Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: JOHN E MORGAN FOUNDATION, INC

A Employer identification number: 56-2290010

Number and street (or P O box number if mail is not delivered to street address): C/O BESSEMER TRUST,630 FIFTH AVE

Room/suite

B Telephone number: (516)508-9623

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10111

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

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

H Check type of organization: [X] 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) ▶$ 76,906,051.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	7,106,684.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,391,685.	1,381,810.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,021,808.			
	b Gross sales price for all assets on line 6a 23,977,716.				
	7 Capital gain net income (from Part IV, line 2)		1,021,808.		
	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	11,544.	11,491.		STATEMENT 2
	12 **Total** Add lines 1 through 11	9,531,721.	2,415,109.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	97,060.	0.		97,060.
	14 Other employee salaries and wages	1,684.	0.		1,684.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	38,432.	0.		38,432.
	b Accounting fees STMT 4	15,630.	0.		15,630.
	c Other professional fees STMT 5	4,924.	365.		4,559.
	17 Interest				
	18 Taxes STMT 6	33,097.	9,328.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	472.	0.		472.
	22 Printing and publications				
	23 Other expenses STMT 7	24,307.	2,783.		8,880.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	215,606.	12,476.		166,717.
	25 Contributions, gifts, grants paid	3,328,418.			3,328,418.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,544,024.	12,476.		3,495,135.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5,987,697.			
	b **Net investment income** (if negative, enter -0-)		2,402,633.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

10111103 791007 MORGANINC 2013.04030 JOHN E MORGAN FOUNDATION, I MORGANI1

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,403,906.	1,051,400.	1,051,400.
	3 Accounts receivable ▶ 87,203. Less: allowance for doubtful accounts ▶	68,064.	87,203.	87,203.
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	6,938,956.	9,145,692.	8,972,263.
	b Investments - corporate stock STMT 10	41,866,496.	46,027,616.	60,114,934.
	c Investments - corporate bonds STMT 11	6,625,222.	6,599,348.	6,626,392.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	342,993.	320,508.	53,859.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	57,245,637.	63,231,767.	76,906,051.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	57,245,637.	63,231,767.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	57,245,637.	63,231,767.	
	31 Total liabilities and net assets/fund balances	57,245,637.	63,231,767.	

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	57,245,637.
2	Enter amount from Part I, line 27a	2	5,987,697.
3	Other increases not included in line 2 (itemize) ▶ RETURN OF GRANT	3	2,500.
4	Add lines 1, 2, and 3	4	63,235,834.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	4,067.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	63,231,767.

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	PUBLICLY TRADED SECURITIES	P		
b	OLD WESTBURY PRIVATE CAPITAL FUND, LLC	P		
c	OLD WESTBURY VENTURE CAPITAL FUND, LLC	P		
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	23,143,957.		22,969,484.	174,473.
b				14,566.
c				<990.>
d	833,759.			833,759.
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				174,473.
b				14,566.
c				<990.>
d				833,759.
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 1,021,808.

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	3,071,733.	62,105,843.	.049460
2011	3,415,131.	65,892,079.	.051829
2010	3,030,470.	63,157,410.	.047983
2009	3,033,323.	58,359,609.	.051976
2008	2,923,323.	66,048,221.	.044260

2	Total of line 1, column (d)	2	.245508
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	.049102
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	69,472,168.
5	Multiply line 4 by line 3	5	3,411,222.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,026.
7	Add lines 5 and 6	7	3,435,248.
8	Enter qualifying distributions from Part XII, line 4	8	3,495,135.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	24,026.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	24,026.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	24,026.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 16,462.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	36,462.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	12,436.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	12,436. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BESSEMER TRUST COMPANY Telephone no. ▶ (212)651-1048

Located at ▶ 630 FIFTH AVENUE 34TH FLOOR, NEW YORK, NY ZIP+4 ▶ 10111

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

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

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [X] 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 [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X (No)

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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		97,060.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	69,419,170.
b	Average of monthly cash balances	1b	1,110,950.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	70,530,120.
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	70,530,120.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,057,952.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,472,168.
6	**Minimum investment return.** Enter 5% of line 5	6	3,473,608.

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	3,473,608.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a 24,026.		
b	Income tax for 2013 (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	24,026.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,449,582.
4	Recoveries of amounts treated as qualifying distributions	4	2,500.
5	Add lines 3 and 4	5	3,452,082.
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	3,452,082.

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	3,495,135.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,495,135.
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	24,026.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,471,109.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					3,452,082.
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					
b From 2009					
c From 2010					
d From 2011	72,008.				
e From 2012					
f Total of lines 3a through e		72,008.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 3,495,135.					
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					3,452,082.
e Remaining amount distributed out of corpus		43,053.			
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		115,061.			
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		0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		115,061.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	72,008.				
d Excess from 2012					
e Excess from 2013	43,053.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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:

JAMES R ZIGMANT, TREASURER
P O BOX 349, TAMAQUA, PA 18252

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

SEE ATTACHED GUIDELINES

c Any submission deadlines:

N/A

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

SEE ATTACHED GUIDELINES

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALICIA SMITH- SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
ALYSSA KEICH-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	4,000.
AMANDA WATSULA-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	2,500.
ANTHONY MAFF-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	7,500.
BOROUGH OF TAMAQUA TAMAQUA, PA 18252	N/A	PUBLIC CHARITY	OPERATION AND MAINT. OF PUBLIC FACILITIES	136,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,328,418.
b Approved for future payment NONE				
Total			▶ 3b	0.

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,391,685.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	11,544.	
8 Gain or (loss) from sales of assets other than inventory			18	1,021,808.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,425,037.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	2,425,037.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 11/4/14 — Title PRES/TREAS

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARIANNA KOPACH	MKopach	11/3/14		P00961267

Firm's name ▶ BESSEMER TRUST — Firm's EIN ▶ 13-2792165

Firm's address ▶ 630 FIFTH AVENUE NEW YORK, NY 10111-0333 — Phone no. 212-708-9100

Form **990-PF** (2013)

323622
10-10-13

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990

OMB No 1545-0047

2013

Name of the organization	Employer identification number
JOHN E MORGAN FOUNDATION, INC	56-2290010

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990 PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
JOHN E MORGAN FOUNDATION, INC	56-2290010

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MORGAN MAR DED TR 12/4/91 M/B JEM C/O BESSEMER TRUST-630 FIFTH AVE NEW YORK, NY 10111	$ 3,970,133.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	MORGAN MAR DED TR 12/4/91 M/B JEM C/O BESSEMER TRUST-630 FIFTH AVE NEW YORK, NY 10111	$ 3,136,551.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
JOHN E MORGAN FOUNDATION, INC	56-2290010

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	VARIOUS SECURITIES	$ 3,136,551.	VARIOUS

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
JOHN E MORGAN FOUNDATION, INC	56-2290010

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BRANDON DOPIRA-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	4,000.
CHELSEA SHEEHAN - SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	3,000.
CHILDREN'S HOME OF READING READING, PA 19601	N/A	PUBLIC CHARITY	CAPITAL IMPROVEMENTS	130,000.
DANE DE WIRE-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	4,000.
DELAWARE VALLEY COLLEGE OF SCIENCE DOYLESTOWN, PA 18901	N/A	PUBLIC CHARITY	SCHOLARSHIPS	500,000.
DEVAN SWEENEY-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
DEVIN SMITH-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	2,500.
DOMINIC MONTERO-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	2,500.
ELISA STREISEL-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	4,000.
EMILY ZANCOFSKY-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	2,500.
Total from continuation sheets				3,173,418.

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GABRIELLE MINEHAN -SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
GABRIELLE SMARR-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
GLOBAL KIDS, INC NEW YORK, NY 10010	N/A	PUBLIC CHARITY	EDUCATIONAL PROGRAM	166,667.
HAILEY ARNOLD-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
JAKE FEGLEY-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
JEANNE CANNON-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
JESSICA LEIBY-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	4,000.
KAITLYN KEICH- SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	1,972.
KARA SEDLACK- SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
KATELIN HUMMEL - SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	3,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KAYLA HOPE-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
KORI KABILKA-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
LAURA CINICOLA-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	4,000.
LEHIGH CARBON COMMUNITY COLLEGE (FALL SEMESTER) LEHIGH, PA	N/A	INDIVIDUAL	SCHOLARSHIPS - LIST ATTACHED	106,983.
LEHIGH CARBON COMMUNITY COLLEGE (SPRING 2013 SEMESTER) LEHIGH, PA	N/A	INDIVIDUAL	SCHOLARSHIPS - LIST ATTACHED	77,416.
LEHIGH CARBON COMMUNITY COLLEGE (SPRING 2013 SEMESTER) LEHIGH, PA	N/A	INDIVIDUAL	SCHOLARSHIPS - LIST ATTACHED	994.
LEHIGH CARBON COMMUNITY COLLEGE (SUMMER SEMESTER) LEHIGH, PA	N/A	INDIVIDUAL	SCHOLARSHIPS - LIST ATTACHED	3,384.
LEHIGH CARBON COMMUNITY COLLEGE FOUNDATION LEHIGH, PA	N/A	INDIVIDUAL	EDUCATIONAL ENDOWMENT	160,000.
LEHIGH VALLEY HOSPITAL ALLENTOWN, PA	N/A	PUBLIC CHARITY	CAPITAL EQUIPMENT	200,000.
MEGAN AMEY - SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MICHAEL MULLIGAN - SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	3,000.
MOLLY BETZ-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
NICOLE BECHTEL-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	5,000.
OLD WESTBURY PRIVATE CAPITAL FUND LLC		PUBLIC CHARITY	GENERAL OPERATION	2.
PAIGE BADDICK-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	4,000.
RUTGERS UNIVERSITY FOUNDATION NEW BRUNSWICK, NJ 08901	N/A	PUBLIC CHARITY	EDUCATION	300,000.
SAMANTHA GUTH-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	4,000.
SCHUYLKILL UNITED WAY SCHUYKILL, PA	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	60,000.
ST.LUKES HOSPITAL BETHLEHEM, PA	N/A	PUBLIC CHARITY	SCHOLARSHIPS	500,000.
TAMAQUA AREA ADULT DAY CARE CENTER TAMAQUA, PA	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TAMAQUA AREA COMMUNITY PARTNERSHIP TAMAQUA, PA	N/A	PUBLIC CHARITY	ARTS & COMMUNITY PROGRAM AND GENERAL OPERATIONS	70,000.
TAMAQUA AREA PUBLIC LIBRARY TAMAQUA, PA	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
TAMAQUA AREA SCHOOL DISTRICT TAMAQUA, PA	N/A	PUBLIC CHARITY	SCHOLARSHIPS	15,000.
THE GOOD SHEPHERD REHABILITAION HOSPITAL ALLENTOWN, PA	N/A	PUBLIC CHARITY	PEDIATRIC PROGRAM	226,000.
THE PENNSYLVANIA STATE UNIVERSITY PHILANTHROPIC FUND UNIVERSITY PARK, PA	N/A	PUBLIC CHARITY	SCHOLARSHIPS	500,000.
WAYDE WILLIAMS-SCHOLARSHIP	N/A	INDIVIDUAL	EDUCATION	2,500.
Total from continuation sheets				

