAYMENTS	10/25/2013	345.18	-358.50	-13.32
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-315.420	PRINCIPAL PAYMENTS	11/25/2013	315.42	-327.59	-12.17
CRA ADVISORS	31381UB89	FNMA POOL #0470863	-347.700	PRINCIPAL PAYMENTS	12/26/2013	347.70	-361.12	-13.42
CRA ADVISORS	31384SKL2	FNMA POOL #0AP2098	-675.820	PRINCIPAL PAYMENTS	1/25/2013	675.82	-718.59	-42.67

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	587 710 PRINCIPAL PAYMENTS		2/25/2013	587 71	-624 81	-37 10
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	22,912,660 PRINCIPAL PAYMENTS		3/25/2013	22,912,66	24,359 02	-1,446 36
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	-532,230 PRINCIPAL PAYMENTS		4/25/2013	532,23	-565 83	-33 60
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	-670 540 PRINCIPAL PAYMENTS		5/28/2013	670 54	-712 87	-42 33
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	-543 070 PRINCIPAL PAYMENTS		6/25/2013	543 07	-577 35	34 28
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	-531 040 PRINCIPAL PAYMENTS		7/25/2013	531 04	-564 56	-33 52
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	-571 620 PRINCIPAL PAYMENTS		8/26/2013	571 62	-607 70	36 08
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	-552 150 PRINCIPAL PAYMENTS		9/25/2013	552 15	-587 00	34 85
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	-654 060 PRINCIPAL PAYMENTS		10/25/2013	654 06	-695 35	-41 29
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	572 520 PRINCIPAL PAYMENTS		11/25/2013	572 52	-608 66	-36 14
CRA ADVISORS	3138MSKL2	FNMA POOL #0AP2098	-24 480 410 PRINCIPAL PAYMENTS		12/26/2013	24,480 41	28 004 47	1,544 06
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	-359 920 PRINCIPAL PAYMENTS		1/25/2013	359 92	-379 38	19 46
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	-361 340 PRINCIPAL PAYMENTS		2/25/2013	361 34	-380 87	19 53
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	354 920 PRINCIPAL PAYMENTS		3/25/2013	354 92	-374 11	19 19
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	358 900 PRINCIPAL PAYMENTS		4/25/2013	358 90	-378 30	19 40
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	-362 500 PRINCIPAL PAYMENTS		5/28/2013	362 50	-382 10	19 60
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	383 820 PRINCIPAL PAYMENTS		6/25/2013	383 82	-404 57	20 75
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	364 760 PRINCIPAL PAYMENTS		7/25/2013	364 76	-384 48	19 72
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	-366 520 PRINCIPAL PAYMENTS		8/26/2013	366 52	-386 34	19 82
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	-367 200 PRINCIPAL PAYMENTS		9/25/2013	367 20	-387 05	19 85
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	-368 320 PRINCIPAL PAYMENTS		10/25/2013	368 32	-388 23	19 91
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	-377 870 PRINCIPAL PAYMENTS		11/25/2013	377 87	-398 30	20 43
CRA ADVISORS	3138MFSAB	FNMA POOL #0AQ0512	-391 550 PRINCIPAL PAYMENTS		12/26/2013	391 55	-412 72	-21 17
CRA ADVISORS	3138WML22	FNMA POOL #0AT0343	-245 700 PRINCIPAL PAYMENTS		5/28/2013	245 70	-257 26	11 56
CRA ADVISORS	3138WML22	FNMA POOL #0AT0343	-370 910 PRINCIPAL PAYMENTS		6/25/2013	370 91	-388 35	-17 44
CRA ADVISORS	3138WML22	FNMA POOL #0AT0343	-402 270 PRINCIPAL PAYMENTS		7/25/2013	402 27	-421 19	18 92
CRA ADVISORS	3138WML22	FNMA POOL #0AT0343	-373 280 PRINCIPAL PAYMENTS		8/26/2013	373 28	-390 84	17 56
CRA ADVISORS	3138WML22	FNMA POOL #0AT0343	-389 600 PRINCIPAL PAYMENTS		9/25/2013	389 60	-407 92	18 32
CRA ADVISORS	3138WML22	FNMA POOL #0AT0343	-390 740 PRINCIPAL PAYMENTS		10/25/2013	390 74	-409 12	18 38
CRA ADVISORS	3138WML22	FNMA POOL #0AT0343	13,621 500 PRINCIPAL PAYMENTS		11/25/2013	13 621 59	14 262 23	-640 54
CRA ADVISORS	3138WML22	FNMA POOL #0AT0343	-371 100 PRINCIPAL PAYMENTS		12/26/2013	371 10	-388 55	17 45
CRA ADVISORS	31410LA77	FNMA POOL #0890230	-8,275 130 PRINCIPAL PAYMENTS		1/25/2013	8 275 13	-8 770 34	495 21
CRA ADVISORS	31410LA77	FNMA POOL #0890230	-9 084 500 PRINCIPAL PAYMENTS		2/25/2013	9 084 50	-9 628 15	543 65
CRA ADVISORS	31410LA77	FNMA POOL #0890230	-6 652 490 PRINCIPAL PAYMENTS		3/25/2013	6,652 49	7,050 60	398 11
CRA ADVISORS	31410LA77	FNMA POOL #0890230	11,849 960 PRINCIPAL PAYMENTS		4/25/2013	11,849 96	12,559 11	709 15
CRA ADVISORS	31410LA77	FNMA POOL #0890230	516 530 PRINCIPAL PAYMENTS		5/28/2013	516 53	-547 44	30 91
CRA ADVISORS	31410LA77	FNMA POOL #0890230	-6,525 230 PRINCIPAL PAYMENTS		6/25/2013	6,525 23	-6 915 72	-390 49
