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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation GEMCON FAMILY FOUNDATION		A Employer identification number 57-6199853						
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2689	Room/suite	B Telephone number (see instructions) (561) 655-7290						
City or town, state or province, country, and ZIP or foreign postal code PALM BEACH, FL 33480		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>						
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,493,883	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>MODIFIED CASH</u> (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 <input type="checkbox"/>						

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) (see instructions))		(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 (attach schedule)	836,400			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	219,587	219,587		
	4 Dividends and interest from securities	230,363	230,363		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	286,087			
	b Gross sales price for all assets on line 6a 5,629,266				
	7 Capital gain net income (from Part IV, line 2)		59,325		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,572,437	509,275			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	60,000	6,000		54,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,369	537		4,832
	b Accounting fees (attach schedule)	4,216	422		3,794
	c Other professional fees (attach schedule)	73,952	62,410		11,542
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,150	1,090		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	40,855	4,086		36,769
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,368	503		7,865
	24 Total operating and administrative expenses. Add lines 13 through 23	201,910	75,048		118,802
	25 Contributions, gifts, grants paid	767,175			767,175
26 Total expenses and disbursements. Add lines 24 and 25	969,085	75,048		885,977	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	603,352				
b Net investment income (if negative, enter -0-)		434,227			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	5,707,178	2,156,266	2,155,938			
	2 Savings and temporary cash investments						
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges	6,800	10,000	10,000			
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)	3,528,725 <input checked="" type="checkbox"/>	9,524,119	10,185,845			
	c Investments—corporate bonds (attach schedule).	6,867,870 <input checked="" type="checkbox"/>	5,019,390	5,142,100			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,110,573	16,709,775	17,493,883				
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 (attach schedule)						
	22 Other liabilities (describe ▶ _____)						
23 Total liabilities (add lines 17 through 22)		0					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds	16,110,573	16,709,775				
30 Total net assets or fund balances (see page 17 of the instructions)	16,110,573	16,709,775					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,110,573	16,709,775					

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	16,110,573
2	Enter amount from Part I, line 27a	2	603,352
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	16,713,925
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	4,150
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,709,775

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			

(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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	59,325
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) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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 page 18 of 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	688,886	16,540,732	0.041648
2011	630,670	15,652,741	0.040291
2010	499,035	14,871,916	0.033556
2009	740,551	14,495,868	0.051087
2008	664,292	13,281,806	0.050015

2	Total of line 1, column (d).		2	0.216597
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	0.043319
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4	17,000,687
5	Multiply line 4 by line 3.		5	736,453
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	4,342
7	Add lines 5 and 6.		7	740,795
8	Enter qualifying distributions from Part XII, line 4.		8	885,977

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, and Credits/Payments. Total tax due is 5,658.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL, political expenditures, and substantial contributors. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of NARDA E BUTNER CPA PA Telephone no (561) 653-3330 Located at 420 CLEMATIS STREET 420 CLEMATIS STREET WEST PALM BEACH FL ZIP +4 33401			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 ____, 20 ____, 20 ____, 20 ____			
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).	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 20 ____, 20 ____, 20 ____, 20 ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	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 (see instructions).

(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
JUDITH ANN JOKIEL PO BOX 2689 PALM BEACH, FL 33480	TRUSTEE 6 00	15,000	0	0
NORMA J BACH PO BOX 2689 PALM BEACH, FL 33480	TRUSTEE 6 00	15,000	0	0
CONSTANCE M LIPHARDT PO BOX 2689 PALM BEACH, FL 33480	TRUSTEE 6 00	15,000	0	0
TIMOTHY J BACH PO BOX 2689 PALM BEACH, FL 33480	TRUSTEE 6 00	15,000	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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.

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

3 Five highest-paid independent contractors for professional services (see instructions). 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. ▶

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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 page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

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	17,038,560
b	Average of monthly cash balances.	1b	211,021
c	Fair market value of all other assets (see instructions).	1c	10,000
d	Total (add lines 1a, b, and c).	1d	17,259,581
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	17,259,581
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	258,894
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,000,687
6	Minimum investment return. Enter 5% of line 5.	6	850,034

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	850,034
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,342
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,342
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	845,692
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	845,692
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	845,692

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	885,977
b	Program-related investments—total from Part IX-B.	1b	
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	885,977
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 (see instructions).	5	4,342
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	881,635