Lehigh Carbon
COMMUNITY COLLEGE
4525 Education Park Drive
Schnecksville, PA 18078-2598

Invoice No. SB030513S2

INVOICE

Customer			
Name	John E. Morgan Foundation Inc Trustees		
Address	P.O. Box 349		
City	Tamaqua	State Pa	ZIP 18252
Phone			

Date	3/5/2013
Order No.	
Rep	

Qty	Description	Unit Price	TOTAL
	MORGAN SCHOLARSHIP		
	Spring 2013 - Additions		
1	CLASS OF 2011 SCHOLARSHIPS	$994.00	$994 00
1	CLASS OF 2012 SCHOLARSHIPS	$0.00	$0.00
		SubTotal	$994 00
		TOTAL	$994.00

Office Use Only. MORP

Please make checks payable to Lehigh Carbon Community College! Federal ID #23-1670163

Thank you!

Lehigh Carbon
COMMUNITY COLLEGE
4525 Education Park Drive
Schnecksville, PA 18078 2598

Invoice No. SB020513SPR

INVOICE

Customer

Name John E. Morgan Foundation Inc Trustees
Address P.O. Box 349
City Tamaqua State Pa ZIP 18252
Phone

Date 2/5/2013
Order No.
Rep

Qty	Description	Unit Price	TOTAL
	MORGAN SCHOLARSHIP		
	Spring 2013		
1	CLASS OF 2011 SCHOLARSHIPS	$36,239.00	$36,239.00
1	CLASS OF 2012 SCHOLARSHIPS	$41,177.00	$41,177.00
		SubTotal	$77,416.00
		TOTAL	$77,416.00

Office Use Only: MORP

Please make checks payable to Lehigh Carbon Community College' Federal ID #23-1670163

Thank you!

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R
1	2/27/2013		Tamaqua	HS	Class	of	2011		Spring 2013		152 grads						Acad	
2	Marian	L	Snyder	Jr.	Cur	Cr/sem	Tot							Total			Prob?	
3	ID#	First	Last	Sr	Cr	Suc.	Cr	Deg	FAFSA	LCCC	Morgan	Pell	State	Tuit &	Morgan	Cum.	no	De
4		Name	Name	Yr	Sp 13	Comp	Comp	Prgm.	Submtd	app	app	Grant	Grant	Fees	Amt.	GPA	9cr?	obligate
5																		
6		Sadie	Adams	Y			12	PSYS	4/11/2012	11/30/2010	10/29/2010				$0	2 33	Y	
7		Kaitlynn	Aising	Y				CJA		11/10/2010	10/29/2010				$25	3.89		
8		Lauren	Androkitis	Y				LIBA	2/24/2011	11/30/2010	10/29/2010				$1,298	3 68		
9		Jonathon	Ansbach	Y			11	Pre-OTA		11/30/2010	10/29/2010				$1,342	3 51		
10		Tyler	Ansbach	Y	13	12	24	LIBA	3/12/2012	11/30/2010	10/29/2010	$2,775		$1,830	$1,576	2 84		
11		Hailey	Arnold	Y	12	17	61	EDUA	3/31/2012	11/30/2010	10/29/2010			$1,830	$1,830	3 79		
12		Eric	Bachert	Y		0	7	Pre-PTA	2/28/2012	11/30/2010	10/29/2010				$1,830	3 54		w/d
13		Rikki	Bachman	Y		0	15	Pre-ADN	3/28/2012	11/8/2010	10/29/2010				$1,830	3 05		
14		Paige	Baddick	Y			3	LIBA		11/10/2010	10/29/2010				$1,830	3 29		
15		Kyle	Bauer	Y		0	22	CISS	3/3/2012	11/30/2010	10/29/2010				$1,830	3 22		
16		Kayla	Begley	Y		0	12	Pre-ADN	3/31/2011	11/8/2010	10/29/2010				$1,830	2 95		
17		Spencer	Bennett	Y		0	17	CMMA		2/14/2011	11/1/2010				$1,830	3.00		
18		Jerome	Betz	Y	13	10	37	LIBA	4/4/2012	11/10/2010	10/29/2010			$1,830	$1,830	3.38		
19		Kimberly	Betz	Y			10	PRE- ADN	1/26/2012	3/28/2011	11/30/2010				$1,830	1 54		
20		Jade	Boyle	Y				BMG		11/30/2010	10/29/2010				$1,830	2 96		
21		James	Bradford	Y				LIBA	4/8/2011	11/30/2010	10/29/2010				$1,830	2 46		
22		Kelsey	Burkett	Y		10	41	LIBA	3/20/2011	11/30/2010	10/29/2010				$1,830	3 19		
23		Alesia	Casler	Y	13	7	43	Pre-ADN	3/31/2012	11/30/2010	10/29/2010	$2,750	$277	$1,830	$1,830	3.36		
24		Dominic	Cerimele	Y	13	15	42	LIBA	2/23/2012	11/30/2010	10/29/2010	$2,750	$578	$1,830	$1,830	2 97		
25		Steven	Christ	Y		6	6	LIBA		11/30/2010	10/29/2010				$1,830			
26		Philip	Christman	Y			8	LIBA		11/30/2010	10/29/2010				$1,830	2.81	Sp. Only	
27		Christopher	Condrack	Y		12	24	LIBA	3/30/2011	11/10/2010	10/29/2010				$1,830	3 46		
28		Rachel	Confer	Y		3	11	CMMA	2/15/2011	12/10/2010	10/29/2010				$1,882	2 69		
29	Total														$37,233			

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R
1	M Snyder	2/5/2013	Tamaqua	HS	Class	of	2012		Spring 2013	145 grads.							Acad	
2				Jr.	Cur.	Cur/Sem	Total							Total			Prob?	
3				Sr.	Cr.	Suc.	Cr.	Deg.	FAFSA	LCCC	Morgan	Pell	State	Tuit &	Morgan	Cum.	no	De
4	ID#	First Name	Last Name	Yr.	Sp. 2013	Comp.	Comp.	Prgm.	Submitted	app.	app.	Grant	Grant	Fees	Amt.	GPA	9 Cr?	obligate
5																		
6		Dana	Ansbach	Y	13	10	10	LIB ARTS	3/13/2012	11/14/2011	11/7/2011	$2,775		$1,830	$2	3.63		
7		Suzanne	Arner	Y			20	LIB. ARTS	2/19/2012	11/14/2011	11/4/2011			$1,830	$30	3 75		
8		Thomas	Betzler	Y				CJA	2/19/2012	11/14/2011	11/8/2011			$1,830	$191	2.44		
9		Amanda	Bieniek Derr	Y	10	13	16	LIB. ARTS	2/25/2012	1/5/2012	3/5/2012			$1,342	$367	3.22		
10		Brianna	Boyle	Y	16	15	18	LIB. ARTS	2/19/2012	11/4/2011	11/7/2011	$2,000		$1,098	$573	2.65		
11		Kymberli	Chamberlain	Y				LIB. ARTS		11/14/2011	11/4/2011			$1,830	$1,080	2.13		
12		Peter	Conforti	Y			11	LIB. ARTS		2/6/2012	11/7/2011			$1,098	$1,098	1 68		
13		Katrina	Creveling	Y			8	LIFE SCNC.		11/7/2011	11/4/2011			$1,098	$1,098	3.15		
14		Haylee	Darker	Y		12	20	LIB ARTS	3/16/2012	11/7/2011	11/4/2011	$1,450	$717	$1,220	$1,220	3.56		
15		RaeAlexi	Darker	Y		0		LIB. ARTS	1/6/2012	11/30/2011	11/4/2011			$1,220	$1,220	2.00		
16		Matthew	DelBorrello	Y			11	BUS.ADM.	2/25/2012	2/24/2012	11/8/2011			$1,830	$1,298	3.57		
17		Samuel	DePue	Y	16	17	17	LIFE SCNC.	2/12/2012	4/2/2012	2/26/2012			$1,830	$1,830	2.24		
18		Derek	Drum	Y	10	9	9	ELECT.TEC.	2/29/2012	12/21/2011	1/17/2012	$1,313	$289	$1,830	$1,830	2 70		
19		Alan	Duffy-Guy	Y	15	15.5	21.5	COMP.GM	3/28/2012	11/22/2011	3/10/2012			$1,830	$1,830	1.92		
20		Seth	Epler	Y	12	12	12	EDUCAT	3/18/2012	11/22/2011	11/4/2011	$1,750	$150	$1,830	$1,830	2.50		
21		Leah	Farber	Y	12	12	12	EDUCAT.	3/24/2012	11/22/2011	11/13/2011	$2,775		$1,830	$1,830	3.67		
22		Erin	Fegley	Y			8	PHY SCNC.		11/22/2011	11/4/2011			$1,830	$1,830	3.67		
23		Jacob	Fegley	Y			7	BUS. ADM		11/22/2011	11/4/2011			$1,830	$1,830	4 00	Sp Only	
24		Jessi	Ferrey	Y	10	10	10	LIB. ARTS	3/26/2012	2/29/2012	3/8/2012			$1,830	$1,830	3 69		
25		Calen	Foose	Y	12	6	6	LIB. ARTS	3/29/2012	4/2/2012	3/26/2012	$2,650		$1,830	$1,830	2.45		
26		Kendall	Foulk	Y	12	9	9	FINEARTS	3/21/2012	12/22/2011	12/13/2011			$1,830	$1,830	2.26		
27		Kailey	Frable	Y				LIB. ARTS	1/22/2012	11/22/2011	11/4/2011			$1,830	$1,830	1.77		
28		Erin	Frantz	Y	9	3	3	PSYCOLG	3/28/2012	11/4/2011	11/4/2011			$1,830	$1,830	3.33		
29		Karri	Garber	Y	12	12	15	EDUCAT.	2/25/2012	11/14/2011	11/4/2011	$2,775	$150	$1,830	$1,830	3.50		
30		Jackson	George	Y				CJA	3/18/2012	11/7/2011	11/4/2011			$1,830	$1,830	2 94		
31		Julian	Gerace	Y				MUS SDP.		11/14/2011	11/4/2011			$1,830	$1,830	1.77		
32		Tawnie	Gerber	Y	13	12	15	LIB. ARTS	3/29/2012	4/30/2012	12/12/2011			$1,830	$1,830	3.15		
33		Robert	Gilfert	Y	12	1	1	COMP.GM	3/18/2012	3/19/2012	3/18/2012	$2,750	$150	$1,850	$1,850	2.40		
34		Marissa	Guardascione	Y	12	12	12	LIB. ARTS	2/16/2012	11/30/2011	11/10/2011			$1,870	$1,870			
35			Total												$41,177			