CRA ADVISORS	31410LA77	FNMA POOL #0890230	-6,307 460 PRINCIPAL PAYMENTS		7/25/2013	6,307 46	-6 684 92	-377 46
CRA ADVISORS	31410LA77	FNMA POOL #0890230	10,503 370 PRINCIPAL PAYMENTS		8/26/2013	10 503 37	-11,131 93	-628 56
CRA ADVISORS	31410LA77	FNMA POOL #0890230	5,290 820 PRINCIPAL PAYMENTS		9/25/2013	5 290 82	-5,607 44	316 62
CRA ADVISORS	31410LA77	FNMA POOL #0890230	3 465 950 PRINCIPAL PAYMENTS		10/25/2013	3,465 95	-3,673 37	207 42
CRA ADVISORS	31410LA77	FNMA POOL #0890230	2 418 640 PRINCIPAL PAYMENTS		11/25/2013	2 418 64	-2,563 38	144 74
CRA ADVISORS	31410LA77	FNMA POOL #0890230	-482 080 PRINCIPAL PAYMENTS		12/26/2013	482 08	-510 93	-28 85
CRA ADVISORS	36201SL31	GNMA POOL #0591746	-253 450 PRINCIPAL PAYMENTS		6/17/2013	253 45	-268 02	14 57
CRA ADVISORS	36201SL31	GNMA POOL #0591746	-254 060 PRINCIPAL PAYMENTS		7/15/2013	254 06	-268 67	14 61
CRA ADVISORS	36201SL31	GNMA POOL #0591746	254 670 PRINCIPAL PAYMENTS		8/15/2013	254 67	-269 31	14 64
CRA ADVISORS	36201SL31	GNMA POOL #0591746	255 280 PRINCIPAL PAYMENTS		9/16/2013	255 28	-269 96	14 68
CRA ADVISORS	36201SL31	GNMA POOL #0591746	255 890 PRINCIPAL PAYMENTS		10/15/2013	255 89	-270 60	14 71
CRA ADVISORS	36201SL31	GNMA POOL #0591746	256 510 PRINCIPAL PAYMENTS		11/15/2013	256 51	-271 26	14 75
CRA ADVISORS	36201SL31	GNMA POOL #0591746	257 120 PRINCIPAL PAYMENTS		12/16/2013	257 12	-271 90	14 78
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-475 380 PRINCIPAL PAYMENTS		1/15/2013	475 38	-507 10	31 72
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-493 190 PRINCIPAL PAYMENTS		2/15/2013	493 19	-526 10	32 91
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-503 400 PRINCIPAL PAYMENTS		3/15/2013	503 40	-536 99	33 59
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-18,251 830 PRINCIPAL PAYMENTS		4/15/2013	18,251 93	19,489 67	1,217 74
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-510 290 PRINCIPAL PAYMENTS		5/15/2013	510 29	-544 34	-34 05
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-497 560 PRINCIPAL PAYMENTS		6/17/2013	497 56	-530 76	-33 20
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-483 490 PRINCIPAL PAYMENTS		7/15/2013	483 49	-515 75	32 28
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-488 680 PRINCIPAL PAYMENTS		8/15/2013	488 68	-521 28	-32 60
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-487 200 PRINCIPAL PAYMENTS		9/16/2013	487 20	-519 71	-32 51
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-479 730 PRINCIPAL PAYMENTS		10/15/2013	479 73	-511 74	-32 01
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-487 920 PRINCIPAL PAYMENTS		11/15/2013	487 92	-499 14	-31 22
CRA ADVISORS	3620ASIK4	GNMA POOL #0738398	-497 560 PRINCIPAL PAYMENTS		12/16/2013	497 56	-530 76	33 20
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	278 470 PRINCIPAL PAYMENTS		1/15/2013	278 47	-288 61	-8 14
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	236 210 PRINCIPAL PAYMENTS		2/15/2013	236 21	-243 11	-6 90
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	241 410 PRINCIPAL PAYMENTS		3/15/2013	241 41	-248 46	7 05
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	-235 210 PRINCIPAL PAYMENTS		4/15/2013	235 21	-242 08	-6 87
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	243 630 PRINCIPAL PAYMENTS		5/15/2013	243 63	-250 75	7 12
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	-277 410 PRINCIPAL PAYMENTS		6/17/2013	277 41	-285 52	-8 11
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	13 657 730 PRINCIPAL PAYMENTS		7/15/2013	13,657 73	14,056 79	-399 06
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	12 185 850 PRINCIPAL PAYMENTS		8/15/2013	12,185 85	12,541 90	-356 05
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	-201 260 PRINCIPAL PAYMENTS		9/16/2013	201 26	-207 14	-5 88
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	-196 780 PRINCIPAL PAYMENTS		10/15/2013	196 78	-202 53	5 75
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	-187 810 PRINCIPAL PAYMENTS		11/15/2013	187 81	-193 30	-5 49
CRA ADVISORS	3620C0XA1	GNMA POOL #0745073	-248 340 PRINCIPAL PAYMENTS		12/16/2013	248 34	-253 54	-7 20
CRA ADVISORS	37811CAC0	GNMA GTD REMC P/T 07-75 C	26 148 270 PRINCIPAL PAYMENTS		1/16/2013	26,148 27	26,146 27	0 00
CRA ADVISORS	37811CAC0	GNMA GTD REMC P/T 07-75 C	-669 500 PRINCIPAL PAYMENTS		12/16/2013	669 50	-669 50	0 00
CRA ADVISORS	38373M7V8	GNMA GTD REMC P/T 09-49 A	-209 070 PRINCIPAL PAYMENTS		1/16/2013	209 07	-207 55	1 52

