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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. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation THE CALDWELL FOUNDATION		A Employer identification number 75-6004080	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 4280		Room/suite	B Telephone number (see instructions) (903) 592-8191
City or town, state or province, country, and ZIP or foreign postal code TYLER, TX 75712			C If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶ \$ 117,283,734		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	2,328			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	994	994	994	
	4 Dividends and interest from securities.	1,923,387	1,923,387	1,923,387	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	5,444,204			
	b Gross sales price for all assets on line 6a 28,821,500				
	7 Capital gain net income (from Part IV , line 2) . . .		5,444,204		
	8 Net short-term capital gain			669,243	
	9 Income modifications				
	10a Gross sales less returns and allowances 1,104,973				
Operating and Administrative Expenses	b Less Cost of goods sold	423,161			
	c Gross profit or (loss) (attach schedule)	681,812		681,812	
	11 Other income (attach schedule)	3,336,866	1,288,487	3,336,866	
	12 Total. Add lines 1 through 11	11,389,591	8,657,072	6,612,302	
	13 Compensation of officers, directors, trustees, etc	527,914	187,014	187,014	340,900
	14 Other employee salaries and wages	2,844,529	95,918	95,918	2,748,611
	15 Pension plans, employee benefits	973,586	39,990	39,990	933,596
	16a Legal fees (attach schedule).	43,850	22,081	22,081	21,769
	b Accounting fees (attach schedule).	28,000	18,900	18,900	9,100
	c Other professional fees (attach schedule)	415,790	382,683	382,683	33,107
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	204,887	94,887	94,887	
	19 Depreciation (attach schedule) and depletion . . .	608,933	19,994	19,994	
	20 Occupancy	467,704	27,112	27,112	440,592
	21 Travel, conferences, and meetings	33,986	8,008	8,008	25,978
	22 Printing and publications	8,476			8,476
	23 Other expenses (attach schedule).	1,602,698	43,124	955,100	647,598
	24 Total operating and administrative expenses. Add lines 13 through 23	7,760,353	939,711	1,851,687	5,209,727
	25 Contributions, gifts, grants paid	5,000			5,000
	26 Total expenses and disbursements. Add lines 24 and 25	7,765,353	939,711	1,851,687	5,214,727
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,624,238			
	b Net investment income (if negative, enter -0-)		7,717,361		
	c Adjusted net income (if negative, enter -0-)			4,760,615	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	7,625	7,625	7,625
	2	Savings and temporary cash investments	2,117,408	11,024,911	11,024,911
	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	164,518	192,554	192,554
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	82,679,016	77,798,808	96,381,082
	14	Land, buildings, and equipment basis ▶ _____ 22,431,613 Less accumulated depreciation (attach schedule) ▶ _____ 16,659,718	6,246,410	5,771,895	5,771,895
Liabilities	15	Other assets (describe ▶ _____)	20,064	63,213	3,905,667
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	91,235,041	94,859,006	117,283,734
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)	1,463	1,190	
	23	Total liabilities (add lines 17 through 22)	1,463	1,190	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	91,233,578	94,857,816	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	91,233,578	94,857,816	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	91,235,041	94,859,006	

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	91,233,578
2	Enter amount from Part I, line 27a	2	3,624,238
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	94,857,816
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	94,857,816

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
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	5,444,204
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	669,243

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	5,297,710	91,650,063	0 05780
2011	4,935,855	90,704,924	0 05442
2010	5,059,814	84,160,666	0 06012
2009	4,891,717	75,723,125	0 06460
2008	5,300,346	86,359,130	0 06138

2	Total of line 1, column (d).	2	0 29832
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 05966
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	103,742,909
5	Multiply line 4 by line 3.	5	6,189,717
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	77,174
7	Add lines 5 and 6.	7	6,266,891
8	Enter qualifying distributions from Part XII, line 4. 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	8	5,384,309

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	154,347
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2.		3	154,347
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	154,347
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	147,702	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	147,702
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	321
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	6,966
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐		11	

Part VII-A Statements Regarding Activities			
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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
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	Yes
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX			
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	Yes
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	Yes
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

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 ▶ <u>www.caldwellzoo.org</u>	13	Yes			
14	The books are in care of ▶ <u>OUIJAN VINSON</u> Telephone no ▶ <u>(903) 592-8191</u> Located at ▶ <u>PO BOX 4280 TYLER TX</u> ZIP +4 ▶ <u>75712</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ <table><tr><td>15</td><td></td></tr></table>	15				
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	No 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? ☐ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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		No
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 ▶ 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		No
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?. ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
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)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

✓

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

✓

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

✓

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

✓

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

✓

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

Yes

✓

No

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?

Yes

✓

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

✓

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

✓

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

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
See Additional Data Table				

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
LS MADDIX PO BOX 4785 TYLER,TX 75712	ASST DIRECTOR 40 00	104,981	13,555	
O R VINSON PO BOX 4785 TYLER,TX 75712	ACCOUNTING MGR 32 00	71,440	10,115	
MD TUCKER PO BOX 4785 TYLER,TX 75712	DIR VISITOR SVC 40 00	69,053	9,618	
T G CARTER PO BOX 4785 TYLER,TX 75712	BLDG MAINT SUPV 40 00	68,300	12,123	
M BOYD PO BOX 4785 TYLER,TX 75712	CONTROLLER 40 00	67,524	12,089	
Total number of other employees paid over \$50,000.				7

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GLENWOOD ANIMAL HOSPITAL 221 N GLENWOOD TYLER, TX 75702	VETERINARY	141,950
MILLIMAN 10000 N CENTRAL EXPRESSWAYSTE 1500 DALLAS, TX 75231		
RAYCOM TV BROADCASTING INC 105 WEST FERGUSON ST TYLER, TX 75702	INVESTMENT CONSULTNG	69,306
PATRICK ADVISORS LLC 5610 URSULA LANE DALLAS, TX 75229	ADVERTISING	69,070
TWEEDY BROWNE CO LLC 350 PARK AVE 9TH FLOOR NEW YORK, NY 10022	INVESTMENT CONSULTNG	50,259
	INVESTMENT MGMT	131,716
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 THE CALDWELL FOUNDATION WAS FORMED TO SUPPORT CHARITABLE AND EDUCATIONAL PROGRAMS THROUGH MAINTAINING AND OPERATING THE CALDWELL ZOO AND OTHER EDUCATIONAL EXHIBITS. APPROXIMATELY 281,000 PEOPLE VISITED THE ZOO IN 2013.	5,379,309
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	
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	97,760,921
b	Average of monthly cash balances.	1b	3,545,709
c	Fair market value of all other assets (see instructions).	1c	4,016,120
d	Total (add lines 1a, b, and c).	1d	105,322,750
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	
3	Subtract line 2 from line 1d.	3	105,322,750
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,579,841
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	103,742,909
6	Minimum investment return. Enter 5% of line 5.	6	5,187,145

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

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	5,214,727
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	169,582
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	5,384,309
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,384,309
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				
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.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____				
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.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
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				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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.