Invoice No. SBMORGSUM13

Lehigh Carbon
COMMUNITY COLLEGE
4525 Education Park Drive
Schnecksville, PA 18078 2598

INVOICE

Customer			
Name	John E Morgan Foundation Inc Trustees		
Address	P O. Box 349		
City	Tamaqua	State Pa	ZIP 18252
Phone			

Date	7/31/2013
Order No.	
Rep	

Qty	Description	Unit Price	TOTAL
	MORGAN SCHOLARSHIP		
	Summer 2013		
1	CLASS OF 2011 SCHOLARSHIPS	$1,636.00	$1,636 00
1	CLASS OF 2012 SCHOLARSHIPS	$1,748 00	$1,748 00
		SubTotal	$3,384 00
		TOTAL	$3,384 00

Please make checks payable to Lehigh Carbon Community College! Federal ID #23-1670163

Thank you!

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R
1	7/30/2013		Tamaqua	HS	Class	of	2011		Summer 2013		152 grads						Acad	
2	Marian	L	Snyder	Jr.	Cur.	Cr/sem	Tot							Total			Prob?	
3	ID#	First	Last	Sr	Cr	Suc	Cr	Deg	FAFSA	LCCC	Morgan	Pell	State	Tuit &	Morgan	Cum	no	De
4		Name	Name	Yr	SU 13	Comp	Comp	Prgm	Submtd	app	app	Grant	Grant	Fees	Amt	GPA	9cr?	obligate
5																		
6		Sadie	Adams	Y			12	PSYS	4/11/2012	11/30/2010	10/29/2010				$244	3 33		
7		Kaitlynn	Aising	Y				CJA		11/10/2010	10/29/2010				$660	3.29		
8		Lauren	Androkitis	Y				LIBA	2/24/2011	11/30/2010	10/29/2010				$732	2.27		
9	Total													$0	$1,636			

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R
1	M Snyder	7/30/2013	Tamaqua	HS	Class	of	2012		SU. 2013	145 grads							Acad	
2				Jr.	Cur.	Cur/Sem	Total							Total			Prob?	
3				Sr.	Cr.	Suc.	Cr.	Deg.	FAFSA	LCCC	Morgan	Pell	State	Tuit &	Morgan	Cum.	no	De
4	ID#	First Name	Last Name	Yr.	SU. 2013	Comp.	Comp.	Prgm.	Submitted	app.	app.	Grant	Grant	Fees	Amt.	GPA	9 Cr?	obligate
5																		
6		Rose	Adamitis	Y		0		BUS MGT.	4/22/2012	11/22/2011	11/4/2011			$406	$406	3.86		
7		Garred	Ahner	Y		0		BUS MGT.	3/26/2012	11/9/2011	11/4/2011			$610	$610	3.64		
8		Dana	Ansbach	Y		13	23	LIB. ARTS	3/13/2012	11/14/2011	11/7/2011			$732	$732	3.46		
9			Total												$1,748			

Lehigh Carbon
COMMUNITY COLLEGE
4525 Education Park Drive
Schnecksville, PA 18078-2598

Invoice No. SB100213FALL

INVOICE

Customer	
Name	John E. Morgan Foundation Inc Trustees
Address	P O Box 349
City	Tamaqua State Pa ZIP 18252
Phone	

Date	10/2/2013
Order No.	
Rep	

Qty	Description	Unit Price	TOTAL
	MORGAN SCHOLARSHIP		
	Fall 2013		
1	CLASS OF 2012 SCHOLARSHIPS	$38,690.00	$38,690 00
1	CLASS OF 2013 SCHOLARSHIPS	$68,293 00	$68,293 00
		SubTotal	$106,983 00
		TOTAL	$106,983 00

Please make checks payable to Lehigh Carbon Community College! Federal ID #23-1670163

Thank you!

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R
1	M Snyder	10/1/2013	Tamaqua	HS	Class	of	2012		Fa. 2013	145 grads							Acad	
2				Jr.	Cur.	Cur/Sem	Total							Total			Prob?	
3				Sr.	Cr.	Suc.	Cr.	Deg.	FAFSA	LCCC	Morgan	Pell	State	Tuit &	Morgan	Cum.	no	De
4	ID#	First Name	Last Name	Yr.	FA. 2013	Comp.	Comp.	Prgm.	Submitted	app.	app.	Grant	Grant	Fees	Amt.	GPA	9 Cr?	obligate
5																		
6		Rose	Adamitis	Y		0		BUS.MGT.	4/22/2012	11/22/2011	11/4/2011			$1,116	$743	2 76		
7		Garred	Ahner	Y		0		BUS MGT	3/26/2012	11/9/2011	11/4/2011			$1,922	$1,136	2 56		
8		Dana	Ansbach	Y	0	13	23	LIB. ARTS	3/13/2012	11/14/2011	11/7/2011			$1,990	$1,142	2.93		
9		Suzanne	Arner	Y			20	LIB. ARTS	2/19/2012	11/14/2011	11/4/2011			$1,860	$1,212	3.24		
10		Thomas	Betzler	Y				CJA	2/19/2012	11/14/2011	11/8/2011			$1,240	$1,240	2 13		
11		Amanda	Bieniek Derr	Y	13	10	26	LIB. ARTS	2/25/2012	1/5/2012	3/5/2012			$1,240	$1,240	2.13		
12		Brianna	Boyle	Y	13	16	34	LIB. ARTS	2/19/2012	11/4/2011	11/7/2011			$1,542	$1,542	2.83		
13		Kymberli	Chamberlain	Y				LIB ARTS		11/14/2011	11/4/2011			$1,860	$1,860	3.35		
14		Peter	Conforti	Y			11	LIB. ARTS		2/6/2012	11/7/2011			$1,860	$1,860	3 35		
15		Katrina	Creveling	Y			8	LIFE SCNC.		11/7/2011	11/4/2011			$1,860	$1,860	2.42		
16		Haylee	Darker	Y	12	9	29	LIB. ARTS	3/16/2012	11/7/2011	11/4/2011	$2,823		$1,860	$1,860	2 90		
17		RaeAlexi	Darker	Y		0		LIB ARTS	1/6/2012	11/30/2011	11/4/2011			$1,860	$1,860	2.78		
18		Matthew	DelBorrello	Y			11	BUS.ADM.	2/25/2012	2/24/2012	11/8/2011			$1,860	$1,860	3.88		
19		Samuel	DePue	Y	14	16	33	LIFE SCNC	2/12/2012	4/2/2012	2/26/2012			$1,860	$1,860	3.58		
20		Derek	Drum	Y	9	10	19	ELECT.TEC.	2/29/2012	12/21/2011	1/17/2012	$1,236	$324	$1,860	$1,860	2 69		
21		Alan	Duffy-Guy	Y	13.5	15	36.5	COMP.GM	3/28/2012	11/22/2011	3/10/2012			$1,860	$1,860	2 19		
22		Seth	Epler	Y	12.5	12	24	EDUCAT.	3/18/2012	11/22/2011	11/4/2011	$1,898	$150	$1,860	$1,860	3.85		
23		Leah	Farber	Y	13	12	24	EDUCAT.	3/24/2012	11/22/2011	11/13/2011	$2,117	$113	$1,860	$1,860	2.57		
24		Erin	Fegley	Y			8	PHY.SCNC.		11/22/2011	11/4/2011			$1,860	$1,860	3 43		
25		Jacob	Fegley	Y			7	BUS ADM.		11/22/2011	11/4/2011			$1,860	$1,860	3 25		
26		Jessi	Ferrey	Y		0	13	LIB ARTS	3/26/2012	2/29/2012	3/8/2012			$1,915	$1,915	2.94		
27		Calen	Foose	Y	3	12	18	LIB. ARTS	3/29/2012	4/2/2012	3/26/2012			$2,108	$2,108	3.55		
28		Kendall	Foulk	Y	15	12	21.5	FINEARTS	3/21/2012	12/22/2011	12/13/2011			$2,232	$2,232	3 53		
29			Total												$38,690			