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0630140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	-8,824.070	PRINCIPAL PAYMENTS	2/19/2013	6,824.07	-6,774.49	49.58
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	-19,703.670	PRINCIPAL PAYMENTS	3/18/2013	19,703.67	19,560.51	143.16
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	11,422.530	PRINCIPAL PAYMENTS	4/16/2013	11,422.53	-11,339.53	83.00
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	-12,040.050	PRINCIPAL PAYMENTS	5/16/2013	12,040.05	11,952.57	87.48
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	116.590	PRINCIPAL PAYMENTS	6/17/2013	116.59	-115.74	0.85
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	117.120	PRINCIPAL PAYMENTS	7/15/2013	117.12	-116.27	0.85
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	-117.650	PRINCIPAL PAYMENTS	8/16/2013	117.65	116.80	0.85
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	13,372.570	PRINCIPAL PAYMENTS	9/16/2013	13,372.57	-13,275.40	97.17
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	104.610	PRINCIPAL PAYMENTS	10/16/2013	104.61	103.85	0.76
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	105.090	PRINCIPAL PAYMENTS	11/18/2013	105.09	104.33	0.76
CRA ADVISORS	38373M7V6	GNMA GTD REMIC P/T 09-49 A	105.570	PRINCIPAL PAYMENTS	12/19/2013	105.57	-104.80	0.77
CRA ADVISORS	38378KD71	GNMA GTD REMIC P/T 13-126 A	-869.180	PRINCIPAL PAYMENTS	9/15/2013	869.18	-862.66	6.52
CRA ADVISORS	38378KD71	GNMA GTD REMIC P/T 13-126 A	-871.410	PRINCIPAL PAYMENTS	10/16/2013	871.41	-864.87	6.54
CRA ADVISORS	38378KD71	GNMA GTD REMIC P/T 13-126 A	-873.650	PRINCIPAL PAYMENTS	11/18/2013	873.65	-867.10	6.55
CRA ADVISORS	38378KD71	GNMA GTD REMIC P/T 13-126 A	-875.900	PRINCIPAL PAYMENTS	12/16/2013	875.90	-869.33	6.57
CRA ADVISORS	83162CRA3	SBA GTD PARTN CTF5 2007 20E 1	-23,596.990	PRINCIPAL PAYMENTS	5/1/2013	23,596.99	-25,263.53	1,666.54
CRA ADVISORS	83162CRA3	SBA GTD PARTN CTF5 2007 20E 1	21,919.510	PRINCIPAL PAYMENTS	11/1/2013	21,919.51	-23,467.57	1,548.06
CRA ADVISORS	83162CTB9	SBA GTD PARTN CTF5 2010-20B 1	-9,871.460	PRINCIPAL PAYMENTS	8/1/2013	9,871.46	-10,852.44	-980.98
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	-780.220	PRINCIPAL PAYMENTS	2/28/2013	780.22	777.92	2.30
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	-780.610	PRINCIPAL PAYMENTS	3/26/2013	780.61	-778.31	2.30
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	781.010	PRINCIPAL PAYMENTS	4/26/2013	781.01	-778.71	2.30
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	781.390	PRINCIPAL PAYMENTS	5/29/2013	781.39	779.09	2.30
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	-781.780	PRINCIPAL PAYMENTS	6/25/2013	781.78	-779.48	2.30
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	-782.180	PRINCIPAL PAYMENTS	7/25/2013	782.18	-779.88	2.30
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	-782.560	PRINCIPAL PAYMENTS	8/26/2013	782.56	-780.26	2.30
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	-782.960	PRINCIPAL PAYMENTS	9/25/2013	782.96	-780.66	2.30
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	-783.350	PRINCIPAL PAYMENTS	10/25/2013	783.35	-781.04	2.31
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	-783.740	PRINCIPAL PAYMENTS	11/26/2013	783.74	-781.43	2.31
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	-784.130	PRINCIPAL PAYMENTS	12/27/2013	784.13	-781.82	2.31
CRA ADVISORS	83164JLJ3	SBA GTD LN POOL CTF5 #507529	-784.520	PRINCIPAL PAYMENTS	1/27/2013	784.52	-782.21	2.31
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-81.320	PRINCIPAL PAYMENTS	2/28/2013	81.32	-82.03	-0.71
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-81.380	PRINCIPAL PAYMENTS	3/25/2013	81.38	-82.09	-0.71
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-81.440	PRINCIPAL PAYMENTS	4/26/2013	81.44	-82.15	-0.71
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-81.500	PRINCIPAL PAYMENTS	5/29/2013	81.50	-82.21	-0.71
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-1,468.550	PRINCIPAL PAYMENTS	6/25/2013	1,468.55	-1,481.40	12.85
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-65.610	PRINCIPAL PAYMENTS	7/25/2013	65.61	-66.18	-0.57
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-65.610	PRINCIPAL PAYMENTS	8/26/2013	65.61	-66.18	-0.57
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-65.650	PRINCIPAL PAYMENTS	9/25/2013	65.65	-66.17	-0.57
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-65.650	PRINCIPAL PAYMENTS	10/25/2013	65.65	-66.22	-0.57
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-65.700	PRINCIPAL PAYMENTS	11/26/2013	65.70	-66.28	-0.58
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-65.750	PRINCIPAL PAYMENTS	12/27/2013	65.75	-66.33	-0.58
CRA ADVISORS	83164K2X0	SBA GTD LN POOL CTF5 #508890	-65.800	PRINCIPAL PAYMENTS	1/27/2013	65.80	-66.38	-0.58
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-820.220	PRINCIPAL PAYMENTS	2/28/2013	820.22	-820.22	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-820.530	PRINCIPAL PAYMENTS	3/25/2013	820.53	-820.63	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-821.040	PRINCIPAL PAYMENTS	4/26/2013	821.04	-821.04	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-821.460	PRINCIPAL PAYMENTS	5/29/2013	821.46	-821.46	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-9,891.590	PRINCIPAL PAYMENTS	6/25/2013	9,891.59	-9,891.59	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	717.800	PRINCIPAL PAYMENTS	7/25/2013	717.80	-717.80	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-718.160	PRINCIPAL PAYMENTS	8/26/2013	718.16	-718.16	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-718.510	PRINCIPAL PAYMENTS	9/25/2013	718.51	-718.51	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-718.870	PRINCIPAL PAYMENTS	10/25/2013	718.87	-718.87	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-719.230	PRINCIPAL PAYMENTS	11/26/2013	719.23	-719.23	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	-719.590	PRINCIPAL PAYMENTS	12/27/2013	719.59	-719.59	0.00
CRA ADVISORS	83164K3J0	SBA GTD LN POOL CTF #508901	719.950	PRINCIPAL PAYMENTS	1/27/2013	719.95	-719.95	0.00
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-6,856.730	PRINCIPAL PAYMENTS	1/25/2013	6,856.73	-6,903.02	-46.29
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	5,297.080	PRINCIPAL PAYMENTS	2/25/2013	5,297.08	-5,332.84	-35.76
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-848.640	PRINCIPAL PAYMENTS	3/25/2013	848.64	-852.36	-5.72
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-854.950	PRINCIPAL PAYMENTS	4/25/2013	854.95	-860.72	-5.77
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-843.380	PRINCIPAL PAYMENTS	5/28/2013	843.38	-849.07	-5.69
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-3,624.350	PRINCIPAL PAYMENTS	6/25/2013	3,624.35	-3,648.82	-24.47
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-854.850	PRINCIPAL PAYMENTS	7/25/2013	854.85	-860.82	-5.77
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-886.340	PRINCIPAL PAYMENTS	8/26/2013	886.34	-892.32	-5.98
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	5,035.860	PRINCIPAL PAYMENTS	9/25/2013	5,035.86	-5,069.85	-33.99
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-831.570	PRINCIPAL PAYMENTS	10/25/2013	831.57	-837.18	-5.61
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-835.470	PRINCIPAL PAYMENTS	11/25/2013	835.47	-841.11	-5.64
CRA ADVISORS	92812T8P9	VIRGINIA ST HSG DEV AUTH CMWLT	-848.570	PRINCIPAL PAYMENTS	12/26/2013	848.57	-852.28	-5.71
CRA ADVISORS	36005SEB9	FULTON CNTY GA HSG AUTH	-35,000.000	CORPORATE ACTIONS	4/15/2013	35,000.00	-37,179.80	2,179.80
CRA ADVISORS	36005SEB9	FULTON CNTY GA HSG AUTH	-40,000.000	CORPORATE ACTIONS	10/15/2013	40,000.00	-42,491.20	2,491.20
CRA ADVISORS	49130TBS4	KENTUCKY ST HSG CORP HSG REVEN	-20,000.000	CORPORATE ACTIONS	3/1/2013	20,000.00	20,400.00	-400.00
CRA ADVISORS	49130TBS4	KENTUCKY ST HSG CORP HSG REVEN	-15,000.000	CORPORATE ACTIONS	8/9/2013	15,000.00	-15,300.00	-300.00
CRA ADVISORS	49130TPR1	KENTUCKY ST HSG CORP HSG REVEN	-10,000.000	CORPORATE ACTIONS	4/1/2013	10,000.00	-10,371.20	-371.20
CRA ADVISORS	60535NB73	MISSISSIPPI ST HOME CORP	-5,000.000	CORPORATE ACTIONS	2/20/2013	5,000.00	-5,000.00	0.00
CRA ADVISORS	60535NB73	MISSISSIPPI ST HOME CORP	-5,000.000	CORPORATE ACTIONS	8/20/2013	5,000.00	-5,000.00	0.00
CRA ADVISORS	83712DSK3	SOUTH CAROLINA ST HSG FN & DE	-5,000.000	CORPORATE ACTIONS	1/2/2013	11,759.33	12,060.16	0.00
ADVISORY RESEARCH	125581108	CIT GROUP INC	0.000	CLASS ACTIONS	9/23/2013	1,121.07	1,121.07	0.00
FRED ALGER MGMT, INC	008190100	AFFILIATED COMPUTER SVCS INC	0.000	CLASS ACTIONS	5/23/2013	635.80	635.80	0.00
FRED ALGER MGMT, INC	037833100	APPLE INC	0.000	CLASS ACTIONS	1/19/2013	10.98	10.98	0.00