1998-07-01

b

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

☒ 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	
		4,760,615	4,198,878	4,535,246	3,611,615	17,106,354
b	85% of line 2a	4,046,523	3,569,046	3,854,959	3,069,873	14,540,401
c	Qualifying distributions from Part XII, line 4 for each year listed	5,384,309	5,360,008	4,935,855	5,059,814	20,739,986
d	Amounts included in line 2c not used directly for active conduct of exempt activities	5,000	5,000	2,800	66,718	79,518
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	5,379,309	5,355,008	4,933,055	4,993,096	20,660,468
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. . .	3,458,096	3,055,002	3,023,497	2,805,355	12,341,950
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 XVSupplementary 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

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SHORT TERM SALES - SEE SCHEDULE	P	2013-01-01	2013-12-31
LONG TERM SALES-SEE SCHEDULE	P	2010-01-01	2013-12-31
ST FOREIGN CURRENCY CONTRACTS-SEE SCHED	P	2013-01-01	2013-12-31
LT FOREIGN CURRENCY CONTRACTS-SEE SCHED	P	2010-01-01	2013-12-31
OTHER CURRENCY GAINS/LOSSES	P	2013-01-01	2013-12-31
DFA-ALLOCATED SHORT TERM GAINS	P	2013-01-01	2013-12-31
DFA-ALLOCATED LONG TERM GAINS	P	2010-01-01	2010-12-31
VANGUARD-ALLOCATED SHORT TERM GAINS	P	2013-01-01	2013-12-31
VANGUARD-ALLOCATED LONG TERM GAINS	P	2010-01-01	2013-12-31
ATLANTIC TRUST-ALLOCATED SHORT TERM GAIN	P	2013-01-01	2013-12-31
ATLANTIC TRUST-ALLOCATED LONG TERM GAINS	P	2010-01-01	2013-12-31
WESTWOOD-ALLOCATED SHORT TERM GAINS	P	2013-01-01	2013-12-31
WESTWOOD-ALLOCATED LONG TERM GAINS	P	2010-01-01	2013-12-31
GMO-ALLOCATED SHORT TERM GAINS	P	2013-01-01	2013-12-31
GMO-ALLOCATED SHORT TERM GAINS	P	2010-01-01	2013-12-31
SSGA S&P 500 EQUAL WEIGHTED INDEX CTF	P	2013-01-01	2013-12-31
SSGA S&P 500 EQUAL WEIGHTED INDEX CTF	P	2010-01-01	2013-12-31
SSGA S&P 500 EQUAL WEIGHTED INDEX CTF	P	2013-01-01	2013-12-31
SSGA S&P 500 EQUAL WEIGHTED INDEX CTF	P	2010-01-01	2013-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,419,882		2,118,799	301,083
15,273,520		11,738,418	3,535,102
5,490,974		5,509,548	-18,574
3,970,958		3,975,272	-4,314
4,426			4,426
13,540			13,540
207,055			207,055
60,741			60,741
275,235			275,235
959			959
23,745			23,745
		32,937	-32,937
136,543			136,543
88,861			88,861
72,040			72,040
34,980			34,980
725,269			725,269
9,109			9,109
13,663			13,663

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			301,083
			3,535,102
			-18,574
			-4,314
			4,426
			13,540
			207,055
			60,741
			275,235
			959
			23,745
			-32,937
			136,543
			88,861
			72,040
			34,980
			725,269
			9,109
			13,663

Form 990PF Part VIII Line 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
MS MCARTHUR	Chairman 40 00	215,700	12,678	
PO BOX 4280 TYLER,TX 75712				
EH CALDWELL	Exec DIRECTOR 40 00	165,233	13,764	
PO BOX 4785 TYLER,TX 75712				
HS MCARTHUR	EXEC V-PRES 40 00	116,981	9,646	
PO BOX 4280 TYLER,TX 75712				
PEYTON M LAKE	BOARD MEMBER 3 00	15,000		
PO BOX 179 TYLER,TX 75710				
DEE DEE BUFE	BOARD MEMBER 3 00	15,000		
3513 FRY AVE TYLER,TX 75701				

TY 2013 Accounting Fees Schedule**Name:** THE CALDWELL FOUNDATION**EIN:** 75-6004080**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/AUDITING FEES	28,000	18,900	18,900	9,100

TY 2013 Contractor Compensation Explanation

Name: THE CALDWELL FOUNDATION

EIN: 75-6004080

Software ID: 13000170

Software Version: 2013v3.1

Contractor	Explanation
GLENWOOD ANIMAL HOSPITAL	
MILLIMAN	
PATRICK ADVISORS LLC	
RAYCOM TV BROADCASTING INC	
TWEEDY BROWNE CO LLC	