Updated 10/1/2013

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R
1	M. Snyder	10/1/2013	Tamaqua	HS	Class	of	2013		Fall 2013	157 grads							Acad	
2				Jr.	Cur.	Cur/Sem	Total							Total			Prob?	
3				Sr.	Cr.	Suc.	Cr.	Deg.	FAFSA	LCCC	Morgan	Pell	State	Tuit &	Morgan	Cum.	no	De
4	ID#	First Name	Last Name	Yr.	Fall 2013	Comp.	Comp.	Prgm.	Submitted	app.	app.	Grant	Grant	Fees	Amt.	GPA	9 Cr?	obligate
5																		
6		Shane	Baddick	Y	13		3	CJA	3/31/2013	9/27/2012	12/14/2012			$1,116	$68			
7		Amy	Barron	Y	12.5			COMP.GM	2/7/2013	12/20/2012	12/14/2012	$848		$1,860	$562	3.50		
8		Kristina	Bates	Y				LIB.ARTS		2/5/2013	12/14/2012			$1,860	$562			
9		Molly	Betz	Y			14	LIB.ARTS		12/18/2012	12/14/2012			$1,860	$612			
10		Peter	Betzler	Y	9.5			BUS MAN	8/15/2013	8/6/2013	8/14/2013			$1,860	$912	4.00		
11		Tyler	Billig	Y	0			LIB.ARTS	3/22/2013	12/21/2012	12/14/2012			$1,860	$1,012			
12		Christina	Brobst	Y	12			EDUA	4/7/2013	11/2/2012	4/19/2013		$301	$1,860	$1,062	3.00		
13		Brenden	Bugge	Y	15			CJA	3/7/2013	2/3/2013	12/14/2012	$2,823	$150	$1,152	$1,152			
14		Emily	Bumbulsky	Y	12		11	LIB.ARTS	3/7/2013	12/18/2012	12/14/2012			$1,272	$1,272			
15		Alyssa	Casler	Y	12			LIB.ARTS	2/25/2013	1/18/2013	12/14/2012	$2,448	$150	$1,860	$1,559			
16		Erika	Cassell	Y	15			PSYS	3/12/2013	1/25/2013	12/14/2012	Inc.	file	$1,860	$1,860			
17		Austin	Chartier	Y				MEC.TECH		2/5/2013	12/14/2012			$1,860	$1,860	4.00		
18		Drew	Chartier	Y				MED.ASST		2/5/2013	12/14/2012			$1,860	$1,860	4.00		
19		Lauren	Christ	Y			3	LIB ARTS		1/23/2013	12/14/2012			$1,860	$1,860	4.00		
20		Tyler	Cimino	Y	9			LIB.ARTS	3/25/2013	4/9/2013	3/17/2013			$1,860	$1,860			
21		Janelle	Cinicola	Y			6	KIT.BA/DES		1/21/2013	4/1/2013			$1,860	$1,860			
22		Brittany	Condrack	Y	12			BUS.ADM	4/30/2013	11/2/2012	3/19/2013	$2,823		$1,860	$1,860			
23		Laine	Confer	Y	0		11	LIB ARTS	2/19/2013	3/27/2013	12/14/2012			$1,860	$1,860			
24		Tiffany	Cramer	Y				COMP.SYS		2/1/2013	12/14/2012			$1,860	$1,860			
25		Kera	DeAngelo	Y	12			LIB.ARTS	1/11/2013	2/1/2013	12/14/2012	$2,823		$1,860	$1,860			
26		Danielle	DeBenedict	Y				TV/FILM		2/4/2013	12/14/2012			$1,860	$1,860	4 00		
27		Lauren	DeBenedict	Y	15			EARL.CHD	3/27/2013	1/23/2013	12/14/2012			$1,860	$1,860			
28		Dylan	DeLay	Y	15			LIB.ARTS	3/16/2013	12/21/2012	12/14/2012			$1,860	$1,860			
29		Mitchell	DelBorrello	Y	12			CJA	6/12/2013	2/5/2013	12/14/2012			$1,860	$1,860	3 00		
30		Karina	Derr	Y	12			LIB.ARTS	3/31/2013	11/6/2012	12/14/2012	Inc.	file	$1,860	$1,860			
31		April	Donnon	Y	12		8	CJA	3/18/2013	4/9/2013	12/17/2012	$2,823	$649	$1,860	$1,860	2.91		
32		Connor	Evans	Y	12			LIB.ARTS	3/29/2013	2/5/2013	12/14/2012			$1,860	$1,860			
33		Robert	Fenstermacher	Y	16			COMP.SCI	2/28/2013	12/3/2012	12/15/2012			$1,860	$1,860	4.00		
34		Tamara	Fenstermacher	Y	15			SOC.WRK	2/28/2013	12/3/2012	2/26/2013			$1,860	$1,860	4.00		
35		Brandon	Fogel	Y				LIB ARTS		2/4/2013	12/14/2012			$1,860	$1,860			
36		Lacey	Folweiler	Y	12.5		3	LIB.ARTS	2/3/2013	2/4/2013	12/14/2012			$1,860	$1,860	3 79		
37		David	Frederick	Y				PSYS		2/1/2013	12/14/2012			$1,860	$1,860	4.00		
38		Jessica	Fritz	Y	15			TV/FILM	3/18/2013	1/22/2013	12/19/2012			$1,860	$1,860	4.00		
39		Robert	Galuska	Y				BUS MGT		2/5/2013	12/14/2012			$1,860	$1,860			
40		Christian	Gardiner	Y				COMP.AM	2/20/2013	12/3/2012	2/11/2013			$1,860	$1,860			
41		Taylor	Gerber	Y	15		3	PARA.LEG		2/4/2013	12/14/2012	No	FAFSA	$1,860	$1,860	4.00		
42		Randy	Gilson	Y	0			MUS/PRD	7/10/2013	4/9/2013	4/3/2013			$1,860	$1,860			

Updated 10/01/2013

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R
43		Zachary	Green	Y	13			LIB.ARTS	3/15/2013	1/23/2013	12/14/2012			$1,860	$1,860			
44		Kelly	Greim	Y	16			PSYS	4/30/2013	11/2/2012	4/30/2013	$2,823	$150	$1,860	$1,860			
45		Amber	Groner	Y			8	CJA		1/14/2013	12/14/2012			$1,860	$1,860			
46		Derrian	Gulden	Y				LIB.ARTS		2/1/2013	12/14/2012			$1,860	$1,860			
47		Victoria	Hankee	Y				LIB.ARTS		12/21/2012	12/14/2012			$1,860	$1,860			
48	Total														$68,293			

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	139,161.	52,302.	86,859.	86,859.	
BESSEMER TRUST	2,085,804.	781,457.	1,304,347.	1,294,472.	
OLD WESTBURY PRIVATE CAPITAL FUND LLC	477.	0.	477.	477.	
OLD WESTBURY VENTURE CAPITAL FUND LLC	2.	0.	2.	2.	
TO PART I, LINE 4	2,225,444.	833,759.	1,391,685.	1,381,810.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	11,491.	11,491.	
REFUND	53.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,544.	11,491.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	37,317.	0.		37,317.
LEGAL EXPENSES	1,115.	0.		1,115.
TO FM 990-PF, PG 1, LN 16A	38,432.	0.		38,432.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICES FEE	5,000.	0.		5,000.
ACCOUNTING SERVICE	10,630.	0.		10,630.
TO FORM 990-PF, PG 1, LN 16B	15,630.	0.		15,630.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEE	4,559.	0.		4,559.
DIVIDEND INVESTMENT EXPENSE	365.	365.		0.
TO FORM 990-PF, PG 1, LN 16C	4,924.	365.		4,559.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	14,097.	9,328.		0.
2012 EXCISE TAX	7,000.	0.		0.
2013 ESTIMATED TAX	12,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	33,097.	9,328.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OLD WESTBURY PRIVATE CAPITAL FUND LLC	1,723.	1,723.		0.
OLD WESTBURY VENTURE CAPITAL FUND LLC	1,060.	1,060.		0.
MISCELLANEOUS EXPENSES	1,665.	0.		1,665.
INSURANCE POLICY	7,215.	0.		7,215.
AMORTIZATION OF BOND PREMIUM	12,644.	0.		0.
TO FORM 990-PF, PG 1, LN 23	24,307.	2,783.		8,880.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION		AMOUNT
TRUNCATION		24.
BASIS ADJ		4,043.
TOTAL TO FORM 990-PF, PART III, LINE 5		4,067.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	X		7,057,460.	6,837,167.
SEE SCHEDULE ATTACHED		X	2,088,232.	2,135,096.
TOTAL U.S. GOVERNMENT OBLIGATIONS			7,057,460.	6,837,167.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,088,232.	2,135,096.
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,145,692.	8,972,263.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	46,027,616.	60,114,934.
TOTAL TO FORM 990-PF, PART II, LINE 10B	46,027,616.	60,114,934.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	6,599,348.	6,626,392.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,599,348.	6,626,392.