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

2013

SALE OF SECURITIES

Source Account Name	Security ID	Security Description	Shares/Par	Transaction Category	Actual Settle Date	Proceeds	Adjusted Basis	Investment Gain/Loss
FRED ALGER MGMT, INC	375558100	GILEAD SCIENCES INC	0.000	CLASS ACTIONS	10/10/2013		21.30	21.30
FRED ALGER MGMT, INC	620076307	MOTOROLA SOLUTIONS INC	0.000	CLASS ACTIONS	12/26/2013		507.60	507.60
FRED ALGER MGMT, INC	665112102	PACIFICARE HEALTH SYS INC DEL	0.000	CLASS ACTIONS	1/7/2013		15.91	15.91
FRED ALGER MGMT, INC	G5876H105	MARVELL TECHNOLOGY GROUP LTD	0.000	CLASS ACTIONS	1/25/2013		152.39	152.39
SAYBROOK CAPITAL	14149Y108	CARDINAL HEALTH INC	0.000	CLASS ACTIONS	4/30/2013		213.89	213.89
SAYBROOK CAPITAL	247025109	DELL COMPUTER CORP COM	0.000	CLASS ACTIONS	1/16/2013		392.65	392.65
SAYBROOK CAPITAL	571748102	MARSH & MCLENNAN COS INC	0.000	CLASS ACTIONS	7/23/2013		1,008.21	1,008.21
STERLING JOHNSTON	861642106	STONE ENERGY CORP	0.000	CLASS ACTIONS	12/26/2013		338.12	338.12
Gain on sale of securities per 2013 990-PF, Part IV						40,881,947.25	(32,740,881.79)	8,141,065.46

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN. 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Access To Capital For Entrepreneurs Inc 3173 Hwy 129 North Cleveland, GA 30528 NP-RA \$350,000 00 2011	501(c)3 - Charitable PC	General Operating Support	\$87,500 00	\$0 00	\$0 00	\$87,500 00	\$0 00
Access To Capital For Entrepreneurs Inc 3173 Hwy 129 North Cleveland, GA 30528 NP-RA \$275,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$275,000 00	\$0 00	\$68,750 00	\$206,250 00
ACCION Texas Inc. 2014 S Hackberry St San Antonio, TX 78210 NP \$75,000 00 2013	501(c)3 - Charitable PC	General Operating Support in AL	\$0 00	\$75,000 00	\$0 00	\$75,000 00	\$0 00
Alabama Appleseed Center For Law And Justice Inc P O Box 4864 Montgomery, AL 36103-4864 NP-RA \$150,000 00 2012	501(c)3 - Charitable PC	General Operating Support and Organizational Development	\$112,500 00	\$0 00	\$0 00	\$75,000 00	\$37,500 00
Alabama Appleseed Center For Law And Justice Inc P O Box 4864 Montgomery, AL 36103-4864 Thank you grant - February 2013 board visit \$500 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Alabama Asset Building Coalition 601 19th Street, North 2nd Floor Birmingham, AL 35203 NP-RA \$150,000 00 2012	501(c)3 - Charitable PC	General Operating Support and Re-granting	\$112,500 00	\$0 00	\$0 00	\$75,000 00	\$37,500 00
Alabama Asset Building Coalition 601 19th Street, North 2nd Floor Birmingham, AL 35203 Thank you grant - February 2013 board visit \$500 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Alabama Citizens For Constitutional Reform Foundation P O Box 13712 Birmingham, AL 35202 Thank you grant - February 2013 board visit \$500 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Alabama Citizens For Constitutional Reform Foundation P O Box 13712 Birmingham, AL 35202 NP-RA \$150,000 00 2013	501(c)3 - Charitable PC	General Operating Support and Project Support	\$0 00	\$150,000 00	\$0 00	\$75,000 00	\$75,000 00
Alabama Organizing Project (Federation of Community Controlled Centers of Alabama for Child Care) P O Box 267 Montgomery, AL 36101 NP-RA \$60,000 00	501(c)3 - Charitable PC	General Operating Support	\$15,000 00	\$0 00	\$0 00	\$15,000 00	\$0 00 \$0 00

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
2011							
Alabama Poverty Project Incorporated 1016 19th Street South Birmingham, AL 35205 <i>Thank you grant - February 2013 board visit</i>	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
\$500 00 2013							
Alabama Poverty Project Incorporated (Alabama Possible) 1016 19th Street South Birmingham, AL 35205 NP	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$120,000 00	\$0 00	\$60,000 00	\$60,000 00
\$120,000 00 2013							
ACT Albany Community Together Inc 230 S Jackson St Suite 154 Albany, GA 31701 NP-RA	501(c)3 - Charitable PC	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
\$150,000 00 2012							
Alliance for Appalachia c/o Kentucky Coalition, Inc. PO Box 32 Arnett, WV 25007 NP-RA	501(c)3 - Charitable PC	Project Support	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00 \$0 00
\$20,000 00 2013							
Alt Consulting 211 West 3rd Ave, Suite 245 P O Box 9858 Pine Bluff, AR 71601 NP	501(c)3 - Charitable PC	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
\$300,000 00 2011							
Alt Consulting 211 West 3rd Ave, Suite 245 P O Box 9858 Pine Bluff, AR 71601 NP-RA	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$250,000 00	\$0 00	\$62,500 00	\$187,500 00
\$250,000 00 2013							
American Prospect 1710 Rhode Island Avenue NW, 12th Floor Washington, DC 20036 NP-OF	501(c)(3) - Nonprofit PC	Project Support	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
\$10,000 00 2013							
Anderson Interfaith Ministries Inc 1202 South Murray Avenue Anderson, SC 29624 NP - RA	501(c)3 - Charitable PC	Project Support	\$0 00	\$150,000 00	\$0 00	\$75,000 00	\$75,000 00
\$150,000 00 2013							
Appalachia Funders Network c/o Greater Kanawha Valley Foundation 1456 Patton Ave Suite C Asheville, NC 28806 NP	501(c)3 - Charitable PC	Organizational Development	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
\$20,000 00 2013							
Appalachian Center University of Kentucky c/o University of Kentucky Research Foundation 624 Maxwellton Court Lexington, KY 40506-0347 NP	509(a)(3) SO	Project Support	\$35,000 00	\$0 00	\$0 00	\$35,000 00	\$0 00
\$140,000 00 2011							
Appalachian Community Capital c/o Natural Capital	509(a)(3)		\$0 00	\$250,000 00	\$0 00	\$250,000 00	\$0 00