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

TY 2013 Depreciation Schedule

Name: THE CALDWELL FOUNDATION

EIN: 75-6004080

Software ID: 13000170

Software Version: 2013v3.1

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
AFRICAN THEME PHASE II	1992-07-01	3,132,302	1,918,869	91	31 5000	98,453			
MAINTENANCE BLDG	1992-10-31	225,480	138,445	91	31 5000	7,794			
PERIMETER FENCE	1993-04-30	33,796	20,281	91	31 5000	1,073			
MAINTENANCE GARAGE	1994-07-01	369,334	174,814	91	39 0000	9,470			
ADM OFFICE BLDG	1989-05-01	644,430	470,103	87	3 18 %	22,254			
PURCHASING BLDG	1990-02-01	637,047	529,387	85	3 64 %	23,495			
3037 W GENTRY	1993-07-31	59,309	44,104	85	3 64 %	2,156			
3043 W GENTRY	1993-07-31	58,479	43,495	85	3 64 %	2,126			
3025 W GENTRY	1994-07-01	19,138	12,847	85	3 64 %	696			
GENERAL BLDG & IMPROVEMEN	1997-07-01	11,500	5,658	91	31 5000	365			
PERIMETER FENCE	2000-10-31	2,822	2,335	91	15 0000	188			
FENCING - ZONE C	2001-10-01	20,193	15,143	91	15 0000	1,346			
RESTROOM - ZONE C	2001-10-01	321,865	120,700	91	30 0000	10,729			
FLAMINGO HOLDING	2002-04-01	322,837	114,785	91	30 0000	10,761			
MAMMAL HOLDING	2002-04-01	201,184	71,531	91	30 0000	6,706			
HORTICULTURE BLDG	2002-04-01	325,356	115,681	91	30 0000	10,845			
ZONE D - FENCING	2002-06-01	21,284	14,899	91	15 0000	1,419			
ZONE A - ANIMAL HEALTH	2002-06-01	664,832	232,689	91	30 0000	22,161			
BOX CULVERT	2003-03-01	255,030	250,779	91	10 0000	4,251			
BUS PARKING SIDEWALKS	2003-04-24	5,281	5,104	91	10 0000	177			
BUS PARKING FENCING	2003-06-15	4,818	3,076	91	15 0000	321			
BUS PARKING HANDICAP	2003-08-15	3,500	3,296	91	10 0000	204			
WASH STATION - TRASH	2003-09-01	4,927	4,600	91	10 0000	327			
MAIN ENTRY - RESTROOM	2003-10-31	110,000	33,613	91	30 0000	3,667			
MAIN ENTRY - VISITOR SVCS	2003-10-31	207,561	63,421	91	30 0000	6,919			
MAIN ENTRY - GATE/PANELS	2003-10-31	15,835	14,517	91	10 0000	1,318			
MAIN ENTRY - SITE WORK	2003-10-31	1,516,515	1,390,142	91	10 0000	126,373			
MAIN ENTRY- DESGN/ARCH/ENG	2003-10-31	224,162	205,473	91	10 0000	18,689			
LEMUR EXHIBIT - PUMPHOUSE	2003-10-31	45,000	41,250	91	10 0000	3,750			
LEMUR EXHBT-LEMUR BLDG	2003-10-31	51,000	46,750	91	10 0000	4,250			
LEMUR EXHBT-FLAMINGO BLD	2003-10-31	46,000	42,167	91	10 0000	3,833			
GIFT SHOP #2	2003-10-31	171,220	52,317	91	30 0000	5,707			
BUS PARKING TICKET BOOTH	2003-10-31	17,778	16,298	91	10 0000	1,480			
CHILDREN'S ZOO	2003-10-31	15,097	13,841	91	10 0000	1,256			
AVIARY-WILDBIRD WALKABOUT	2005-07-31	15,179	11,258	91	10 0000	1,518			
UPPER BOX CULVERT	2005-08-01	298,442	221,343	91	10 0000	29,844			
OZONE SYSTEM- PENGUIN EXHB	2006-04-01	14,795	14,073	91	7 0000	705			
EDUCATION HUTS PROJECT	2006-05-01	33,032	21,674	91	10 0000	3,169			
MAIN ENTRY/PLAZA UPGRADE	2006-06-01	370,617	240,903	91	10 0000	37,062			
GREENHOUSE	2006-08-01	49,827	31,559	91	10 0000	4,983			
CONC FREEZER	2007-12-01	5,105	3,645	91	7 0000	729			
JD GATOR - GROUNDS	2008-03-27	8,350	7,933	91	5 0000	417			
GATE OPENERS-SVC ENTRANCE	2008-03-27	9,200	6,242	91	7 0000	1,314			
EGG INCUBATOR	2008-05-22	2,655	2,434	91	5 0000	221			
LARGE ANIMAL SCALES	2008-05-08	4,130	3,786	91	5 0000	344			
HI TEMP DISHWASHER (COMM)	2008-07-31	6,228	3,931	91	7 0000	890			
WATERFOWL BREEDING LINE	2008-05-01	11,232	5,147	91	10 0000	1,123			
ANIMAL HOLDING/QUARANTINE	2008-12-31	187,821	25,044	91	31 5000	6,261			
CONC #3 A/C REPLACEMENT	2009-04-09	9,415	6,904	91	5 0000	1,883			
TEXAS REPTILE ROOF	2009-03-06	21,725	8,148	91	10 0000	2,173			
PRAIRIE CHICKEN EXHIBIT	2009-04-16	2,540	931	91	10 0000	254			
RHINO HOUSE BOILER	2009-12-31	13,840	5,931	91	7 0000	1,977			
AIR CONDITIONER	2010-08-25	11,850	3,950	91	7 0000	1,693			
C&K SYSTEMS-GS INV SOFTWR	2010-02-01	14,812	10,800	91	4 0000	3,703			
POS EQUIPMENT REPLACEMENT	2010-04-01	19,389	13,329	91	4 0000	4,847			
AFRICAN HS BARN - HEATER	2010-05-01	8,985	3,423	91	7 0000	1,284			
REPEATER-RADIO COMMUNICAT	2010-05-27	2,951	1,524	91	5 0000	590			
C&K SYSTEMS-GS INV SOFTWA	2010-07-15	2,425	1,465	91	4 0000	606			
COPIER-ANIMAL SERVICES	2010-11-18	5,260	2,192	91	5 0000	1,052			
2009 GMC VAN	2010-02-18	19,999	11,333	91	5 0000	4,000			
TX HOOFSTOCK BARN-OUTDR	2010-05-06	6,344	1,638	91	10 0000	634			
GYNA'S COMPUTER	2011-05-19	1,983	785	91	4 0000	496			
VS-A/C UNIT REPLACEMENT	2011-05-26	10,150	3,214	91	5 0000	2,030			
GS-A/C UNIT REPLACEMENT	2011-05-30	10,560	3,344	91	5 0000	2,112			
TEXAS TANK - FILTER SYSTE	2011-06-02	4,135	886	91	7 0000	591			
OPTICON WITH SOFTWARE	2011-07-28	2,067	732	91	4 0000	517			
ADP - TIMECOCK	2011-07-15	4,463	1,268	91	5 0000	893			
RHINO HOUSE WATER HEATER	2011-08-11	4,139	1,104	91	5 0000	828			
ALLIGATOR POND REPAIR	2011-05-01	38,283	6,061	91	10 0000	3,828			
SOUTH AMERICA SEWER LINE	2011-06-01	1,852	278	91	10 0000	185			
BEAR EXHIBIT	2011-06-01	165,600	24,840	91	10 0000	16,560			
TORTOISE HOLDING	2011-07-01	6,051	857	91	10 0000	605			
SERVER	2012-06-01	5,925	741	91	4 0000	1,481			
MAS90 UPGRADE	2012-07-01	3,383	470	91	3 0000	1,127			
TORO WORKMAN - GROUNDS	2012-01-19	21,171	3,881	91	5 0000	4,234			
CAT HOLDING - HEAT & A/C	2012-02-08	22,930	2,730	91	7 0000	3,276			
VIS SVCX COPIER	2012-02-08	3,995	665	91	5 0000	799			
PHOTOPASS PRINTER	2012-02-08	2,223	370	91	5 0000	445			
TX HOOFSTOCK WELL PUMP	2012-03-08	2,000	214	91	7 0000	286			
ENTRY RESTROOM A/C	2012-03-22	12,295	1,317	91	7 0000	1,756			
KUBOTO MOWER	2012-07-12	10,845	904	91	5 0000	2,169			
ZOO ADMIN A/C	2012-07-26	11,750	979	91	5 0000	2,350			
CONC #3 A/C UNIT (12 TON)	2012-09-06	16,952	807	91	7 0000	2,422			
GRAPHICS (ANIMAL SIGN)	2012-09-20	4,942	329	91	5 0000	988			
ZOO ADMIN A/C CONTROLS	2012-10-04	24,070	1,146	91	7 0000	3,439			
CAT HOLDING ROOF	2012-02-08	20,812	1,734	91	10 0000	2,081			
TIGER EXHIBIT RENO	2012-03-15	40,478	3,036	91	10 0000	4,048			
TX RESTROOM MODIFICATIONS	2012-04-19	6,915	461	91	10 0000	692			
SO AMERICA BEAUTIFICATION	2012-04-26	52,731	3,515	91	10 0000	5,273			
OVERLOOK TRELLIS	2012-05-03	20,339	1,186	91	10 0000	2,034			
CULVERT UNDER SVC RD REPA	2012-05-31	7,485	437	91	10 0000	749			
EDUC HUTS ROOF - THATCH	2012-07-26	3,354	373	91	3 0000	1,118			
COPIER	2013-01-23	12,020		91	5 0000	2,204			
TRACTOR	2013-02-21	38,175		91	10 0000	3,181			
ISIS - ZIMS ANIMAL SOFTWR	2013-03-04	15,000		91	4 0000	2,812			
TEXAS REPTILE AIR PUMP	2013-06-13	5,467		91	7 0000	390			
KUBOTA CART - GARAGE	2013-06-20	12,200		91	5 0000	1,220			
COMMISSARY REFRIGERATION	2013-09-19	29,679		91	7 0000	1,060			
ICE MACHINE - BLDG MAINT	2013-10-17	2,690		91	7 0000	64			
CRANE HLDG BARN & PENS	2013-06-27	14,504		91	10 0000	725			
PRAIRIE CHICKEN PEN EXT	2013-11-14	3,494		91	10 0000	29			