FORM 990-PF	OTHER ASSETS	STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OLD WESTBURY PRIVATE CAPITAL	107,782.	87,345.	29,765.
OLD WESTBURY VENTURE CAPITAL	235,211.	233,163.	24,094.
TO FORM 990-PF, PART II, LINE 15	342,993.	320,508.	53,859.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ESTATE OF HARRY LODER (DEC'D 5/16/12) C/O BESSEMER TRUST CO N/A ; 630 FIFTH AVENUE NEW YORK, NY 10111	PRESIDENT/CHAIRMAN/DIRECTO 5.00	10,110.	0.	0.
JAMES ZIGMANT C/O BESSEMER TRUST CO N/A ; 630 FIFTH AVENUE NEW YORK, NY 10111	TREASURER/VICE CHAIRMAN/DI 5.00	24,265.	0.	0.
JOHN EDDY C/O BESSEMER TRUST CO N/A ; 630 FIFTH AVENUE NEW YORK, NY 10111	VICE PRESIDENT/DIRECTOR 5.00	24,265.	0.	0.
JAY WAGNER(PAID TO STEVENS AND LEE) C/O BESSEMER TRUST CO N/A ; 630 FIFTH AVENUE NEW YORK, NY 10111	SECRETARY/DIRECTOR 5.00	24,265.	0.	0.
JON ZIZELMANN C/O BESSEMER TRUST CO N/A ; 630 FIFTH AVENUE NEW YORK, NY 10111	DIRECTOR 5.00	14,155.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		97,060.	0.	0.

Trade date basis

Account Holdings

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM 0.010 %	767,945 280	$1.00	$767,945	$1 000	$767,945	91 3%		$76	0 01%
BESSEMER SWEEP PROGRAM 0.010 %	73,101 300	1.00	73,101	1 000	73,101	8 7		7	0 01
Total cash and short term			**$841,046**		**$841,046**	**100.0%**		**$83**	

Fixed Income

Fixed Income - cash and short term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM 0.010 %	**72,323.560**	**$1.00**	**$72,323**	**$1.000**	**$72,323**	**0.5%**	**$0**	**$7**	**0.01%**

US government bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FEDERAL HOME LOAN BANK 2 750 % Due 03/13/2015	80,000	$104.94	$83,950	$102.988	$82,390	0 6%	($1,560)	$2,200	2 67%
FED NATL MTG ASSOC 0 500 % Due 09/28/2015	290,000	100.06	290,188	100 177	290,513	2.0	325	1,450	0.50
US TREASURY NOTE 0 250 % Due 12/15/2015	2,864,000	99.49	2,849,270	99.777	2,857,613	19.4	8,343	7,160	0 25
US TREASURY NOTES 0 375 % Due 01/15/2016	265,000	99 96	264,906	99 961	264,896	1 8	(10)	993	0.38
FEDERAL HOME LOAN BANK 3 750 % Due 09/09/2016	130,000	111 44	144,868	108.066	140,485	1 0	(4,383)	4,875	3 47
FEDERAL HOME LOAN BANK 0 625 % Due 12/28/2016	370,000	99 73	369,003	99 581	368,449	2.5	(554)	2,312	0 63

Trade date basis

US government bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FED NATL MTG ASSOC 1 250 % Due 01/30/2017	100,000	100 12	100,116	101.203	101,203	0 7	1,087	1,250	1 24
US TREASURY BONDS 7 250 % Due 08/15/2022	1,686,000	147 66	2,489,616	135 125	2,278,207	15.5	(211,409)	122,235	5 37
Total US government bonds			**$6,591,917**		**$6,383,756**	**43.3%**	**($208,161)**	**$142,475**	**2.23%**

Taxable municipal bonds

NJ ECON DEV AUTH TAXABLE SER FF REV Not callable 3 169 % Due 09/01/2014 A1 /A+	310,000	$100 00	$310,000	$101 852	$315,741	2.1%	$5,741	$9,823	3 11%
NEW YORK ST URBAN DEV CP TAXABLE-ST PIT Not callable 2 626 % Due 12/15/2014 /AAA	300,000	100 00	300,000	102.139	306,417	2 1	6,417	7,878	2.57
N Y ST DORM AUTH ST PIP PIT TAXABLE SER G Not callable 2.825 % Due 03/15/2016 /AAA	300,000	98 51	295,524	103 369	310,107	2.1	14,583	8,475	2 73
OHIO ST MAJOR NEW ST INFRA BAB-TAXABLE-SER 2 Not callable 3 643 % Due 06/15/2016 Aa2 /AA	400,000	100 00	400,000	105 475	421,900	2 9	21,900	14,572	3.45
Total taxable municipal bonds			**$1,305,524**		**$1,354,165**	**9.2%**	**$48,641**	**$40,748**	**3.01%**

Municipal bonds

CHARTIERS HOUSTON SCH DIST PA GO FSA Callable 5/01/2015 @100.000 5.000 % Due 11/01/2016 /AA-	**395,000**	**$105.75**	**$417,708**	**$105.635**	**$417,258**	**2.8%**	**($450)**	**$19,750**	**4.73%**

Trade date basis

Taxable municipal bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MAINE ST MUNI BOND BANK TXBL-REF-SER C Not callable 1.427 % Due 11/01/2016 /AA+	**290,000**	**$100.00**	**$290,000**	**$99.216**	**$287,726**	**2.0%**	**($2,274)**	**$4,138**	**1.44%**

Corporate bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
PNC FUNDING CORP 3 625 % Due 02/08/2015 A3 /A-	135,000	$103 11	$139,200	$103 443	$139,648	1.0%	$448	$4,893	3 50%
PROCTER & GAMBLE CO 3 500 % Due 02/15/2015 Aa3 /AA-	350,000	99 58	348,530	103.309	361,581	2 5	13,051	12,250	3.39
FPL GROUP CAPITAL INC 2.600 % Due 09/01/2015 Baa1 /BBB+	250,000	107.47	257,898	102 656	256,640	1.7	(12,027)	6,500	2 53
JPMORGAN CHASE & CO FRN 3ML+112 50 1.370 % Due 09/22/2015 A3 /A	538,000	101.82	547,775	101 238	544,660	3.7	(3,115)	7,375	1 35
CELGENE CORP 2.450 % Due 10/15/2015 Baa2 /BBB+	50,000	102 92	51,462	102 729	51,364	0 4	(98)	1,225	2 38
BERKSHIRE HATHAWAY FIN 2 450 % Due 12/15/2015 Aa2 /AA	454,000	105 52	479,078	103.633	470,493	3.2	(8,585)	11,123	2.36
ANHEUSER-BUSCH INBEV FIN 0 800 % Due 01/15/2016 A3 /A	540,000	100 00	540,008	99 931	539,627	3.7	(381)	4,320	0.80
CISCOSYS INC SR NT 5 500 % Due 02/22/2016 A1 /AA-	340,000	113 65	386,396	110.013	374,044	2.5	(12,352)	18,700	5 00
MORGAN STANLEY 1 750 % Due 02/25/2016 Baa2 /A-	300,000	101.38	304,131	101 342	304,026	2.1	(105)	5,250	1 73
TOYOTA MOTOR CREDIT CORP 0.800 % Due 05/17/2016 Aa3 /AA-	50,000	99.89	49,943	100.107	50,053	0 3	110	400	0 80
COCA-COLA CO 1 800 % Due 09/01/2016 Aa3 /AA-	300,000	102.80	308,406	102.402	307,206	2.1	(1,200)	5,400	1.76
US BANCORP 2 200 % Due 11/15/2016 A1 /A+	200,000	99.74	199,488	103 270	206,540	1.4	7,052	4,400	2 13

Trade date basis

Corporate bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
GENERAL ELEC CAP CORP 2.900 % Due 01/09/2017 A1 /AA+	325,000	103 17	335,312	104.397	339,290	2 3	3,978	9,425	2.78
AMERICAN EXPRESS CREDIT 2 375 % Due 03/24/2017 A2 /A-	318,000	99.73	317,138	102.788	326,865	2.2	9,727	7,552	2.31
GENERAL ELEC CAP CORP 2 300 % Due 04/27/2017 A1 /AA+	50,000	103 59	51,797	102.787	51,393	0.4	(404)	1,150	2.24
BERKSHIRE HATHAWAY FIN 1 600 % Due 05/15/2017 Aa2 /AA	50,000	101 91	50,953	100 964	50,482	0 3	(471)	800	1.58
APPLE INC FRN 3ML + 25 0 492 % Due 05/03/2018 Aa1 /AA+	370,000	99.69	368,838	99 831	369,374	2 5	536	1,820	0 49
Total corporate bonds			$4,736,353		**$4,743,286**	**32.2%**	**($3,836)**	**$102,583**	**2.16%**

International bonds

International bonds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CA ONTARIO (PROVINCE OF) 2 700 % Due 06/16/2015 Aa2 /AA-	300,000	$99 95	$299,862	$103.289	$309,867	2 1%	$10,005	$8,100	2.61%
KFW 2 000 % Due 06/01/2016 Aaa /AAA	50,000	104 52	52,261	103.150	51,575	0.4	(686)	1,000	1.94
ROYAL BANK OF CANADA 2.300 % Due 07/20/2016 Aa3 /AA-	300,000	104 68	314,028	103.378	310,134	2.1	(3,894)	6,900	2.22
AMERICA MOVIL SAB DE CV 2 375 % Due 09/08/2016 A2 /A-	200,000	101 36	202,728	102.917	205,834	1.4	3,106	4,750	2.31
ONTARIO (PROVINCE OF) 1.600 % Due 09/21/2016 Aa2 /AA-	50,000	102.94	51,470	101.917	50,958	0 4	(512)	800	1.57
STATOIL ASA 1.800 % Due 11/23/2016 Aa2 /AA-	250,000	99 82	249,547	102.230	255,575	1.7	6,028	4,500	1.76

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KFW 1 250 % Due 02/15/2017 Aaa /AAA	300,000	99 63	298,887	100 967	302,901	2.1	4,014	3,750	1 24
Total international bonds			**$1,468,783**		**$1,486,844**	**10.1%**	**$18,061**	**$29,800**	**2.00%**
Total fixed income			**$14,882,608**		**$14,745,358**	**100.0%**	**($148,019)**	**$339,501**	**2.30%**