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Investment Fund	SO	Capital Grant					
c/o ARC 1666 Connecticut Ave, NW Washington, DC 20009 NP \$250,000 00 2013							
Appalachian Institute For Renewable Energy	501(c)3 - Chantable PC	Project Support	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00
164 S Depot St Boone, NC 28607 NP \$50,000 00 2012							
Appalachian Institute For Renewable Energy	501(c)3 - Chantable PC	Project Support	\$0 00	\$35,000 00	\$0 00	\$17,500 00	\$17,500 00
164 S Depot St Boone, NC 28607 NP-RA \$35,000 00 2013							
Appalachian Sustainable Development	501(c)3 - Chantable PC	General Operating Support	\$127,500 00	\$0 00	\$0 00	\$85,000 00	\$42,500 00
P O Box 791 Abingdon, VA 24212 NP-RA \$170,000 00 2012							
Appalshop Inc.	501(c)3 - Chantable PC	Organizational Development	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
91 Madison Ave Whitesburg, KY 41858 NP-OF \$10,000 00 2013							
Arise Citizens Policy Project	501(c)3 - Chantable PC	General Operating Support	\$60,000 00	\$0 00	\$0 00	\$60,000 00	\$0 00
P O Box 1188 Montgomery, AL 36101-1188 NP-RA \$240,000 00 2011							
Arise Citizens Policy Project	501(c)3 - Chantable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
P O Box 1188 Montgomery, AL 36101-1188 Thank you grant - February 2013 board visit \$500 00 2013							
Arise Citizens Policy Project	501(c)3 - Chantable PC	General Operating Support	\$0 00	\$125,000 00	\$0 00	\$62,500 00	\$62,500 00
P O Box 1188 Montgomery, AL 36101-1188 NP-RA \$250,000 00 2013							
Arkansas Advocates For Children And Families	501(c)3 - Chantable PC	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$50,000 00	\$25,000 00
1400 W Markham St, Ste 306 Little Rock, AR 72201 NP-RA \$100,000 00 2012							
Arkansas Advocates For Children And Families	501(c)3 - Chantable PC	Project Support	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
1400 W Markham St, Ste 306 Little Rock, AR 72201 NP-OF \$10,000 00 2013							
Arkansas Public Policy Panel Inc	501(c)3 - Chantable PC	General Operating Support and Project Support	\$225,000 00	\$0 00	\$0 00	\$150,000 00	\$75,000 00
1308 W Second St Little Rock, AR 72201							

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
NP-RA \$300,000 00 2012							
Association For Enterprise Opportunity Inc 1111 16th Street, NW, Suite 410 Washington, DC 20036 NP-RA \$150,000 00 2012	501(c)3 - Charitable PC	Project Support	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Atlanta Micro Fund, Inc. 100 Flat Shoals Avenue SE Atlanta, GA 30316 NP \$75,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$75,000 00	\$0 00	\$75,000 00	\$0 00
Birmingham Civil Rights Institute 520 Sixteenth Street North Birmingham, AL 35203 Thank you grant - February 2013 board visit \$250 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$250 00	\$0 00	\$250 00	\$0 00
Black Belt Community Foundation Inc P O Box 2020 609 Lauderdale Street Selma, AL 36702 NP-RA \$300,000 00 2011	501(c)3 - Charitable PC	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
Blueprint North Carolina 2912 Highwoods Blvd, Suite 202 Raleigh, NC 27604 NP-RA \$200,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$150,000 00	\$0 00	\$0 00	\$100,000 00	\$50,000 00
Carolina Alliance For Fair Employment 1121 S 4th St Box 327 Hartsville SC, SC 29550 NP-OF \$10,000 00 2013	501(c)3 - Charitable PC	Organizational Development	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Carsey Institute c/o University of New Hampshire Foundation 9 Edgewood Road Durham, NH 03824-1934 NP-OF \$5,000 00 2013	501(c)3 - Charitable PC	Project Support	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Center For Community Change 1536 U Street, N W Washington DC, DC 20009 NP-RA \$150,000 00 2012	501(c)3 - Charitable PC	Project Support	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
Center For Heirs Property Preservation 1535 Sam Rittenberg Blvd, Ste D Charleston, SC 29407 NP-RA \$260,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$260,000 00	\$0 00	\$130,000 00	\$130,000 00
Center For Participatory Change Inc 34 Wall Street, Suite 601 Asheville, NC 28801 NP-RA \$210,000 00 2011	501(c)3 - Charitable PC	General Operating Support and Re-granting	\$85,000 00	\$0 00	\$0 00	\$60,000 00	\$25,000 00 \$0 00
Central Appalachian Network c/o Mountain Association for	501(c)3 - Charitable		\$0 00	\$250,000 00	\$0 00	\$125,000 00	\$125,000 00

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN: 58-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Community Economic Development 433 Chestnut Street Berea, KY 40403 NP-RA \$250,000 00 2013	PC	General Operating Support and Re-granting					
Coalfield Development Corporation P O Box 1133 Wayne, WV 25570 NP-RA \$100,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$100,000 00	\$0 00	\$50,000 00	\$50,000 00
Coalition for a Prosperous Mississippi 120 Monterey Road STE A Richland, MS 39218 NP-OF \$10,000 00 2013	501(c)3 - Charitable PC	Project Support	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Community Farm Alliance Inc 119 1/2 West Main Street Frankfort, KY 40601 NP \$100,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$50,000 00	\$25,000 00
Community Foundation Of South Alabama PO Box 990 Mobile, AL 36608 NP \$250,000 00 2012	501(c)3 - Charitable PC	Project Support	\$100,000 00	\$25,000 00	\$0 00	\$125,000 00	\$0 00
Community Foundation Of South Alabama PO Box 990 Mobile, AL 36608 Thank you grant - February 2013 board visit \$500 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
CommunityWorks Carolina 107 W Antrim Drive Greenville, SC 29607 NP-RA \$150,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
CommunityWorks Carolina 107 W Antrim Drive Greenville, SC 29607 NP-RA \$125,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$125,000 00	\$0 00	\$62,500 00	\$62,500 00
CommunityWorks Carolina 107 W Antrim Drive Greenville, SC 29607 October 2013 Board Thank you grant \$500 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Crisis Assistance Ministry 500 Spratt Street Charlotte, NC 28206 October 2013 Board Thank you grant \$500 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Eastern Kentucky Foothills Eco-Agritourism Corporation (Elliot County Cooperative Extension - University of KY)	501(c)3 - Charitable PC	General Operating Support	\$10,000 00	\$0 00	\$0 00	\$10,000 00	\$0 00