TY 2013 Land, Etc. Schedule**Name:** THE CALDWELL FOUNDATION**EIN:** 75-6004080**Software ID:** 13000170**Software Version:** 2013v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Auto./Transportation Equip.	107,941	103,276	4,665	4,665
Furniture and Fixtures	1,067,286	812,048	255,238	255,238
Buildings	19,506,437	15,744,394	3,762,043	3,762,043
Land	1,749,949		1,749,949	1,749,949

TY 2013 Legal Fees Schedule**Name:** THE CALDWELL FOUNDATION**EIN:** 75-6004080**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	43,850	22,081	22,081	21,769

TY 2013 Other Assets Schedule**Name:** THE CALDWELL FOUNDATION**EIN:** 75-6004080**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CONSTRUCTION IN PROGRESS		43,213	43,213
Net Intangible Assets	20,000	20,000	3,862,454

TY 2013 Other Expenses Schedule**Name:** THE CALDWELL FOUNDATION**EIN:** 75-6004080**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANIMAL EXPENSE	529,690			529,690
COMMUNICATIONS	38,204	7,352	7,352	30,852
CONTRACT LABOR	249,423			249,423
MAINTENANCE & REPAIR	268,882	6,515	6,515	262,367
OTHER EMPLOYEE EXPENSES	73,303	12,262	12,262	61,041
OTHER EXPENSES	217,654	7,595	7,595	210,059
PUBLIC RELATIONS	88			88
SUPPLIES	164,621	9,400	9,400	155,221
VEHICLE EXPENSE	60,833			60,833
X-EXPENSES ALLOC TO CHARITABLE INCOME			911,976	-911,976

TY 2013 Other Income Schedule**Name:** THE CALDWELL FOUNDATION**EIN:** 75-6004080**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ADMISSION INCOME	1,872,419		1,872,419
ANIMAL SALES	18,500		18,500
AVIARY SEED STICK INCOME	63,032		63,032
FISH FEEDER INCOME	26,546		26,546
Other Investment Income	1,288,487	1,288,487	1,288,487
OTHER MISC INCOME	67,882		67,882

TY 2013 Other Liabilities Schedule**Name:** THE CALDWELL FOUNDATION**EIN:** 75-6004080**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value
SALES TAX PAYABLE	1,463	1,190

TY 2013 Other Professional Fees Schedule**Name:** THE CALDWELL FOUNDATION**EIN:** 75-6004080**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	174,393	141,286	141,286	33,107
INVESTMENT MGMT FEES	241,397	241,397	241,397	0

TY 2013 Sales Of Inventory Schedule**Name:** THE CALDWELL FOUNDATION**EIN:** 75-6004080**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
GIFT SHOP SALES	616,317	304,089	312,228
CONCESSION SALES	488,656	119,072	369,584

TY 2013 Taxes Schedule**Name:** THE CALDWELL FOUNDATION**EIN:** 75-6004080**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAXES	94,887	94,887	94,887	
EXCISE TAX	110,000			

THE CALDWELL FOUNDATION
75-6004080
SCHEDULE OF GAINS /LOSSES
2013

Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized
TAKATA CORPORATION NPV	2800	9/6/2012	5/15/2013	62,815	50,128	12,687
Vanguard Dividend Growth Fund	26919 242	12/20/2012	9/23/2013	540,000	452,349	87,651
Vanguard Dividend Growth Fund	35850 86	12/20/2012	12/5/2013	750,000	602,435	147,565
FIRST SOLAR INC	100	10/18/2013	11/1/2013	5,832	4,702	1,130
CONTINENTAL RESOURCES INC/OK	100	11/20/2013	12/5/2013	10,891	10,993	(102)
QEP RESOURCES INC	100	10/21/2013	11/7/2013	3,214	3,126	88
NATIONAL OILWELL VARCO INC	100	1/2/2013	1/22/2013	7,343	6,969	374
QEP RESOURCES INC	200	10/18/2013	11/7/2013	6,428	6,277	151
DEVON ENERGY CORP	200	11/6/2013	11/27/2013	12,139	12,356	(218)
NATIONAL OILWELL VARCO INC	150	1/2/2013	1/23/2013	10,992	10,454	539
FIRST SOLAR INC	100	10/9/2013	11/1/2013	5,832	4,124	1,709
QEP RESOURCES INC	100	10/14/2013	11/6/2013	3,189	3,000	190
FIRST SOLAR INC	100	10/8/2013	11/1/2013	5,832	4,200	1,632
TRANSOCEAN LTD	100	11/11/2013	12/5/2013	4,957	5,526	(569)
FIRST SOLAR INC	50	10/4/2013	10/31/2013	2,730	2,197	533
FIRST SOLAR INC	150	10/4/2013	11/1/2013	8,748	6,591	2,157
HALLIBURTON CO	100	11/7/2013	12/5/2013	5,039	5,412	(373)
QEP RESOURCES INC	100	10/8/2013	11/6/2013	3,189	2,812	378
FIRST SOLAR INC	50	10/1/2013	10/31/2013	2,730	2,085	645
QEP RESOURCES INC	100	10/7/2013	11/6/2013	3,189	2,860	329
CST BRANDS INC	3 89	4/3/2013	5/7/2013	112	120	(8)
CST BRANDS INC	11 11	4/2/2013	5/7/2013	320	356	(36)
LIBERTY GLOBAL PLC	50	8/21/2013	9/25/2013	3,883	3,770	113
CONTINENTAL RESOURCES INC/OK	50	7/30/2013	9/10/2013	5,102	4,564	539
CONTINENTAL RESOURCES INC/OK	200	8/13/2013	9/24/2013	21,002	18,595	2,408
VALERO ENERGY CORP	28	4/3/2013	5/15/2013	1,120	1,074	46
CST BRANDS INC	0 78	4/3/2013	5/16/2013	25	24	1
FIRST SOLAR INC	100	9/18/2013	10/31/2013	5,460	3,968	1,491
VALERO ENERGY CORP	100	4/2/2013	5/15/2013	4,000	3,984	16
VALERO ENERGY CORP	14	4/3/2013	5/16/2013	542	537	5
QEP RESOURCES INC	200	9/20/2013	11/6/2013	6,378	5,619	759
PHILLIPS 66	200	3/28/2013	5/15/2013	13,007	13,850	(844)
QEP RESOURCES INC	100	9/12/2013	10/30/2013	3,272	2,886	386
QEP RESOURCES INC	100	9/18/2013	11/5/2013	3,316	2,928	388
QEP RESOURCES INC	300	9/13/2013	11/5/2013	9,947	8,460	1,487
PENN WEST PETE LTD	400	4/25/2013	6/21/2013	4,401	3,727	674
PHILLIPS 66	200	7/8/2013	9/4/2013	11,735	11,564	171
ENBRIDGE INC	100	4/5/2013	6/14/2013	4,380	4,447	(67)
CONTINENTAL RESOURCES INC/OK	100	5/1/2013	7/11/2013	9,205	7,810	1,395
NRG YIELD INC	100	7/16/2013	9/25/2013	2,916	2,200	716
DEVON ENERGY CORP	200	2/20/2013	5/3/2013	11,542	11,641	(99)
NEW JERSEY RESOURCES CORP	200	7/17/2013	9/27/2013	8,791	8,914	(123)
ENBRIDGE INC	200	4/5/2013	6/17/2013	8,826	8,895	(69)
ENBRIDGE INC	100	4/5/2013	6/18/2013	4,459	4,447	12
NEW JERSEY RESOURCES CORP	100	7/15/2013	9/27/2013	4,396	4,355	41
ENBRIDGE INC	200	4/5/2013	6/24/2013	8,051	8,895	(844)
ENBRIDGE INC	100	4/5/2013	6/25/2013	4,131	4,447	(316)
ENBRIDGE INC	100	4/5/2013	7/5/2013	4,191	4,447	(257)
ENBRIDGE INC	100	4/9/2013	7/9/2013	4,282	4,525	(243)
CONTINENTAL RESOURCES INC/OK	50	5/2/2013	8/2/2013	4,900	3,896	1,004
ENBRIDGE INC	300	4/9/2013	7/11/2013	13,112	13,575	(463)
CONTINENTAL RESOURCES INC/OK	50	4/3/2013	7/8/2013	4,569	4,112	457
CONTINENTAL RESOURCES INC/OK	100	4/2/2013	7/8/2013	9,138	8,408	730
CONTINENTAL RESOURCES INC/OK	50	4/3/2013	7/9/2013	4,525	4,112	413
HALLIBURTON CO	100	6/12/2013	9/25/2013	4,898	4,250	648
HALLIBURTON CO	100	3/25/2013	7/22/2013	4,615	3,965	650
HALLIBURTON CO	100	3/25/2013	7/25/2013	4,434	3,965	470