Large Cap Core - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DOLLAR GENERAL CORP *(DG)*	2,240	$43 54	$97,524	$60 320	$135,116	4 1%	$37,592		
L BRANDS INC *(LB)*	1,550	57 27	88,766	61 850	95,867	2.9	7,101	1,860	1 94
MACY'S INC *(M)*	2,585	36 62	94,657	53 400	138,039	4.1	43,382	2,585	1 87
TARGET CORP *(TGT)*	1,635	56.79	92,859	63.270	103,446	3.1	10,587	2,812	2.72
VIACOM INC CL B NEW *(VIAB)*	870	63.16	54,950	87.340	75,985	2 3	21,035	1,044	1.37
Total consumer discretionary			**$428,756**		**$548,453**	**16.5%**	**$119,697**	**$8,301**	**1.51%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CVS/CAREMARK CORP *(CVS)*	1,560	$40 65	$63,418	$71.570	$111,649	3.4%	$48,231	$1,716	1.54%
LORILLARD INC COM *(LO)*	1,300	44.73	58,148	50.680	65,884	2.0	7,736	2,860	4.34
WALGREEN CO *(WAG)*	1,190	39 99	47,584	57 440	68,353	2.1	20,769	1,499	2 19
Total consumer staples			**$169,150**		**$245,886**	**7.4%**	**$76,736**	**$6,075**	**2.47%**

Energy

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CONOCOPHILLIPS *(COP)*	1,245	$54.70	$68,107	$70.650	$87,959	2 6%	$19,852	$3,436	3 91%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MARATHON OIL CORP *(MRO)*	1,550	27 38	42,436	35 300	54,715	1.6	12,279	1,178	2.15
Total energy			**$110,543**		**$142,674**	**4.3%**	**$32,131**	**$4,614**	**3.23%**

Financials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACE LIMITED	1,315	$53 61	$70,499	$103 530	$136,141	4 1%	$65,642	$3,313	2.43%
AMERICAN INTL GROUP INC *(AIG)*	1,670	41 57	69,426	51.050	85,253	2 6	15,827	668	0 78
CITIGROUP INC *(C)*	1,720	32 49	55,882	52.110	89,629	2 7	33,747	68	0 08
KEYCORP NEW *(KEY)*	3,500	12 67	44,343	13.420	46,970	1.4	2,627	770	1 64
MORGAN STANLEY GRP INC *(MS)*	1,550	29 26	45,357	31 360	48,608	1 5	3,251	310	0 64
Total financials			**$285,507**		**$406,601**	**12.2%**	**$121,094**	**$5,129**	**1.26%**

Health care

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AETNA INC NEW *(AET)*	2,280	$45.96	$104,779	$68 590	$156,385	4 7%	$51,606	$2,052	1 31%
MYLAN INC *(MYL)*	3,750	41 68	156,302	43.400	162,750	4.9	6,448		
PFIZER INC *(PFE)*	4,275	29 85	127,597	30.630	130,943	3.9	3,346	4,446	3.40
THERMO FISHER SCIENTIFIC *(TMO)*	1,340	61 50	82,409	111.350	149,209	4.5	66,800	804	0 54
ZIMMER HLDGS INC *(ZMH)*	1,910	69.37	132,497	93.190	177,992	5.3	45,495	1,528	0 86
Total health care			**$603,584**		**$777,279**	**23.3%**	**$173,695**	**$8,830**	**1.14%**

Industrials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CUMMINS INC *(CMI)*	350	$129 62	$45,367	$140.970	$49,339	1.5%	$3,972	$875	1 77%
ILLINOIS TOOL WORKS INC *(ITW)*	1,320	68.53	90,466	84.080	110,985	3.3	20,519	2,217	2 00
NIELSEN HOLDINGS BV	1,530	32.50	49,727	45 890	70,211	2.1	20,484	1,224	1.74
UNION PACIFIC CORP *(UNP)*	750	157 09	117,814	168 000	126,000	3.8	8,186	2,370	1.88
Total industrials			**$303,374**		**$356,535**	**10.7%**	**$53,161**	**$6,686**	**1.88%**

Trade date basis

Information technology	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACCENTURE PLC CL A	890	$60 32	$53,682	$82 220	$73,175	2 2%	$19,493	$1,655	2.26%
APPLE INC (AAPL)	325	482 30	156,749	561 020	182,331	5.5	25,582	3,965	2 17
AVAGO TECHNOLOGIES	2,320	35.56	82,488	52 879	122,679	3 7	40,191	2,320	1 89
INTERNATIONAL BUS MACHINES (IBM)	660	190.79	125,920	187.570	123,796	3.7	(2,124)	2,508	2 03
QUALCOMM INC (QCOM)	1,990	62 87	125,118	74 250	147,757	4 4	22,639	2,786	1.89
Total information technology			**$543,957**		**$649,738**	**19.5%**	**$105,781**	**$13,234**	**2.04%**

Telecom services									
CENTURYLINK INC (CTL)	**1,670**	**$37.26**	**$62,219**	**$31.850**	**$53,189**	**1.6%**	**($9,030)**	**$3,607**	**6.78%**

Utilities									
AMERICAN WATER WORKS CO (AWK)	**3,600**	**$40.67**	**$146,427**	**$42.260**	**$152,136**	**4.6%**	**$5,709**	**$4,032**	**2.65%**
Total large cap core - u.s.			**$2,653,517**		**$3,332,491**	**100.0%**	**$678,974**	**$60,508**	**1.82%**

Large Cap Core - Non U.S.

Consumer discretionary									
BRIDGESTONE CORP ADR	5,000	$17.95	$89,743	$18 933	$94,665	3 5%	$4,922	$905	0 96%
DAIHATSU MOTOR CO. LTD ADR	1,650	39.03	64,398	33 909	55,949	2.1	(8,449)	1,551	2.77
NIKON CORP PLC UNSPON-ADR	3,800	26.93	102,320	19.114	72,633	2 7	(29,687)	611	0 84
SWATCH GROUP AG UNSPON ADR	1,850	31 67	58,585	33 142	61,312	2.3	2,727	384	0 63
VOLKSWAGEN AG ADR	1,840	37.62	69,228	56.261	103,520	3.9	34,292	1,253	1.21
Total consumer discretionary			**$384,274**		**$388,079**	**14.4%**	**$3,805**	**$4,704**	**1.21%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer staples									
IMPERIAL TOBACCO LT ADR	1,580	$73 42	$116,011	$77 447	$122,366	4 6%	$6,355	$5,814	4.75%
J SAINSBURY SPN ADR NEW	4,850	23 01	111,620	24 181	117,277	4.4	5,657	5,039	4 30
SVENSKA CL AKTIBLGT ADR	3,750	27 08	101,536	30 829	115,608	4 3	14,072	2,100	1.82
Total consumer staples			**$329,167**		**$355,251**	**13.2%**	**$26,084**	**$12,953**	**3.65%**
Energy									
ENI S P A ADR	1,530	$43 55	$66,634	$48 490	$74,189	2.8%	$7,555	$3,535	4.77%
SINOPEC/CHINA PETE&CHM ADR	1,459	81 59	119,040	82.170	119,886	4 5	846	4,765	3 97
TOTAL SA ADR	2,240	50 91	114,040	61 270	137,244	5 1	23,204	5,882	4 29
Total energy			**$299,714**		**$331,319**	**12.3%**	**$31,605**	**$14,182**	**4.28%**
Financials									
ALLIANZ AKTIENGES ADR	2,730	$10 50	$28,661	$17.962	$49,036	1.8%	$20,375	$1,187	2.42%
BNP PARIBAS SPON ADR	3,250	26 57	86,364	39.030	126,847	4 7	40,483	2,206	1 74
CHINA CONSTRUCTION ADR	7,085	14 61	103,490	15.090	106,912	4.0	3,422	5,179	4.84
MUNICH RE GROUP ADR	6,080	13.06	79,385	22.068	134,173	5 0	54,788	3,769	2.81
RSA INS GRP INC SPON ADR	14,800	9 52	140,920	7.569	112,021	4.2	(28,899)	6,408	5 72
SKANDINAVISKA ENSKILD ADR	3,750	11 68	43,817	13 170	49,387	1 8	5,570		
WHARF HOLDINGS ADR	2,450	10.37	25,411	15 296	37,475	1 4	12,064	970	2.59
Total financials			**$508,048**		**$615,851**	**22.9%**	**$107,803**	**$19,719**	**3.20%**
Health care									
SANOFI - ADR	**2,440**	**$36.50**	**$89,060**	**$53.630**	**$130,857**	**4.9%**	**$41,797**	**$3,062**	**2.34%**

Trade date basis

Industrials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ITOCHU CORP ADR	5,915	$22 14	$130,932	$24 718	$146,206	5 4%	$15,274	$3,951	2 70%
WEIR GROUP PLC ADR	6,000	17 61	105,687	17 656	105,936	3 9	249	1,710	1.61
Total industrials			**$236,619**		**$252,142**	**9.4%**	**$15,523**	**$5,661**	**2.25%**
Materials									
SUMITOMO METAL MIN CO LTD	**7,250**	**$14.27**	**$103,444**	**$13.101**	**$94,982**	**3.5%**	**($8,462)**	**$993**	**1.05%**
Telecom services									
CHINA TELECOM ADR	2,470	$54 66	$135,004	$50.570	$124,907	4 6%	($10,097)	$2,435	1.95%
KDDI CORP ADR	9,525	8.94	85,135	15 389	146,580	5.5	61,445	3,067	2.09
TELE2 AB ADR	18,580	6.89	128,102	5 671	105,367	3.9	(22,735)	7,394	7.02
TIM PARTICIPACOES SA ADR	2,800	22.44	62,826	26 240	73,472	2 7	10,646	1,864	2.54
Total telecom services			**$411,067**		**$450,326**	**16.7%**	**$39,259**	**$14,760**	**3.28%**
Utilities									
TOKYO GAS LTD ADR	**3,647**	**$19.67**	**$71,738**	**$19.714**	**$71,896**	**2.7%**	**$158**	**$1,261**	**1.76%**
Total large cap core - non u.s.			**$2,433,131**		**$2,690,703**	**100.0%**	**$257,572**	**$77,295**	**2.87%**

Trade date basis

Large Cap Strategies

Large cap strategies funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD BOOK COST 7,431,517	767,234 323	$9 35	$7,172,417	$12 470	$9,567,412	100 0%	$2,394,995	$63,680	0.67%
Total large cap strategies			**$7,172,417**		**$9,567,412**	**100.0%**	**$2,394,995**	**$63,680**	**0.67%**

Large Cap - U.S.