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
POB 709 Sandy Hook, KY 41171 NP-RA \$50,000 00 2012							
The Edge Connection Inc 1000 Chastain Road #3305 Kennesaw, GA 30144 NP-RA \$300,000 00 2013	501(c)3 - Chantable PC	General Operating Support	\$0 00	\$300,000 00	\$0 00	\$150,000 00	\$150,000 00
Federation Of Southern Cooperatives Land Assistance Fund 2769 Church Street East Point, GA 30344 NP-RA \$100,000 00 2012	501(c)3 - Chantable PC	General Operating Support and Organizational Development	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Federation Of Community Controlled Centers Of Alabama For Child Care (Federation of Child Care Centers of Alabama) PO Box 214 Montgomery, AL 36101 Thank you grant - February 2013 board visit \$500 00 2013	501(c)3 - Chantable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Federation Of Community Controlled Centers Of Alabama For Child Care (Federation of Child Care Centers of Alabama) PO Box 214 Montgomery, AL 36101 NP-RA \$100,000 00 2013	501(c)3 - Chantable PC	General Operating Support	\$0 00	\$100,000 00	\$0 00	\$50,000 00	\$50,000 00
Federation Of Southern Cooperatives Land Assistance Fund 2769 Church Street East Point, GA 30344 NP-OF \$10,000 00 2013	501(c)3 - Chantable PC	General Operating Support	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Food Bank of North Alabama P O Box 18607 Huntsville, AL 35804 NP-OF \$10,000 00 2013	501(c)3 - Chantable PC	Organizational Development	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Foundation For The Mid South Inc 134 East Amute Street Jackson, MS 39201 NP \$100,000 00 2012	501(c)3 - Chantable PC	General Operating Support and Organizational Development	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Foundation for Appalachian Kentucky P O Box 310 5864 KY Highway 28 Chavies, KY 41727 NP-RA \$100,000 00 2013	501(c)3 - Chantable PC	General Operating Support	\$0 00	\$100,000 00	\$0 00	\$50,000 00	\$50,000 00
Georgia Appleseed Inc 1100 Peachtree Street, Suite 2800 Atlanta, GA 30309-4530 NP \$87,000 00 2011	501(c)3 - Chantable PC	Project Support	\$21,750 00	\$0 00	\$0 00	\$21,750 00	\$0 00
Georgia Appleseed Inc 1100 Peachtree Street, Suite 2800 Atlanta, GA 30309-4530	501(c)3 - Chantable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
<i>NP-OF</i> \$500 00 2013							
Georgia Budget And Policy Institute Inc 100 Edgewood Ave, Suite 950 Atlanta, GA 30303 <i>NP-RA</i> \$250,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$250,000 00	\$0 00	\$125,000 00	\$125,000 00
Georgia Conference of Black Mayors, Inc. 1401 Peachtree St., Suite M-100 Atlanta, GA 30309 <i>NP-RA</i> \$150,000 00 2013	501(c)3 - Nonprofit PC	General Operating Support	\$0 00	\$150,000 00	\$0 00	\$75,000 00	\$75,000 00
Georgia Justice Project Inc 438 Edgewood Ave Atlanta, GA 30312 <i>NP-RA</i> \$150,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$112,500 00	\$0 00	\$0 00	\$75,000 00	\$37,500 00
Georgia Strategic Alliance For New Direction And Unified Policies 501 Pulliam Street, SW, Suite 100 Atlanta, GA 30312 <i>NP</i> \$200,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$200,000 00	\$0 00	\$100,000 00	\$100,000 00
Georgia Trade Up Inc 501 Pulliam St SW Suite 501 Atlanta, GA 30312 <i>NP</i> \$150,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$100,000 00	\$0 00	\$50,000 00	\$50,000 00
Grantmakers for Southern Progress c/o Neighborhood Fundors Group 4354 S Sherwood Forest Blvd Suite 200 Washington, DC 70816 <i>NP</i> \$20,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00 \$0 00
Greater Birmingham Ministries Inc 2304 12th Avenue North Birmingham, AL 35234-3111 <i>Thank you grant - February 2013 board visit</i> \$500 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Green Opportunities, Inc P O Box 7235 (216-B livingston Street) Asheville, NC 28802 <i>NP-OF</i> \$5,000 00 2013	501(c)3 - Charitable PC	Organizational Development	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Greenville Region Workforce Collaborative (Greenville Tech Foundation, Inc.) 105 Edinburgh Court Greenville, SC 29607 <i>NP-RA</i> \$100,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Greenville Region Workforce Collaborative (Greenville Tech Foundation, Inc.) 105 Edinburgh Court Greenville, SC 29607 <i>NP-RA</i> \$200,000 00	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$200,000 00	\$0 00	\$50,000 00	\$150,000 00

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
2013							
Harris Neck Land Trust c/o Federation of Southern Cooperatives Land Assistance Fund Post Office Box 42 Townsend, GA 31331 NP-OF \$10,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Highlander Research & Education Center Inc 1959 Highlander Way New Market, TN 37820- NP-OF \$7,500 00 2013	501(c)3 - Charitable PC	Organizational Development	\$0 00	\$7,500 00	\$0 00	\$7,500 00	\$0 00
Highlander Research & Education Center Inc 1959 Highlander Way New Market, TN 37820- NP \$150,000 00 2013	501(c)3 - Charitable PC	Project Support	\$0 00	\$150,000 00	\$0 00	\$75,000 00	\$75,000 00
Hispanic Interest Coalition of Alabama 260 F West Valley Avenue Birmingham, AL 35209 NP \$150,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
Hispanic Interest Coalition of Alabama 260 F West Valley Avenue Birmingham, AL 35209 Thank you grant - February 2013 board visit \$500 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Homes of Hope, Inc. 3 DUNEAN STREET Greenville, SC 29611 NP \$150,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
Hope Community Development Agency 425 Division Street Biloxi, MS 39530 NP-RA \$250,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$250,000 00	\$0 00	\$125,000 00	\$125,000 00
Hope Enterprise Corporation 4 Old River Place, Suite A Jackson, MS 39202 NP-RA \$400,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$300,000 00	\$0 00	\$0 00	\$200,000 00	\$100,000 00
Housing Development Alliance Inc. P O Box 7284 Hazard, KY 41701 NP-OF \$5,000 00 2013	501(c)3 - Charitable PC	Organizational Development	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Housing Mississippi c/o Back Bay Mission 1012 Division St Biloxi, MS 39530 NP \$25,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Kentucky Coalition Inc P O Box 1450 London, KY 40743	501(c)3 - Charitable PC	General Operating Support	\$150,000 00	\$0 00	\$0 00	\$100,000 00	\$50,000 00