THE CALDWELL FOUNDATION
75-6004080
SCHEDULE OF GAINS /LOSSES
2013

Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized
HALLIBURTON CO	88	5/7/2013	9/9/2013	4,399	3,824	575
CONTINENTAL RESOURCES INC/OK	50	5/2/2013	9/10/2013	5,102	3,896	1,206
CAMERON INTERNATIONAL CORP	100	8/5/2013	12/17/2013	5,820	5,855	(34)
HALLIBURTON CO	88	4/24/2013	9/5/2013	4,385	3,579	806
DEVON ENERGY CORP	100	7/15/2013	11/27/2013	6,069	5,616	454
CAMERON INTERNATIONAL CORP	50	8/6/2013	12/20/2013	2,922	2,888	34
HALLIBURTON CO	12	4/24/2013	9/9/2013	600	488	112
HALLIBURTON CO	312	5/7/2013	9/25/2013	15,281	13,557	1,724
HALLIBURTON CO	88	4/8/2013	8/29/2013	4,268	3,398	870
CAMERON INTERNATIONAL CORP	200	7/26/2013	12/17/2013	11,641	11,475	166
CAMERON INTERNATIONAL CORP	200	7/25/2013	12/16/2013	11,456	11,988	(532)
CAMERON INTERNATIONAL CORP	100	8/7/2013	12/30/2013	5,895	5,703	192
TELUS CORP	900	2/1/2013	6/26/2013	26,145	30,428	(4,283)
CAMERON INTERNATIONAL CORP	50	8/6/2013	12/30/2013	2,948	2,888	60
HALLIBURTON CO	100	4/3/2013	8/29/2013	4,850	3,928	922
TELUS CORP	100	1/28/2013	6/26/2013	2,905	3,259	(354)
HALLIBURTON CO	12	4/8/2013	9/5/2013	598	463	135
TELUS CORP	200	2/1/2013	7/11/2013	6,119	6,762	(643)
DEVON ENERGY CORP	200	6/14/2013	11/25/2013	12,278	10,979	1,298
TELUS CORP	700	2/1/2013	7/17/2013	21,470	23,666	(2,196)
QUALCOMM INC	100	1/28/2013	8/8/2013	6,602	6,389	213
QUALCOMM INC	300	1/28/2013	8/13/2013	20,147	19,168	979
QUALCOMM INC	200	1/28/2013	8/15/2013	13,284	12,779	505
QUALCOMM INC	100	1/28/2013	8/16/2013	6,684	6,389	294
QUALCOMM INC	250	1/28/2013	8/21/2013	16,688	15,974	714
QUALCOMM INC	100	1/28/2013	8/23/2013	6,708	6,389	319
NEW JERSEY RESOURCES CORP	100	3/1/2013	9/27/2013	4,396	4,460	(64)
PENN WEST PETE LTD	100	11/23/2012	6/21/2013	1,100	1,102	(2)
NEW JERSEY RESOURCES CORP	100	2/28/2013	9/27/2013	4,396	4,477	(82)
PENN WEST PETE LTD	200	11/20/2012	6/19/2013	2,282	2,156	126
PENN WEST PETE LTD	300	11/21/2012	6/20/2013	3,296	3,213	83
NISOURCE INC	100	7/3/2012	1/31/2013	2,672	2,481	191
PENN WEST PETE LTD	100	11/20/2012	6/20/2013	1,099	1,078	21
PENN WEST PETE LTD	700	11/21/2012	6/21/2013	7,702	7,497	205
NISOURCE INC	100	7/3/2012	2/1/2013	2,691	2,481	210
QUALCOMM INC	100	1/28/2013	9/6/2013	6,779	6,389	390
QUALCOMM INC	200	1/28/2013	9/9/2013	13,718	12,779	939
QUALCOMM INC	150	1/28/2013	9/10/2013	10,430	9,584	846
INTEGRYS ENERGY GROUP INC	100	9/28/2012	5/14/2013	5,998	5,213	785
INTEGRYS ENERGY GROUP INC	200	10/1/2012	5/17/2013	12,208	10,890	1,318
DEVON ENERGY CORP	100	4/8/2013	11/25/2013	6,139	5,441	698
INTEGRYS ENERGY GROUP INC	300	9/28/2012	5/17/2013	18,313	15,638	2,675
INTEGRYS ENERGY GROUP INC	100	10/1/2012	5/21/2013	6,157	5,445	712
NEW JERSEY RESOURCES CORP	200	2/4/2013	9/27/2013	8,791	8,348	443
DEVON ENERGY CORP	100	3/28/2013	11/20/2013	6,495	5,689	805
NEW JERSEY RESOURCES CORP	100	1/30/2013	9/27/2013	4,396	4,220	175
CAMERON INTERNATIONAL CORP	100	4/17/2013	12/16/2013	5,728	5,867	(139)
NEW JERSEY RESOURCES CORP	200	1/25/2013	9/25/2013	8,930	8,324	606
CAMERON INTERNATIONAL CORP	100	4/16/2013	12/16/2013	5,728	6,011	(283)
NEW JERSEY RESOURCES CORP	300	1/25/2013	9/26/2013	13,298	12,486	812
PG&E CORP	100	7/6/2012	3/11/2013	4,296	4,503	(207)
PG&E CORP	100	7/6/2012	3/14/2013	4,325	4,503	(178)
PG&E CORP	300	7/6/2012	3/15/2013	13,075	13,509	(435)
DEVON ENERGY CORP	100	3/7/2013	11/19/2013	6,250	5,558	692
DEVON ENERGY CORP	100	3/8/2013	11/20/2013	6,495	5,619	876
PG&E CORP	300	7/6/2012	3/20/2013	13,147	13,509	(362)
DEVON ENERGY CORP	100	3/5/2013	11/19/2013	6,250	5,401	848