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				845,692
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	11,160			
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	11,160			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>885,977</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				845,692
e Remaining amount distributed out of corpus	40,285			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	51,445			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
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) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	51,445			
10 Analysis of line 9				
a Excess from 2009.	11,160			
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.	40,285			

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

1a 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 767,175
b <i>Approved for future payment</i>				
Total				3b

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BASCOM PALMER EYE INSTITU 7101 FAIRWAY DRIVE 7101 FAIRWAY DRIVE PALM BEACH GARDENS FL PALM BEACH GARDENS,FL 33418	NONE	501(C)(3)	RESEARCH STEM CELLS AND NANOTECH	150,000
EQUINE-ASSISTED THERAPIES OF S FL PO BOX 273542 PO BOX 273542 BOCA RATON BOCA RATON,FL 334273542	NONE	501(C)(3)	THERAPEUTIC HORSEBACK RIDING	62,500
LITERACY COALITION OF PBC 3651 QUANTUM BLVD 3651 QUANTUM BLVD BOYNTON BEACH BOYNTON BEACH,FL 33426	NONE	501(C)(3)	GLADES FAMILY EDUCATION PROGRAM	35,000
THE RENAISSANCE LEARNING 5800 CORPORATE WAY 5800 CORPORATE WAY WEST PALM BEACH FL 33407 WEST PALM BEACH,FL 33409	NONE	501(C)(3)	EDUCATION FOR CHILDREN W/AUTISM	80,000
UNITY CENTER FOR CHRISTIAN 1901 NW BLUE PARKWAY 1901 NW BLUE PARKWAY UNITY VILLAGE UNITY VILLAGE,MO 640650001	NONE	501(C)(3)	RELIGIOUS ORG / PUBLIC AWARENESS	10,000
URBAN YOUTH IMPACT PO BOX 222592 PO BOX 222592 WEST PALM BEACH FL 33422 WEST PALM BEACH,FL 33422	NONE	501(C)(3)	HIGH RISK YOUTH EDUCATION	25,000
SOUTHEASTERN GUIDE DOGS 4210 77TH STREET 4210 77TH STREET PALMETTO FL 34221 PALMETTO,FL 34221	NONE	501(C)(3)	VETERAN ASSISTANCE DOGS	82,500
ROYCEMORE SCHOOL 1200 DAVIS STREET 1200 DAVIS STREET EVANSTON IL 60201 EVANSTON,IL 60201	NONE	501(C)(3)	NEW LIBRARY & MEDIA CENTER	25,000
ASSOCIATION OF SMALL FOUNDATION PO BOX 117 PO BOX 117 UNDERHILL VT 05489-0117 UNDERHILL,VT 05489	NONE	501(C)(3)	EDUCATIONAL	1,000
SALK INSTITUTE FOR BIOLOGICAL ST 10010 N TORREY PINES RD 10010 N TORREY PINES RD LA JOLLA CA 92037 LA JOLLA,CA 92037	NONE	501(C) 3	MEDICAL RESEARCH	75,000
THE RENAISSANCE LEARNING 5800 CORPORATE WAY 5800 CORPORATE WAY WEST PALM BEACH FL 33407 WEST PALM BEACH,FL 33407	NONE	501(C) 3	EDUCATION FOR CHILDREN W/AUTISM	60,000
ST LOUIS CENTER 16195 OLD US 12 16195 OLD US 12 CHELSEA MI 48118 CHELSEA,MI 48118	NONE	501(C) 3	BUILDING IMPROVEMENTS	100,000
SOUTH LYONS BAND PARENTS ASSOCIATIO 1000 N LAFAYETTE 1000 N LAFAYETTE SOUTH LYONS MI 48178 SOUTH LYONS,MI 48178	NONE	501(C)3	MUSICAL INSTRUMENTS	45,675
WORD OF LIFE COMMUNITY CHURCH 1525 ROY ROAD 1525 ROY ROAD PETOSKEY MI 49770 PETOSKEY,MI 49770	NONE	501(C) 3	HANDICAP ACCESSIBLE MODIFICATIONS	15,500
Total				767,175

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

2013

Name of the organization
GEMCON FAMILY FOUNDATION

Employer identification number
57-6199853

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 33¹/₃% 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 for 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 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
GEMCON FAMILY FOUNDATION

Employer identification number
57-6199853

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	CM MIESEL CHARITABLE LEAD ANNUITY T 231 BRADLEY PLACE SUITE 203 PALM BEACH, FL 33480	\$ 836,400	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
GEMCON FAMILY FOUNDATION