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
<i>NP-RA</i> \$300,000 00 2011							
Kentucky Coalition for Responsible Lending c/o Kentucky Youth Advocates, Inc. 11001 Bluegrass Parkway Ste 100 Jeffersontown, KY 40299 <i>NP</i> \$75,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$75,000 00	\$0 00	\$75,000 00	\$0 00
Kentucky Domestic Violence Association Inc (Kentucky Coalition Against Domestic Violence, Inc.) 111 Darby Shire Circle Frankfort, KY 40204 <i>NP-RA</i> \$100,000 00 2012	501(c)3 - Charitable PC	Project Support	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Louisiana Green Corps P O Box 52444 New Orleans, LA 70152 <i>NP-OF</i> \$7,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$7,000 00	\$0 00	\$7,000 00	\$0 00
Louisiana Housing Alliance 412 N 4th Street, Suite 102 Baton Rouge, LA 70802 <i>NP</i> \$144,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$72,000 00	\$0 00	\$0 00	\$72,000 00	\$0 00
Low Income Housing Coalition Of Alabama P O Box 130159 Birmingham, AL 35213-0159 <i>NP</i> \$40,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$30,000 00	\$0 00	\$0 00	\$20,000 00	\$10,000 00
Low Income Housing Coalition Of Alabama P O Box 130159 Birmingham, AL 35213-0159 <i>Thank you grant - February 2013 board visit</i> \$500 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Lowcountry Housing Trust Incorporated 1535 Hobby Street, Suite 209 North Charleston, SC 29405 <i>NP-RA</i> \$200,000 00 2011	501(c)3 - Charitable PC	General Operating Support	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Lowcountry Housing Trust Incorporated 1535 Hobby Street, Suite 209 North Charleston, SC 29405 <i>NP-RA</i> \$200,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$200,000 00	\$0 00	\$50,000 00	\$150,000 00
Lumbee Tribe of North Carolina d/b/a Lumbee Land Development Inc. PO Box 2709 Pembroke, NC 28372 <i>NP-OF</i> \$5,000 00 2013	501(c)3 - Charitable PC	Project Support	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Local Initiatives Support Corporation (Mid South Delta LISC) 119 S Theobald Street Greenville, MS 38701 <i>NP-RA</i> \$200,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$50,000 00	\$100,000 00	\$0 00	\$100,000 00	\$50,000 00

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Mississippi Association of Grantmakers c/o Community Foundation of Greater Jackson, Inc. 525 East Capitol St Suite 5B Jackson, MS 39201 NP-OF \$10,000 00 2013	501(c)3 - Charitable PC	Organizational Development	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Mississippi Center For Justice 5 Old River Place, Suite 203 Jackson, MS 39202 NP-RA \$200,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$200,000 00	\$0 00	\$100,000 00	\$100,000 00
Mississippi Low-Income Child Care Initiative P O Box 204 Biloxi, MS 39533 NP-RA \$100,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$100,000 00	\$0 00	\$50,000 00	\$50,000 00
Moore Community House 684 Walker St Biloxi, MS 39530 NP \$100,000 00 2012	501(c)3 - Charitable PC	Project Support	\$75,000 00	\$0 00	\$0 00	\$50,000 00	\$25,000 00
Mountain Association For Community Economic Development 433 Chestnut Street Berea, KY 40403 NP-RA \$600,000 00 2010	501(c)3 - Charitable PC	General Operating Support	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00 \$0 00
Mountain BizWorks 153 South Lexington Avenue Asheville, NC 28801 NP-RA \$150,000 00 2011	501(c)3 - Charitable PC	General Operating Support	\$37,500 00	\$0 00	\$0 00	\$37,500 00	\$0 00
Mountain BizWorks 153 South Lexington Avenue Asheville, NC 28801 NP-RA \$150,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$150,000 00	\$0 00	\$37,500 00	\$112,500 00
N.C. Center for Public Policy Research 5 West Hargett Street, Suite 701, P O Box 430 Raleigh, NC 27601 NP-OF \$5,000 00 2013	501(c)3 - Charitable PC	Organizational Development	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
National Association For Latino Community Asset Builders 1313 Guadalupe St Suite 203 San Antonio, TX 78207 NP-RA \$150,000 00 2013	501(c)3 - Charitable PC	Project Support	\$0 00	\$150,000 00	\$0 00	\$150,000 00	\$0 00
Natural Capital Investment Fund Inc 1098 Turner Road Shepherdstown, WV 25443 NP-RA \$225,000 00 2011	501(c)3 - Charitable SO	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
Natural Capital Investment Fund Inc 1098 Turner Road Shepherdstown, WV 25443 NP-OF	501(c)3 - Charitable SO	Organizational Development	\$0 00	\$8,000 00	\$0 00	\$8,000 00	\$0 00

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
\$8,000 00 2013							
NC Community Economic Development Initiative 5800 Faringdon Place Raleigh, NC 27609 NP-OF \$10,000 00 2013	501(c)3 - Charitable PC	Organizational Development	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Neighborhood Housing Services Of New Orleans Inc 4528 Freret Street New Orleans, LA 70115 NP-RA \$100,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$50,000 00	\$25,000 00
New Hope Initiatives Inc. (New Hope Enterprises) 870 Jefferson St, NW Atlanta, GA 30318 NP-RA \$50,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00
New Hope Initiatives Inc. (New Hope Enterprises) 870 Jefferson St, NW Atlanta, GA 30318 NP-RA \$65,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$65,000 00	\$0 00	\$32,500 00	\$32,500 00
Nova Workforce Institute Of Northeast Louisiana Inc PO Box 15020 212 Walnut Street, Suite 100 Monroe, LA 71207 NP-RA \$200,000 00 2011	501(c)3 - Charitable PC	General Operating Support	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Nova Workforce Institute Of Northeast Louisiana Inc PO Box 15020 212 Walnut Street, Suite 100 Monroe, LA 71207 NP-RA \$200,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
New Orleans Neighborhood Development Foundation 1429 South Rampart Street New Orleans, LA 70113 NP \$150,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$37,500 00	\$75,000 00	\$0 00	\$75,000 00	\$37,500 00
North Carolina Justice Center (NC Justice and Community Development Center) 224 S Dawson Street Raleigh, NC 27601 NP \$150,000 00 2011	501(c)3 - Charitable PC	Project Support	\$37,500 00	\$0 00	\$0 00	\$37,500 00	\$0 00 \$0 00
North Carolina Justice Center (NC Justice and Community Development Center) 224 S Dawson Street Raleigh, NC 27601 NP-RA \$200,000 00 2013	501(c)3 - Charitable PC	Project Support	\$0 00	\$200,000 00	\$0 00	\$50,000 00	\$150,000 00 \$0 00
North Carolina Justice Center (NC Justice and Community Development Center) 224 S Dawson Street Raleigh, NC 27601 October 2013 Board Thank you grant	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00 \$0 00