THE CALDWELL FOUNDATION
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SCHEDULE OF GAINS /LOSSES
2013

Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized
LYONDELLBASELL INDUSTRIES NV	100	3/21/2013	12/5/2013	7,477	6,475	1,001
PG&E CORP	100	7/6/2012	3/28/2013	4,391	4,503	(112)
PG&E CORP	100	7/6/2012	4/3/2013	4,511	4,503	8
DEVON ENERGY CORP	100	2/20/2013	11/19/2013	6,250	5,821	429
NISOURCE INC	700	7/3/2012	4/5/2013	20,754	17,370	3,385
NISOURCE INC	200	7/3/2012	4/9/2013	6,002	4,963	1,039
PG&E CORP	100	7/25/2012	5/7/2013	4,735	4,490	245
WESTAR ENERGY INC	500	12/13/2012	9/25/2013	15,553	14,104	1,449
WESTAR ENERGY INC	100	12/12/2012	9/25/2013	3,111	2,857	254
PG&E CORP	100	7/25/2012	5/10/2013	4,592	4,490	102
WESTAR ENERGY INC	400	12/10/2012	9/25/2013	12,442	11,441	1,001
NISOURCE INC	100	7/3/2012	5/2/2013	3,029	2,481	547
INTEGRYS ENERGY GROUP INC	500	10/1/2012	8/1/2013	31,605	27,226	4,379
INTEGRYS ENERGY GROUP INC	300	10/2/2012	8/2/2013	19,016	16,474	2,543
PG&E CORP	400	7/6/2012	5/7/2013	18,940	18,013	927
NISOURCE INC	500	7/3/2012	5/7/2013	15,054	12,407	2,647
PENN WEST PETE LTD	200	7/17/2012	6/18/2013	2,329	2,611	(283)
PG&E CORP	50	7/25/2012	6/27/2013	2,229	2,245	(17)
PG&E CORP	300	7/25/2012	6/28/2013	13,569	13,470	99
PENN WEST PETE LTD	100	7/13/2012	6/18/2013	1,164	1,267	(103)
PENN WEST PETE LTD	100	7/12/2012	6/18/2013	1,164	1,255	(91)
PG&E CORP	150	7/25/2012	7/1/2013	6,840	6,735	105
PENN WEST PETE LTD	300	7/10/2012	6/17/2013	3,462	3,899	(437)
PENN WEST PETE LTD	100	7/11/2012	6/18/2013	1,164	1,300	(135)
ANADARKO PETROLEUM CORP	100	6/22/2012	6/4/2013	8,717	6,252	2,466
PG&E CORP	50	7/25/2012	7/9/2013	2,253	2,245	8
PENN WEST PETE LTD	150	4/20/2012	4/5/2013	1,501	2,528	(1,027)
PG&E CORP	100	7/25/2012	7/11/2013	4,527	4,490	37
NISOURCE INC	300	12/18/2012	12/5/2013	9,403	7,395	2,008
PENN WEST PETE LTD	200	4/20/2012	4/8/2013	2,028	3,370	(1,342)
PENN WEST PETE LTD	150	4/20/2012	4/9/2013	1,569	2,528	(958)
PENN WEST PETE LTD	100	6/25/2012	6/14/2013	1,115	1,259	(145)
PG&E CORP	350	7/25/2012	7/15/2013	16,096	15,715	381
ANADARKO PETROLEUM CORP	100	3/23/2012	3/14/2013	8,460	7,957	503
PENN WEST PETE LTD	50	4/12/2012	4/4/2013	504	878	(374)
PENN WEST PETE LTD	100	6/25/2012	6/17/2013	1,154	1,259	(105)
PG&E CORP	300	7/25/2012	7/17/2013	13,533	13,470	62
PENN WEST PETE LTD	50	4/12/2012	4/5/2013	500	878	(378)
PG&E CORP	200	7/25/2012	7/18/2013	9,104	8,980	124
PENN WEST PETE LTD	300	4/10/2012	4/4/2013	3,024	5,122	(2,098)
PENN WEST PETE LTD	200	4/9/2012	4/4/2013	2,016	3,556	(1,540)
PG&E CORP	200	7/25/2012	7/25/2013	9,080	8,980	100
SHORT TERM				2,419,882	2,118,799	301,083
BAE SYSTEMS ORD GBP0 025	13420	12/23/2009	2/21/2013	70,926	74,642	(3,716)
BAE SYSTEMS ORD GBP0 025	12325	12/21/2009	2/21/2013	65,139	69,124	(3,985)
DAILY MAIL & GENERAL TRUST 'A'	12760	5/1/2008	2/27/2013	135,685	103,983	31,702
HENKEL AG & CO KGAA NPV(BR)	485	9/26/2008	8/9/2013	41,747	16,067	25,680
MEDIASET ESPANA COMUNICACION	505	9/18/2008	6/14/2013	4,208	5,682	(1,474)
MEDIASET ESPANA COMUNICACION	2770	9/30/2008	7/3/2013	25,190	28,031	(2,841)
MEDIASET ESPANA COMUNICACION	1310	9/18/2008	7/3/2013	11,913	14,739	(2,826)
MEDIASET ESPANA COMUNICACION	4790	9/30/2008	9/18/2013	51,282	48,473	2,809
MUENCHENER RUECKVERSICHERUNGS	215	5/20/2009	4/29/2013	42,406	28,573	13,832
MUENCHENER RUECKVERSICHERUNGS	270	5/20/2009	5/13/2013	53,000	35,883	17,117
TOTAL SA EUR2 5	50	8/17/2009	10/25/2013	3,076	2,614	462
3M CO	500	10/10/2008	9/18/2013	60,097	26,153	33,944