Employer identification number
57-6199853

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
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
GEMCON FAMILY FOUNDATION

Employer identification number
57-6199853

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. See instructions.) \$
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
_____ _____	_____ _____

TY 2013 Accounting Fees Schedule

Name: GEMCON FAMILY FOUNDATION

EIN: 57-6199853

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NARDA E BUTNER, CPA, PA	4,216	422		3,794

TY 2013 Compensation Explanation

Name: GEMCON FAMILY FOUNDATION

EIN: 57-6199853

Person Name	Explanation
JUDITH ANN JOKIEL	
NORMA J BACH	
CONSTANCE M LIPHARDT	
TIMOTHY J BACH	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: GEMCON FAMILY FOUNDATION

EIN: 57-6199853

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
5000-AMERICAN INTERNATIONAL (AVF)	2008-02	PURCHASE	2013-03		125,000	129,990			-4,990	
7600-GENERAL ELECTRIC (GEC)	2011-12	PURCHASE	2013-01		190,000	187,950			2,050	
1000000-MERCK & CO INC	2008-01	PURCHASE	2013-02		1,000,000	1,003,230			-3,230	
1470-DDR CORP DEPOSITARY (DDRH)	2005-02	PURCHASE	2013-05		36,750	36,243			507	
5000-REDWOOD TR INC COM (RWT)	2010-06	PURCHASE	2013-01		93,558	71,582			21,976	
1701-AT & T INC (T)	2010-06	PURCHASE	2013-10		58,820	42,929			15,891	
1439-BRISTOL MYERS SQUIBB CO (BMY)	2006-02	PURCHASE	2013-10		71,316	32,378			38,938	
10000-DONNELLEY R R & SONS CO (RRD)	2012-01	PURCHASE	2013-10		166,481	147,099			19,382	
2500-ELI LILLY & CO (LLY)	2011-01	PURCHASE	2013-10		123,723	87,857			35,866	
874-PROCTER & GAMBLE COM (PG)	2011-10	PURCHASE	2013-10		69,347	54,448			14,899	
10000-QUESTAR CORP (STR)	2012-01	PURCHASE	2013-10		233,473	196,199			37,274	
114-AUTOMATIC DATA PROCESSING INC CO	2013-10	PURCHASE	2013-12		9,074	8,460			614	
172-AUTOMATIC DATA PROCESSING INC CO	2013-10	PURCHASE	2013-12		13,545	12,764			781	
54-BCE INC (BCE)	2013-10	PURCHASE	2013-12		2,323	2,363			-40	
398-BRISTOL MYERS SQUIBB CO (BMY)	2006-02	PURCHASE	2013-11		20,856	8,955			11,901	
41-EMERSON ELECTRIC CO (EMR)	2013-10	PURCHASE	2013-12		2,841	2,687			154	
346-KINDER MORGAN INC (KMI)	2013-10	PURCHASE	2013-12		11,602	12,226			-624	
205-KINDER MORGAN INC (KMI)	2013-10	PURCHASE	2013-12		6,860	7,244			-384	
75-MATTEL INC (MAT)	2013-10	PURCHASE	2013-12		3,439	3,178			261	
4558-MERCK & CO INC (MRK)	2013-02	PURCHASE	2013-10		212,057	198,008			14,049	
5000-MERCK & CO INC (MRK)	2011-09	PURCHASE	2013-10		232,621	157,641			74,980	
38-PHILIP MORRIS INTL COM (PM)	2013-10	PURCHASE	2013-12		3,240	3,303			-63	
302-SOUTHERN CO (SO)	2013-10	PURCHASE	2013-11		12,715	12,666			49	
287-SOUTHERN CO (SO)	2013-10	PURCHASE	2013-11		12,133	12,037			96	
211-SOUTHERN CO (SO)	2013-10	PURCHASE	2013-11		8,888	8,849			39	