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
\$500 00 2013							
North Carolina Community Economic Development Collaborative c/o North Carolina Association of Community Development Corp 110 Fountain Park Drive Suite J23 Bartleboro, NC 27809 NP \$100,000 00 2013	501(c)3 - Charitable PC	Project Support	\$0 00	\$100,000 00	\$0 00	\$100,000 00	\$0 00 \$0 00
Ohio River Valley Environmental Coalition Inc P O Box 6753 Huntington, WV 25773 NP-RA \$120,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$120,000 00	\$0 00	\$60,000 00	\$60,000 00
One Voice 13929 Kimbleton Avenue Baton Rouge, LA 70817 NP \$50,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
ProGeorgia (Georgia Wand Education Fund, Inc.) 1530 Dekalb Ave., Suite A Atlanta, GA 30307 NP \$30,000 00 2012	501(c)3 - Charitable PC	Organizational Development	\$15,000 00	\$0 00	\$0 00	\$15,000 00	\$0 00
ProGeorgia (Georgia Wand Education Fund, Inc.) 1530 Dekalb Ave., Suite A Atlanta, GA 30307 NP-RA \$50,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$50,000 00	\$0 00	\$25,000 00	\$25,000 00
Reconcile New Orleans, Inc. 1631 Oretha Castle Haley Blvd New Orleans, LA 70113 NP \$50,000 00 2013	501(c)3 - Charitable PC	Project Support	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Reynolda House, Museum of American Art P O Box 7287 Winston-Salem, NC 27109 Other \$354,000 00 2010	501(c)3 - Charitable PC	General Operating Support	\$59,000 00	\$0 00	\$0 00	\$59,000 00	\$0 00
Reynolda House, Museum of American Art P O Box 7287 Winston-Salem, NC 27109 \$379,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$379,000 00	\$0 00	\$63,166 66	\$315,833 34
South Carolina Association Of Community Development Corp Physical 18 Leimbach Drive, Suite 3F Charleston, SC 29407 Mailing PO Box 20577 Charleston, SC 29413 Charleston, SC 29413 NP-RA \$450,000 00 2012	501(c)3 - Charitable PC	General Operating Support and Re-granting	\$225,000 00	\$0 00	\$0 00	\$225,000 00	\$0 00
Southern Bancorp Community Partners (Southern Bancorp Capital Partners)	501(c)3 - Charitable PC	General Operating Support	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00 \$0 00

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
8924 Kanis Road Little Rock, AR 72205 NP-RA \$200,000 00 2012							
Southern Echo Inc 1350 Livingston Lane, Suite C Jackson, MS 39213 NP-RA (FINAL grant) \$150,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$112,500 00	\$0 00	\$0 00	\$75,000 00	\$37,500 00
Southern Education Foundation 135 Auburn Ave., NE Second Floor Atlanta, GA 30303 NP \$50,000 00 2013	501(c)3 - Charitable PC	Project Support	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Southern Mutual Help Association Inc 3602 Old Jeanerette Road New Iberia, LA 70563 NP-RA \$200,000 00 2011	501(c)3 - Charitable PC	General Operating Support	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Southern Mutual Help Association Inc 3602 Old Jeanerette Road New Iberia, LA 70563 NP-RA \$200,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$200,000 00	\$0 00	\$50,000 00	\$150,000 00
Southern Rural Black Women's Initiative for Economic and Social Justice (Childrens Defense Fund) Post Office Box 11437 Jackson, MS 39283 NP-RA \$150,000 00 2012	501(c)3 - Charitable PC	Organizational Development	\$112,500 00	\$0 00	\$0 00	\$75,000 00	\$37,500 00 \$0 00
Southwest Georgia United Empowerment Zone Inc 1150 Industrial Drive Vienna, GA 31092 NP-RA \$200,000 00 2011	501(c)3 - Charitable PC	General Operating Support	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Southwest Georgia United Empowerment Zone Inc 1150 Industrial Drive Vienna, GA 31092 NP-RA \$110,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$110,000 00	\$0 00	\$55,000 00	\$55,000 00
Step Up Savannah, Inc. (United Way Of The Coastal Empire Inc.) 428 Bull St., Suite 208 Savannah, GA 31401 NP-RA \$140,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$70,000 00	\$0 00	\$0 00	\$70,000 00	\$0 00 \$0 00
Supporting Emerging Appalachian Leadership c/o Highlander Research and Education Center, Inc. 1959 Highlander Way New Market, TN 37820 NP-RA \$100,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Sustain Floyd Foundation Inc 203 South Locust Street, Suite H Floyd, VA 24091 NP	501(c)3 - Charitable PC	Organizational Development	\$17,022 00	\$0 00	\$0 00	\$17,022 00	\$0 00

MARY REYNOLDS BABCOCK FOUNDATION, INC.

EIN: 56-0690140

2013

SCHEDULE OF APPROPRIATIONS AND PAYMENTS

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning 2013	Newly 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
\$34,044 00 2012							
Sustain Floyd Foundation Inc 203 South Locust Street, Suite H Floyd, VA 24091 NP-OF \$10,000 00 2013	501(c)3 - Charitable PC	Organizational Development	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Tennessee Immigrant And Refugee Rights Coalition 446 Metroplex Sr, Suite 224 Nashville, TN 37211-3139 NP-RA \$125,000 00 2012	501(c)3 - Charitable PC	General Operating Support and Project Support	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Trufund Financial Services, Inc. 505 North 20th Street Suite 1525 Birmingham, AL 35203 NP \$150,000 00 2013	501(c)3 - Charitable PC	General Operating Support (AL office)	\$0 00	\$150,000 00	\$0 00	\$37,500 00	\$112,500 00 \$0 00
Twin City Stage (formerly Little Theatre of Winston-Salem, Inc.) 610 Coliseum Drive Winston-Salem, NC 27106 Endowment Filed under "other" grants \$500,000 00 2008	501(c)3 - Charitable PC	Endowment	\$98,675 00	\$0 00	\$0 00	\$98,675 00	\$0 00
West Virginia Center On Budget And Policy Inc 723 Kanawha Blvd Suite 300 Charleston, WV 25301 NP-RA \$150,000 00 2012	501(c)3 - Charitable PC	General Operating Support	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
Community Development Partnership of West Virginia c/o West Virginia Community Development Hub, Inc. 103 Adams Street, Suite 200 Fairmont, WV 26554 NP \$75,000 00 2012	501(c)3 - Charitable PC	Project Support	\$37,500 00	\$0 00	\$0 00	\$37,500 00	\$0 00
Community Development Partnership of West Virginia c/o West Virginia Community Development Hub, Inc. 103 Adams Street, Suite 200 Fairmont, WV 26554 NP-RA \$150,000 00 2013	501(c)3 - Charitable PC	Project Support	\$0 00	\$150,000 00	\$0 00	\$37,500 00	\$112,500 00
West Virginia Healthy Kids and Families Coalition 723 Kanawha Blvd Suite 300 Charleston, WV 25301 NP \$40,000 00 2013	501(c)3 - Charitable PC	General Operating Support	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Working Together Jackson c/o Northern & Central Louisiana Interfaith 1770 Ellis Ave #100 Jackson, MS 39201 NP-OF \$10,000 00 2013	501(c)3 - Charitable PC	Organizational Development	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00 \$0 00
Grand Total			\$ 4,440,947 00	\$ 7,153,750 00	\$ -	\$ 7,440,113 66	\$ 4,154,583 34