THE CALDWELL FOUNDATION
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SCHEDULE OF GAINS /LOSSES
2013

Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized
3M CO	540	10/10/2008	12/6/2013	69,173	28,245	40,928
AKZO NOBEL NV EUR2	1355	2/13/2003	1/24/2013	93,487	30,141	63,347
AKZO NOBEL NV EUR2	1045	2/13/2003	12/10/2013	77,634	23,245	54,389
BANK OF NEW YORK MELLON CORP/T	4045	8/16/2010	10/25/2013	128,479	99,943	28,536
BERKSHIRE HATHAWAY INC	424	2/16/2010	12/6/2013	49,203	24,910	24,293
CONOCOPHILLIPS	500	11/19/2008	12/6/2013	35,642	18,605	17,037
EMERSON ELECTRIC CO	320	10/31/2008	12/6/2013	21,422	10,308	11,114
GOOGLE INC	45	6/1/2012	10/25/2013	45,705	25,648	20,057
GOOGLE INC	15	6/1/2012	12/6/2013	15,953	8,549	7,404
HEINEKEN HOLDING EUR1 6	985	9/19/2003	12/10/2013	62,245	24,877	37,369
HENKEL AG & CO KGAA NPV(BR)	65	10/27/2008	8/9/2013	5,595	1,423	4,172
JOHNSON & JOHNSON	65	4/24/2009	12/6/2013	6,104	3,333	2,771
JOHNSON & JOHNSON	555	4/21/2009	12/6/2013	52,122	29,146	22,976
JOHNSON & JOHNSON	195	5/20/2010	12/6/2013	18,313	11,978	6,336
MEDIASET ESPANA COMUNICACION	1225	10/31/2008	9/18/2013	13,115	9,635	3,480
NOVARTIS AG CHF0 50 (REGD)	1000	2/7/2003	9/18/2013	75,439	35,968	39,471
PHILLIPS 66	570	11/19/2008	7/12/2013	33,672	12,693	20,979
PHILLIPS 66	1010	3/30/2009	7/12/2013	59,664	18,149	41,515
PHILLIPS 66	870	9/21/2009	7/12/2013	51,394	18,472	32,922
PUBLIGROUPE AG CHF1 REGD	77 19	2/7/2003	2/8/2013	12,096	9,761	2,336
PUBLIGROUPE AG CHF1 REGD	588 81	2/11/2003	2/8/2013	92,272	72,746	19,526
ROCHE HLDG AG GENUSSSCHEINE NPV	280	4/28/2010	5/22/2013	73,850	43,583	30,268
SCHIBSTED ASA	120	9/29/2008	2/27/2013	5,048	1,776	3,272
SCHIBSTED ASA	2335	1/16/2009	2/27/2013	98,231	19,854	78,376
SIEGFRIED HLDG AG CHF2	120	7/16/2003	9/18/2013	18,677	14,065	4,612
SIEGFRIED HLDG AG CHF2	880	12/4/2003	9/18/2013	136,963	104,510	32,453
TOTAL SA EUR2 5	735	4/9/2009	10/25/2013	45,215	35,855	9,360
UNION PACIFIC CORP	930	1/14/2009	1/22/2013	124,232	39,249	84,983
UNION PACIFIC CORP	405	2/26/2009	10/23/2013	62,475	15,221	47,255
UNION PACIFIC CORP	35	1/14/2009	10/23/2013	5,399	1,477	3,922
UNION PACIFIC CORP	735	2/26/2009	12/6/2013	120,666	27,623	93,043
WELLS FARGO & CO	1975	9/29/2010	12/6/2013	86,954	49,418	37,536
U S Small Cap Portfolio-Institutional Class	6046 994	Various	9/23/2013	175,000	127,597	47,403
U S Small Cap Portfolio-Institutional Class	4045 307	Various	12/5/2013	125,000	85,359	39,641
U S Small Cap Value Portfolio-Institutional Clas	5705 706	Various	9/23/2013	190,000	135,180	54,820
U S Small Cap Value Portfolio-Institutional Clas	3504 345	Various	12/5/2013	125,000	83,025	41,975
Emerging Markets Portfolio-Institutional Class	6090 134	Various	8/19/2013	150,000	164,608	(14,608)
Emerging Markets Portfolio-Institutional Class	5991 812	Various	10/14/2013	161,000	161,905	(905)
Emerging Markets Portfolio-Institutional Class	6741 573	Various	11/19/2013	180,000	182,164	(2,164)
Emerging Markets Portfolio-Institutional Class	12846 154	Various	12/5/2013	334,000	347,115	(13,115)
DFA International Small Cap Value Portfolio-Ins	8803 729	Various	9/23/2013	170,000	150,220	19,780
DFA International Small Cap Value Portfolio-Ins	10080 645	Various	12/5/2013	200,000	172,008	27,992
International Small Company Portfolio-Institutio	4810 262	Various	9/23/2013	90,000	79,070	10,930
International Small Company Portfolio-Institutio	7816 571	Various	12/5/2013	150,000	128,487	21,513
Emerging Markets Small Cap Portfolio-Institutio	10116 338	Various	8/19/2013	200,000	199,119	881
Emerging Markets Small Cap Portfolio-Institutio	8396 947	Various	10/14/2013	176,000	165,288	10,712
Emerging Markets Small Cap Portfolio-Institutio	7462 687	Various	11/19/2013	155,000	146,898	8,102
Emerging Markets Small Cap Portfolio-Institutio	16188 624	Various	12/5/2013	333,000	318,662	14,338
Emerging Markets Value Portfolio-Institutional C	5574 136	Various	8/19/2013	150,000	167,374	(17,374)
Emerging Markets Value Portfolio-Institutional C	5614 881	Various	10/14/2013	163,000	168,535	(5,535)
Emerging Markets Value Portfolio-Institutional C	5715 275	Various	11/19/2013	165,000	171,549	(6,549)
Emerging Markets Value Portfolio-Institutional C	11888 611	Various	12/5/2013	333,000	356,847	(23,847)
Vanguard Explorer Fund Admiral Shares	5147 74	Various	9/23/2013	500,000	311,573	188,427
Vanguard Explorer Fund Admiral Shares	2444 51	10/5/2011	12/5/2013	250,000	147,957	102,043
Vanguard International Explorer Fund	16891 892	9/12/2011	9/23/2013	300,000	232,943	67,057
Vanguard International Explorer Fund	19073 569	9/12/2011	12/5/2013	350,000	263,028	86,972
Vanguard Mid-Cap Growth Index Fund Admiral	8167 71	5/9/2012	9/23/2013	300,000	232,355	67,645

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Vanguard Mid-Cap Growth Index Fund Admiral	3320 935	5/9/2012	12/5/2013	125,000	94,474	30,526
Vanguard Mid-Cap Value Index Fund Admiral	5468 964	5/9/2012	5/28/2013	200,000	157,583	42,417
Vanguard Mid-Cap Value Index Fund Admiral	7482 279	5/9/2012	9/23/2013	285,000	215,595	69,405
Vanguard Mid-Cap Value Index Fund Admiral	9277 585	5/9/2012	12/5/2013	375,000	267,325	107,675
Vanguard International Growth Fund Admiral St	3148 119	10/5/2011	1/22/2013	200,000	158,254	41,746
Vanguard International Growth Fund Admiral St	4585 861	10/5/2011	9/23/2013	325,000	230,529	94,471
Vanguard International Growth Fund Admiral St	15246 015	10/5/2011	12/5/2013	1,100,000	766,409	333,591
S&P(R) Equal Weighted Indx SL CTF (CM88)	43 14	Various	12/11/2013	2,500	1,541	959
S&P(R) Equal Weighted Indx SL CTF (CM88)	12743 182	Various	12/9/2013	750,000	455,268	294,732
S&P(R) Equal Weighted Indx SL CTF (CM88)	14715 441	Various	9/25/2013	815,000	525,729	289,271
S&P(R) Equal Weighted Indx SL CTF (CM88)	47 009	Various	9/3/2013	2,500	1,679	821
S&P(R) Equal Weighted Indx SL CTF (CM88)	47 5	Various	5/29/2013	2,500	1,697	803
S&P(R) Equal Weighted Indx SL CTF (CM88)	3771 735	Various	5/28/2013	200,000	134,750	65,250
S&P(R) Equal Weighted Indx SL CTF (CM88)	53 118	Various	3/19/2013	2,612	1,898	714
PG&E CORP	100	7/25/2012	7/26/2013	4,573	4,490	83
PG&E CORP	300	7/25/2012	7/31/2013	13,781	13,470	311
NISOURCE INC	300	7/3/2012	7/10/2013	8,892	7,444	1,448
PG&E CORP	100	7/25/2012	8/1/2013	4,625	4,490	135
NISOURCE INC	100	7/3/2012	7/11/2013	2,995	2,481	514
NISOURCE INC	400	7/3/2012	7/15/2013	12,162	9,925	2,236
NISOURCE INC	100	11/23/2012	12/5/2013	3,134	2,408	726
AT&T INC	100	11/21/2012	12/5/2013	3,431	3,375	56
PG&E CORP	200	7/25/2012	8/13/2013	8,816	8,980	(164)
PG&E CORP	100	7/25/2012	8/14/2013	4,360	4,490	(130)
NISOURCE INC	100	7/3/2012	7/24/2013	3,054	2,481	573
NISOURCE INC	100	11/12/2012	12/5/2013	3,134	2,422	712
CAMERON INTERNATIONAL CORP	100	11/1/2012	11/25/2013	5,476	5,104	372
CAMERON INTERNATIONAL CORP	100	11/1/2012	11/26/2013	5,525	5,104	422
NISOURCE INC	200	11/7/2012	12/5/2013	6,269	4,909	1,360
TECO ENERGY INC	300	2/3/2012	3/7/2013	5,207	5,487	(280)
PG&E CORP	600	7/25/2012	8/28/2013	25,018	26,940	(1,922)
TECO ENERGY INC	100	2/3/2012	3/8/2013	1,714	1,829	(115)
TECO ENERGY INC	200	2/3/2012	3/15/2013	3,482	3,658	(176)
PG&E CORP	100	1/20/2012	3/5/2013	4,338	4,053	286
PENN WEST PETE LTD	100	4/20/2012	6/5/2013	1,012	1,685	(673)
PG&E CORP	100	1/25/2012	3/11/2013	4,296	4,051	244
TECO ENERGY INC	100	2/3/2012	3/20/2013	1,726	1,829	(102)
ANADARKO PETROLEUM CORP	100	3/23/2012	5/9/2013	8,697	7,957	740
TECO ENERGY INC	158	2/3/2012	3/21/2013	2,730	2,890	(160)
PG&E CORP	200	1/20/2012	3/11/2013	8,591	8,105	486
PENN WEST PETE LTD	300	4/20/2012	6/11/2013	3,156	5,055	(1,899)
PENN WEST PETE LTD	100	4/23/2012	6/14/2013	1,115	1,697	(582)
PENN WEST PETE LTD	400	4/20/2012	6/12/2013	4,393	6,740	(2,347)
PG&E CORP	100	1/6/2012	2/27/2013	4,195	4,111	83
PENN WEST PETE LTD	200	4/20/2012	6/13/2013	2,178	3,370	(1,192)
PG&E CORP	100	1/6/2012	2/28/2013	4,250	4,111	138
PG&E CORP	100	1/6/2012	3/1/2013	4,249	4,111	138
PG&E CORP	400	1/6/2012	3/5/2013	17,353	16,445	909
INTEGRYS ENERGY GROUP INC	300	10/2/2012	12/5/2013	16,219	16,474	(255)
NISOURCE INC	100	7/3/2012	9/18/2013	3,054	2,481	572
TECO ENERGY INC	2800	2/3/2012	5/1/2013	53,162	51,209	1,953
TECO ENERGY INC	3042	2/3/2012	5/2/2013	57,434	55,635	1,800
NISOURCE INC	200	7/3/2012	10/7/2013	6,072	4,963	1,109
NISOURCE INC	100	7/3/2012	10/8/2013	3,013	2,481	532
NISOURCE INC	100	7/3/2012	10/11/2013	3,061	2,481	579
NISOURCE INC	200	7/3/2012	10/14/2013	6,101	4,963	1,139
NISOURCE INC	400	7/3/2012	10/15/2013	12,246	9,925	2,321