Miscellaneous

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
S&P 500 DEP RCPTS	83,395	$138.15	$11,520,667	$184 690	$15,402,222	100.0%	$3,881,555	$279,456	1 81%
Total large cap - u.s.			**$11,520,667**		**$15,402,222**	**100.0%**	**$3,881,555**	**$279,456**	**1.81%**

Global Small & Mid Cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD BOOK COST 8,391,507	723,504.467	$11 16	$8,070,736	$17 180	$12,429,806	100 0%	$4,359,070	$96,226	0 77%
Total global small & mid cap			**$8,070,736**		**$12,429,806**	**100.0%**	**$4,359,070**	**$96,226**	**0.77%**

Trade date basis

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 9,241,586	1,304,115 427	$6.43	$8,383,248	$7.900	$10,302,511	100 0%	$1,919,263	$350,807	3 41%
Total global opportunities			**$8,383,248**		**$10,302,511**	**100.0%**	**$1,919,263**	**$350,807**	**3.41%**

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW REAL RETURN FUND BOOK COST 3,714,187	324,476 319	$9 33	$3,026,031	$8.320	$2,699,642	100.0%	($326,389)	$7,462	0.28%
Total real return / commodities			**$3,026,031**		**$2,699,642**	**100.0%**	**($326,389)**	**$7,462**	**0.28%**

' - JOHN E MORGAN FDN-MAIN

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Total value of account without alternative investments			$58,93401		$72,011,191		$13,017,021	$1,275,018	1.77%

Trade date basis

ACCOUNT HOLDINGS

Cash and Short Term	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM 0 010 %	100,707 900	$1.00	$100,707	$1 000	$100,707	90.3%		$10	0 01%
BESSEMER SWEEP PROGRAM 0.010 %	10,883.160	1 00	10,883	1 000	10,883	9 8		1	0 01
Total cash and short term			**$111,590**		**$111,590**	**100.0%**		**$11**	

Fixed Income

Fixed Income - cash and short term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BESSEMER SWEEP PROGRAM (8M3751) 0.010 %	**18,941.410**	**$1.00**	**$18,941**	**$1.000**	**$18,941**	**2.0%**	**$0**	**$1**	**0.01%**

US government bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FEDERAL HOME LOAN BANK 3.400 % Due 06/17/2014	30,000	$100.38	$30,115	$101 474	$30,442	3.2%	$327	$1,020	3 35%
FED NATL MTG ASSOC 0 500 % Due 09/28/2015	30,000	100.06	30,019	100.177	30,053	3.2	34	150	0.50
US TREASURY NOTE 0 250 % Due 12/15/2015	228,000	99.52	226,907	99 777	227,491	24 1	584	570	0 25
FEDERAL HOME LOAN BANK 0.625 % Due 12/28/2016	25,000	99.73	24,932	99 581	24,895	2.6	(37)	156	0 63
US TREASURY BONDS 7 250 % Due 08/15/2022	104,000	147 66	153,570	135 125	140,530	14.9	(13,040)	7,540	5.37
Total US government bonds			**$465,543**		**$453,411**	**48.0%**	**($12,132)**	**$9,436**	**2.08%**

Trade date basis

Taxable municipal bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
NJ ECON DEV AUTH TAXABLE SER FF REV Not callable 3 169 % Due 09/01/2014 A1 /A+	25,000	$100.00	$25,000	$101 852	$25,463	2 7%	$463	$792	3 11%
NEW YORK ST URBAN DEV CP TAXABLE-ST PIT Not callable 2 626 % Due 12/15/2014 /AAA	30,000	100 00	30,000	102 139	30,641	3 2	641	787	2 57
MAINE ST MUNI BOND BANK TXBL-REF-SER C Not callable 1 427 % Due 11/01/2016 /AA+	20,000	100.00	20,000	99.216	19,843	2 1	(157)	285	1 44
Total taxable municipal bonds			**$75,000**		**$75,947**	**8.0%**	**$947**	**$1,864**	**2.45%**

Corporate bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
PROCTER & GAMBLE CO 3 500 % Due 02/15/2015 Aa3 /AA-	30,000	$99 58	$29,874	$103 309	$30,992	3 3%	$1,118	$1,050	3 39%
JPMORGAN CHASE & CO FRN 3ML+112 50 1 370 % Due 09/22/2015 A3 /A	33,000	101.82	33,599	101 238	33,408	3 5	(191)	452	1 35
ANHEUSER-BUSCH INBEV FIN 0.800 % Due 01/15/2016 A3 /A	35,000	99 99	34,997	99 931	34,975	3.7	(22)	280	0.80
DOMINION RESOURCES INC 5.200 % Due 01/15/2016 Baa2 /BBB+	20,000	111.10	22,220	107.456	21,491	2.3	(729)	1,040	4 84
MORGAN STANLEY 1.750 % Due 02/25/2016 Baa2 /A-	25,000	101.38	25,344	101.342	25,335	2.7	(9)	437	1.73
TOYOTA MOTOR CREDIT CORP 0 800 % Due 05/17/2016 Aa3 /AA-	20,000	99 89	19,977	100 107	20,021	2 1	44	160	0 80
COCA-COLA CO 1 800 % Due 09/01/2016 Aa3 /AA-	20,000	102.80	20,560	102.402	20,480	2.2	(80)	360	1.76

Trade date basis

Corporate bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
GENERAL ELEC CAP CORP 2 900 % Due 01/09/2017 A1 /AA+	30,000	103.17	30,951	104 397	31,319	3.3	368	870	2 78
BB&T CORPORATION 2 150 % Due 03/22/2017 A2 /A-	20,000	100 36	20,071	101 105	20,221	2 1	150	430	2.13
AMERICAN EXPRESS CREDIT 2 375 % Due 03/24/2017 A2 /A-	22,000	99.73	21,940	102.788	22,613	2 4	673	522	2 31
BERKSHIRE HATHAWAY FIN 1 600 % Due 05/15/2017 Aa2 /AA	20,000	99 92	19,984	100.964	20,192	2 1	208	320	1 58
US BANCORP 1 650 % Due 05/15/2017 A1 /A+	20,000	99 81	19,962	100.210	20,042	2.1	80	330	1 65
PEPSICO INC 1.250 % Due 08/13/2017 A1 /A-	20,000	99 48	19,896	98.929	19,785	2.1	(111)	250	1 26
APPLE INC FRN 3ML + 25 0.492 % Due 05/03/2018 Aa1 /AA+	25,000	99.68	24,921	99 831	24,957	2 6	36	123	0 49
Total corporate bonds			**$344,296**		**$345,831**	**36.6%**	**$1,535**	**$6,624**	**1.92%**

International bonds

International bonds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
SHELL INTERNATIONAL FIN 4.000 % Due 03/21/2014 Aa1 /AA	30,000	$99 97	$29,991	$100.794	$30,238	3.2%	$247	$1,200	3.97%
KFW 1 250 % Due 02/15/2017 Aaa /AAA	20,000	99 63	19,925	100 967	20,193	2 1	268	250	1 24
Total international bonds			**$49,916**		**$50,431**	**5.3%**	**$515**	**$1,450**	**2.88%**
Total fixed income			**$953,696**		**$944,561**	**100.0%**	**($9,135)**	**$19,375**	**2.05%**

Trade date basis

Large Cap Core - U.S.

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer discretionary									
DOLLAR GENERAL CORP *(DG)*	155	$43 90	$6,805	$60.320	$9,349	4.1%	$2,544		
L BRANDS INC *(LB)*	100	55.72	5,572	61.850	6,185	2 7	613	120	1 94
MACY'S INC *(M)*	175	35 85	6,273	53 400	9,345	4.1	3,072	175	1 87
TARGET CORP *(TGT)*	110	56 00	6,160	63 270	6,959	3 1	799	189	2.72
VIACOM INC CL B NEW *(VIAB)*	60	62.72	3,763	87.340	5,240	2.3	1,477	72	1 37
Total consumer discretionary			**$28,573**		**$37,078**	**16.3%**	**$8,505**	**$556**	**1.50%**
Consumer staples									
CVS/CAREMARK CORP *(CVS)*	105	$38 79	$4,073	$71 570	$7,514	3 3%	$3,441	$115	1 54%
LORILLARD INC COM *(LO)*	90	44 92	4,043	50 680	4,561	2.0	518	198	4 34
WALGREEN CO *(WAG)*	90	38.32	3,449	57.440	5,169	2 3	1,720	113	2 19
Total consumer staples			**$11,565**		**$17,244**	**7.6%**	**$5,679**	**$426**	**2.47%**
Energy									
CONOCOPHILLIPS *(COP)*	85	$54.72	$4,651	$70.650	$6,005	2 6%	$1,354	$234	3 91%
MARATHON OIL CORP *(MRO)*	115	27 03	3,109	35 300	4,059	1.8	950	87	2 15
Total energy			**$7,760**		**$10,064**	**4.4%**	**$2,304**	**$321**	**3.19%**
Financials									
ACE LIMITED	95	$49.64	$4,716	$103.530	$9,835	4.3%	$5,119	$239	2 43%
AMERICAN INTL GROUP INC *(AIG)*	115	41.23	4,742	51 050	5,870	2.6	1,128	46	0.78
CITIGROUP INC *(C)*	115	32.65	3,755	52.110	5,992	2.6	2,237	4	0 08
KEYCORP NEW *(KEY)*	225	12 67	2,850	13 420	3,019	1.3	169	49	1 64