165-SOUTHERN CO (SO)	2013-10	PURCHASE	2013-11		6,865	6,920			-55	
123-ADR AKZO NOBEL N V (AKZOY)	2013-10	PURCHASE	2013-11		3,049	2,935			114	
38-ADR AKZO NOBEL N V (AKZOY)	2013-10	PURCHASE	2013-11		931	907			24	
110-ADR AXA SA (AXAHY)	2013-10	PURCHASE	2013-11		2,836	2,788			48	
97-ADR AZKO NOBEL N V (AKZOY)	2013-10	PURCHASE	2013-11		2,393	2,314			79	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
126-ADR BALFOUR BEATTY PLC (BAFY)	2013-10	PURCHASE	2013-11		1,138	1,159			-21	
94-ADR BG PLC (BRGY)	2013-10	PURCHASE	2013-12		1,967	1,909			58	
95-ADR BNP PARIBAS (BNPQY)	2013-10	PURCHASE	2013-12		3,392	3,512			-120	
7-ADR BRITISH AMERN TOB PLC (BTI)	2013-10	PURCHASE	2013-11		742	771			-29	
6-ADR CNOOC LTD (CEO)	2013-10	PURCHASE	2013-12		1,182	1,174			8	
20-ADR GIVAUDAN SA (GFDNY)	2013-10	PURCHASE	2013-11		559	576			-17	
118-ADR GIVAUDAN SA ADR (GVDNY)	2013-10	PURCHASE	2013-12		3,130	3,397			-267	
13-ADR HSBC HLDGS PLC (HSBC)	2013-10	PURCHASE	2013-11		726	720			6	
214-ADR KDDI CORP (KDDIY)	2013-10	PURCHASE	2013-11		3,283	2,761			522	
82-ADR MUNICH RE GROUP (MURGY)	2013-10	PURCHASE	2013-11		1,755	1,727			28	
421-ADR MUNICH RE GROUP (MURGY)	2013-10	PURCHASE	2013-12		8,968	8,866			102	
47-ADR NOVARTIS AG (NVS)	2013-10	PURCHASE	2013-11		3,735	3,708			27	
3-ADR REED ELSEVIER N V (ENL)	2013-10	PURCHASE	2013-11		124	122			2	
36-ADR REED ELSEVIER N V (ENL)	2013-10	PURCHASE	2013-11		1,487	1,470			17	
13-ADR REED ELSEVIER N V (ENL)	2013-10	PURCHASE	2013-11		554	531			23	
26-ADR REED ELSEVIER N V (ENL)	2013-10	PURCHASE	2013-11		1,108	1,062			46	
29-ADR REED ELSEVIER N V (ENL)	2013-10	PURCHASE	2013-11		1,235	1,184			51	
16-ADR REXAM PLC (REXY)	2013-10	PURCHASE	2013-11		638	667			-29	
30-ADR RYANAIR HLDGS PLC (RYAAY)	2013-10	PURCHASE	2013-12		1,409	1,514			-105	
68-ADR RYANAIR HLDGS PLC (RYAAY)	2013-10	PURCHASE	2013-12		3,145	3,431			-286	
27-ADR SIEMENS AG (SI)	2013-10	PURCHASE	2013-11		3,356	3,505			-149	
37-ADR TECHNIP (TKPPY)	2013-10	PURCHASE	2013-12		781	1,151			-370	
445-ADR TESCO PLC (TSCDY)	2013-10	PURCHASE	2013-11		7,475	8,050			-575	
83-ADR TESCO PLC (TSCDY)	2013-10	PURCHASE	2013-11		1,399	1,501			-102	
109-ADR TESCO PLC (TSCDY)	2013-10	PURCHASE	2013-11		1,816	1,972			-156	
231-ADR TESCO PLC (TSCDY)	2013-10	PURCHASE	2013-12		3,869	4,179			-310	
93-ADR TESCO PLC (TSCDY)	2013-10	PURCHASE	2013-12		1,524	1,682			-158	
23-ADR TOTAL SA (TOT)	2013-10	PURCHASE	2013-10		1,424	1,417			7	
11-ADR TOTAL SA (TOT)	2013-10	PURCHASE	2013-10		685	678			7	
5-ADR TOTAL SA (TOT)	2013-10	PURCHASE	2013-12		285	308			-23	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
17-ADR TOYOTA MTR CORP (TM)	2013-10	PURCHASE	2013-11		2,205	2,190			15	
24-ADR TOYOTA MTR CORP (TM)	2013-10	PURCHASE	2013-11		3,026	3,091			-65	
23-ADR VODAFONE GROUP (VOD)	2013-10	PURCHASE	2013-11		854	842			12	