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MORGAN STANLEY GRP INC *(MS)*	100	29 24	2,924	31.360	3,136	1 4	212	20	0 64
Total financials			**$18,987**		**$27,852**	**12.2%**	**$8,865**	**$358**	**1.29%**
Health care									
AETNA INC NEW *(AET)*	155	$44 25	$6,859	$68.590	$10,631	4 7%	$3,772	$139	1 31%
MYLAN INC *(MYL)*	250	41 56	10,390	43 400	10,850	4.8	460		
PFIZER INC *(PFE)*	325	29 94	9,729	30 630	9,954	4 4	225	338	3 40
THERMO FISHER SCIENTIFIC *(TMO)*	90	60 76	5,468	111.350	10,021	4 4	4,553	54	0.54
ZIMMER HLDGS INC *(ZMH)*	130	63 57	8,264	93.190	12,114	5 3	3,850	104	0 86
Total health care			**$40,710**		**$53,570**	**23.5%**	**$12,860**	**$635**	**1.19%**
Industrials									
CUMMINS INC *(CMI)*	25	$128 80	$3,220	$140 970	$3,524	1.6%	$304	$62	1 77%
ILLINOIS TOOL WORKS INC *(ITW)*	90	67.36	6,062	84 080	7,567	3.3	1,505	151	2 00
NIELSEN HOLDINGS BV	110	32 92	3,621	45 890	5,047	2.2	1,426	88	1 74
UNION PACIFIC CORP *(UNP)*	50	158.22	7,911	168 000	8,400	3.7	489	158	1.88
Total industrials			**$20,814**		**$24,538**	**10.8%**	**$3,724**	**$459**	**1.87%**
Information technology									
ACCENTURE PLC CL A	60	$59.90	$3,594	$82.220	$4,933	2.2%	$1,339	$111	2 26%
APPLE INC *(AAPL)*	20	491 95	9,839	561.020	11,220	4.9	1,381	244	2 17
AVAGO TECHNOLOGIES	170	35.65	6,060	52.879	8,989	3.9	2,929	170	1.89
INTERNATIONAL BUS MACHINES *(IBM)*	45	190 64	8,579	187.570	8,440	3.7	(139)	171	2.03
QUALCOMM INC *(QCOM)*	135	63.10	8,519	74 250	10,023	4 4	1,504	189	1 89
Total information technology			**$36,591**		**$43,605**	**19.1%**	**$7,014**	**$885**	**2.03%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Telecom services									
CENTURYLINK INC *(CTL)*	110	$37.48	$4,123	$31.850	$3,503	1.5%	($620)	$237	6.78%
Utilities									
AMERICAN WATER WORKS CO *(AWK)*	250	$40.39	$10,098	$42.260	$10,565	4.6%	$467	$280	2.65%
Total large cap core - u.s.			**$179,221**		**$228,019**	**100.0%**	**$48,798**	**$4,157**	**1.82%**

Large Cap Core - Non U.S.

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer discretionary									
BRIDGESTONE CORP ADR	340	$17 77	$6,041	$18 933	$6,437	3 5%	$396	$61	0 96%
DAIHATSU MOTOR CO LTD ADR	115	38 00	4,370	33.909	3,899	2.1	(471)	108	2 77
NIKON CORP PLC UNSPON-ADR	255	27.20	6,936	19.114	4,874	2.7	(2,062)	41	0.84
SWATCH GROUP AG UNSPON ADR	125	31.47	3,934	33.142	4,142	2 3	208	26	0 63
VOLKSWAGEN AG ADR	125	37.17	4,646	56 261	7,032	3 8	2,386	85	1 21
Total consumer discretionary			**$25,927**		**$26,384**	**14.3%**	**$457**	**$321**	**1.22%**
Consumer staples									
IMPERIAL TOBACCO LT ADR	110	$73 25	$8,058	$77.447	$8,519	4.6%	$461	$404	4.75%
J SAINSBURY SPN ADR NEW	385	23.12	8,903	24.181	9,309	5 1	406	400	4.30
SVENSKA CL AKTIBLGT ADR	250	26.12	6,531	30.829	7,707	4 2	1,176	140	1.82
Total consumer staples			**$23,492**		**$25,535**	**13.9%**	**$2,043**	**$944**	**3.70%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Energy									
ENI S.P A ADR	115	$43.18	$4,966	$48.490	$5,576	3.0%	$610	$265	4 77%
SINOPEC/CHINA PETE&CHM ADR	109	82.85	9,031	82.170	8,956	4 9	(75)	355	3 97
TOTAL SA ADR	155	51 52	7,985	61.270	9,496	5.2	1,511	407	4.29
Total energy			**$21,982**		**$24,028**	**13.1%**	**$2,046**	**$1,027**	**4.27%**
Financials									
ALLIANZ AKTIENGES ADR	175	$9.78	$1,712	$17.962	$3,143	1 7%	$1,431	$76	2 42%
BNP PARIBAS SPON ADR	240	26 64	6,393	39.030	9,367	5.1	2,974	162	1.74
CHINA CONSTRUCTION ADR	485	14 69	7,123	15.090	7,318	4.0	195	354	4 84
MUNICH RE GROUP ADR	415	12.78	5,304	22 068	9,158	5.0	3,854	257	2 81
RSA INS GRP INC SPON ADR	1,025	9.50	9,739	7 569	7,758	4.2	(1,981)	443	5 72
SKANDINAVISKA ENSKILD ADR	250	11 67	2,918	13.170	3,292	1 8	374		
WHARF HOLDINGS ADR	165	10.24	1,690	15 296	2,523	1.4	833	65	2.59
Total financials			**$34,879**		**$42,559**	**23.1%**	**$7,680**	**$1,357**	**3.19%**
Health care									
SANOFI - ADR	**165**	**$35.95**	**$5,931**	**$53.630**	**$8,848**	**4.8%**	**$2,917**	**$207**	**2.34%**
Industrials									
ITOCHU CORP ADR	400	$21 99	$8,796	$24.718	$9,887	5.4%	$1,091	$267	2.70%
WEIR GROUP PLC ADR	425	17.58	7,470	17 656	7,503	4.1	33	121	1.61
Total industrials			**$16,266**		**$17,390**	**9.5%**	**$1,124**	**$388**	**2.23%**
Materials									
SUMITOMO METAL MIN CO LTD	**525**	**$14.33**	**$7,522**	**$13.101**	**$6,878**	**3.7%**	**($644)**	**$71**	**1.05%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Telecom services									
CHINA TELECOM ADR	170	$56 48	$9,602	$50 570	$8,596	4.7%	($1,006)	$167	1 95%
KDDI CORP ADR	450	8.63	3,885	15 389	6,925	3 8	3,040	144	2.09
TELE2 AB ADR	1,275	7.06	8,999	5 671	7,230	3 9	(1,769)	507	7 02
TIM PARTICIPACOES SA ADR	185	23.66	4,377	26 240	4,854	2 6	477	123	2.54
Total telecom services			**$26,863**		**$27,605**	**15.0%**	**$742**	**$941**	**3.41%**
Utilities									
TOKYO GAS LTD ADR	**247**	**$19.13**	**$4,724**	**$19.714**	**$4,869**	**2.6%**	**$145**	**$85**	**1.76%**
Total large cap core - non u.s.			**$167,586**		**$184,096**	**100.0%**	**$16,510**	**$5,341**	**2.90%**

Large Cap Strategies

Large cap strategies funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD BOOK COST 494,475	50,865 901	$9 14	$464,669	$12 470	$634,297	100.0%	$169,628	$4,221	0 67%
Total large cap strategies			**$464,669**		**$634,297**	**100.0%**	**$169,628**	**$4,221**	**0.67%**

Trade date basis

Large Cap - U.S.

Miscellaneous

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
S&P 500 DEP RCPTS	5,565	$134.57	$748,900	$184.690	$1,027,799	100.0%	$278,899	$18,648	1 81%
Total large cap - u.s.			**$748,900**		**$1,027,799**	**100.0%**	**$278,899**	**$18,648**	**1.81%**

Global Small & Mid Cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD BOOK COST 515,744	46,069.331	$10 73	$494,180	$17 180	$791,471	100 0%	$297,291	$6,127	0 77%
Total global small & mid cap			**$494,180**		**$791,471**	**100.0%**	**$297,291**	**$6,127**	**0.77%**

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 575,037	82,391 033	$6 28	$517,174	$7.900	$650,889	100.0%	$133,715	$22,163	3 41%
Total global opportunities			**$517,174**		**$650,889**	**100.0%**	**$133,715**	**$22,163**	**3.41%**

Trade date basis

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW REAL RETURN FUND BOOK COST 237,031	20,862 538	$9 40	$196,139	$8 320	$173,576	100.0%	($22,563)	$479	0 28%
Total real return / commodities			**$196,139**		**$173,576**	**100.0%**	**($22,563)**	**$479**	**0.28%**
Total value of account			**$3,833,155**		**$4,746,298**		**$913,143**	**$80,522**	**1.70%**

- 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. JOHN E MORGAN FOUNDATION, INC	Employer identification number (EIN) or 56-2290010
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST,630 FIFTH AVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

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.

- The books are in the care of ▶ BESSEMER TRUST COMPANY 630 FIFTH AVENUE 34TH FLOOR - NEW YORK, NY 10111

  Telephone No. ▶ (212)651-1048 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
INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

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	$	36,462.
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	$	36,462.
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 ▶ Title ▶ VICE PRESIDENT Date ▶

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12-31-13

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