85-ADR VODAFONE GROUP PLC (VOD)	2013-10	PURCHASE	2013-11		3,162	3,113			49	
47-DAIMLER AG (DDAIY)	2013-10	PURCHASE	2013-10		3,856	3,908			-52	
83-DAIMLER AG (DDAIY)	2013-10	PURCHASE	2013-11		6,805	6,901			-96	
58-IMPERIAL OIL LTD	2013-10	PURCHASE	2013-12		2,538	2,554			-16	
43-LINDE AG (LNEGY)	2013-10	PURCHASE	2013-10		852	864			-12	
69-LINDE AG (LNEGY)	2013-10	PURCHASE	2013-10		1,317	1,387			-70	
51-LINDE AG (LNEGY)	2013-10	PURCHASE	2013-11		1,016	1,025			-9	
37-POSTNL N V (PNLYY)	2013-10	PURCHASE	2013-11		212	181			31	
600-POSTNL N V (PNLYY)	2013-10	PURCHASE	2013-11		3,370	2,934			436	
67-SANOFI SPONSORED ADR (SNY)	2013-10	PURCHASE	2013-11		3,529	3,498			31	
136-ADR WYNN MACAU LTD (WYNMY)	2013-10	PURCHASE	2013-12		5,997	5,165			832	
402-KIMBERLY CLARK DE MEXICO SAB (KC)	2013-10	PURCHASE	2013-12		5,630	6,251			-621	
1000-AGL RES INC (GAS)	2013-01	PURCHASE	2013-10		44,966	40,161			4,805	
4000-AGL RES INC (GAS)	2013-05	PURCHASE	2013-10		179,865	173,724			6,141	
500000-BERKSHIRE HATHAWAY INC 3 75	2012-01	PURCHASE	2013-11		517,020	530,875			-13,855	
500000-COCA COLA CO NT 3 625%	2009-05	PURCHASE	2013-12		504,610	514,375			-9,765	
1000-CONSOLIDATED EDISON INC (ED)	2009-09	PURCHASE	2013-10		58,380	40,476			17,904	
530-DDR CORP DEPOSITARY (DDRH)	2003-02	PURCHASE	2013-09		13,382	13,067			315	
1200-FRONTIER COMMUNICATIONS CORP (F)	2010-06	PURCHASE	2013-10		5,139	7,539			-2,400	
3800-FRONTIER COMMUNICATIONS CORP (F)	2011-06	PURCHASE	2013-10		16,274	27,663			-11,389	
5000-GOVT PPTYS INCOME TR COM (GOV)	2010-06	PURCHASE	2013-10		125,021	128,193			-3,172	
2500-HATTERAS FINL CORP COM REIT (HT)	2011-05	PURCHASE	2013-10		44,957	72,357			-27,400	
3500-HATTERAS FINL CORP COM REIT (HT)	2013-01	PURCHASE	2013-10		62,940	94,604			-31,664	
10000-MFC ISHARES US PEF (PFF)	2012-11	PURCHASE	2013-10		375,467	398,800			-23,333	
5000-MFC ISHARES US PEF (PFF)	2011-07	PURCHASE	2013-10		187,734	195,245			-7,511	
10000-MFC JOHN HANCOCK (PDT)	2011-12	PURCHASE	2013-09		119,733	108,191			11,542	
1500-MONMOUTH REAL ESTATE (MNR)	2010-03	PURCHASE	2013-10		13,252	8,502			4,750	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
878-MONMOUTH REAL ESTATE (MNR)	2010-03	PURCHASE	2013-10		21,667	20,457			1,210	
1150-MONMOUTH REAL ESTATE (MNR)	2011-06	PURCHASE	2013-10		28,658	26,795			1,863	
2972-MONMOUTH REAL ESTATE (MNR)	2011-12	PURCHASE	2013-10		72,922	69,248			3,674	
1000-NUCOR CORP (NUE)	2012-04	PURCHASE	2013-10		48,143	38,500			9,643	
2701-UDR INC (UDR)	2011-12	PURCHASE	2013-10		63,998	61,468			2,530	
2299-UDR INC (UDR)	2011-06	PURCHASE	2013-10		54,473	57,188			-2,715	
1000-VERIZON COMMUNICATIONS (VZ)	2010-06	PURCHASE	2013-10		51,069	26,155			24,914	
4300-WACHOVIA PFD (WNA)	2011-12	PURCHASE	2013-09		112,102	120,215			-8,113	
150-ADR CIELO SA (CIOXY)	2013-10	PURCHASE	2013-12		4,173	4,623			-450	

**TY 2013 Investments Corporate
Bonds Schedule****Name:** GEMCON FAMILY FOUNDATION**EIN:** 57-6199853

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MERCK & CO INC 4.375% 2/15/13		
COCA-COLA CO 3.625% 3/15/14		
UNITED PARCEL SVC 3.875% 4/01/14	516,025	508,979
BP CAP MKTS PLC 3.875% 3/10/15	516,510	526,122
DUPONT EI DE NEMOURS 3.25% 1/15/15	502,730	521,837
MCDONALDS CORP MED TERM 3.5% 7/15/20	501,875	528,959
WALMART STORES INC 3.25% 10/25/20	494,375	513,532
TOTAL CAP 2.3% DUE 3/15/16	498,250	518,541
BERKSHIRE HATHAWAY FIN CORP 4.25%	498,750	541,142
INTERNATIONAL BUSINESS MACHS CORP	504,375	502,399
BERKSHIRE HATHAWAY INC DEL	530,875	522,599
GENERAL ELEC CAP CORP MED	255,625	257,990
MFO FRANKLIN INVS SECS TR	200,000	200,000

**TY 2013 Investments Corporate
Stock Schedule****Name:** GEMCON FAMILY FOUNDATION**EIN:** 57-6199853

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,500 BRISTOL MYERS SQUIBB CO		
2,000 WACHOVIA PFD FDG CORP PFD		
2,300 WACHOVIA PFD FDG CORP PFD		
750 EXXON MOBIL CORP		
1,750 EXXON MOBIL CORP		
1,500 MONMOUTH REAL ESTATE CORP		
5,000 GENERAL ELEC CAP COR PUBLIC		
2,600 GENERAL ELEC CAP COR PUBLIC		
2,000 ROYCE VALUE TR INC PFD		
2,700 ROYCE VALUE TR INC PFD		
2,000 DDR CORP DEPOSITARY SH		
2,701 UDR INC COM STK		
2,299 UDR INC COM STK		
5,000 AMERICAN INTL GROUP VAR PFD		
5,000 CONSOLIDATED EDISON INC		
5,000 AT & T INC COM		
5,000 VERIZON COMMUNICATIONS		
1,200 FRONTIER COMMUNICATIONS		
3,800 FRONTIER COMMUNICATIONS		
10,000 MFC JOHN HANCOCK PREMIUM DIV		
5,000 MONMOUTH REAL EST PFD SER A		
5,000 REDWOOD TR INC COM		
5,000 GOV'T PPTYS INCOME TR COM		
5,000 ELI LILLY & CO COM		
10,000 MERCK & CO INC NEW COM		
3,000 PROCTER & GAMBLE COM NPV		
2,500 HATTERAS FINL CORP COM REIT		
15,000 MFC ISHARES TR S & P		
1,000 NUCOR CORP COMMON		
10,000 QUESTAR CORP COMMON		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10,000 DONNELLEY R.R. & SONS		
MFB NORTHERN FUNDS GLOBAL RE	500,089	484,163
MFC FLEXSHARES TR MORNINGSTAR	449,246	465,569
MFO RS INVNT TR GLOBAL NATURAL RES	518,707	490,916
NTB 23-14662 SECURITIES	1,959,841	2,084,432
NTB 23-18092 SECURITIES	1,153,825	1,194,564
NTB 23-18093 SECURITIES	1,165,017	1,172,266
NTB 23-18094 SECURITIES	672,710	646,401
NTB 23-31913 SECURITIES	3,104,684	3,647,534

TY 2013 Legal Fees Schedule

Name: GEMCON FAMILY FOUNDATION

EIN: 57-6199853

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VERONICA R S BAUER P A	5,369	537		4,832

TY 2013 Other Decreases Schedule

Name: GEMCON FAMILY FOUNDATION

EIN: 57-6199853

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	4,150

TY 2013 Other Expenses Schedule

Name: GEMCON FAMILY FOUNDATION

EIN: 57-6199853

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
CUSTODY FEES	3,164			3,164
DIRECTORS & OFFICERS INSURANC	2,380	238		2,142
TELEPHONE	1,347	135		1,212
SUPPLIES	238			238
POSTAGE & SHIPPING	384			384
DUES & SUBSCRIPTIONS	725			725
INVESTMENT CHARGES	130	130		

TY 2013 Other Professional Fees Schedule

Name: GEMCON FAMILY FOUNDATION

EIN: 57-6199853

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE ASSISTANT	11,542			11,542
INVESTMENT MANAGEMENT FEES	62,410	62,410		

TY 2013 Taxes Schedule

Name: GEMCON FAMILY FOUNDATION

EIN: 57-6199853

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	8,060			
FOREIGN TAX	1,090		1,090	