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Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized
WILLIAMS COS INC/THE	50	12/15/2011	3/28/2013	1,874	1,248	626
NISOURCE INC	100	7/3/2012	10/16/2013	3,058	2,481	577
NISOURCE INC	100	8/22/2012	12/5/2013	3,134	2,450	685
WILLIAMS COS INC/THE	100	12/12/2011	3/28/2013	3,749	2,574	1,175
ANADARKO PETROLEUM CORP	100	6/29/2012	10/16/2013	9,736	6,533	3,203
NISOURCE INC	400	7/3/2012	10/22/2013	12,848	9,925	2,923
NISOURCE INC	400	8/16/2012	12/5/2013	12,537	9,940	2,597
HESS CORP	100	10/10/2011	1/29/2013	6,883	5,578	1,305
NISOURCE INC	500	7/3/2012	10/23/2013	16,164	12,407	3,757
NISOURCE INC	100	7/3/2012	10/25/2013	3,199	2,481	717
NISOURCE INC	100	7/9/2012	11/1/2013	3,160	2,447	714
ANADARKO PETROLEUM CORP	100	8/22/2012	12/18/2013	7,915	7,018	897
SOUTHERN CO	200	9/14/2011	1/9/2013	8,595	8,376	219
NISOURCE INC	300	7/16/2012	11/12/2013	9,253	7,500	1,752
SOUTHERN CO	700	9/13/2011	1/9/2013	30,083	28,978	1,104
NISOURCE INC	300	7/16/2012	11/13/2013	9,349	7,500	1,849
NISOURCE INC	100	7/17/2012	11/14/2013	3,196	2,523	673
ANADARKO PETROLEUM CORP	200	8/14/2012	12/13/2013	15,296	13,755	1,540
HESS CORP	100	10/10/2011	2/7/2013	6,611	5,578	1,033
NISOURCE INC	400	7/3/2012	11/1/2013	12,642	9,925	2,716
NISOURCE INC	100	7/16/2012	11/14/2013	3,196	2,500	696
NISOURCE INC	200	7/17/2012	11/15/2013	6,447	5,047	1,401
ANADARKO PETROLEUM CORP	100	8/2/2012	12/5/2013	8,794	6,717	2,077
NISOURCE INC	100	7/9/2012	11/12/2013	3,084	2,447	637
ANADARKO PETROLEUM CORP	100	8/3/2012	12/13/2013	7,648	6,852	796
NISOURCE INC	200	7/24/2012	12/5/2013	6,269	5,039	1,230
NISOURCE INC	200	7/18/2012	12/2/2013	6,316	5,073	1,243
NISOURCE INC	100	7/17/2012	12/2/2013	3,158	2,523	635
WILLIAMS COS INC/THE	50	11/10/2011	3/28/2013	1,874	1,248	626
NISOURCE INC	100	7/18/2012	12/5/2013	3,134	2,537	598
CAMERON INTERNATIONAL CORP	100	6/25/2012	11/21/2013	5,494	3,892	1,602
ANADARKO PETROLEUM CORP	100	6/29/2012	12/5/2013	8,794	6,533	2,261
CENTURYLINK INC	400	9/7/2011	2/19/2013	13,893	13,591	302
CENTURYLINK INC	1300	8/22/2011	2/14/2013	43,053	44,378	(1,326)
CENTURYLINK INC	300	8/19/2011	2/14/2013	9,935	10,164	(229)
CENTURYLINK INC	100	8/22/2011	2/19/2013	3,473	3,414	60
CENTURYLINK INC	500	9/14/2011	3/22/2013	17,458	17,286	172
AT&T INC	200	8/23/2011	3/5/2013	7,304	5,768	1,536
AT&T INC	100	9/20/2011	4/2/2013	3,750	2,918	833
CENTURYLINK INC	200	9/7/2011	3/21/2013	6,894	6,796	99
CENTURYLINK INC	200	9/14/2011	3/28/2013	7,010	6,914	96
CENTURYLINK INC	200	9/14/2011	4/1/2013	7,012	6,914	98
CENTURYLINK INC	50	9/14/2011	4/2/2013	1,733	1,729	5
CENTURYLINK INC	150	9/15/2011	4/4/2013	5,370	5,195	175
CENTURYLINK INC	53	9/20/2011	4/9/2013	1,918	1,851	67
CENTURYLINK INC	450	9/14/2011	4/4/2013	16,110	15,557	553
CENTURYLINK INC	447	9/20/2011	4/10/2013	16,342	15,611	731
CENTURYLINK INC	150	9/15/2011	4/9/2013	5,427	5,195	233
AT&T INC	200	8/23/2011	3/28/2013	7,329	5,768	1,561
AT&T INC	500	8/23/2011	4/1/2013	18,512	14,420	4,092
AT&T INC	400	8/23/2011	4/2/2013	15,001	11,536	3,465
INTEGRYS ENERGY GROUP INC	500	9/30/2011	5/14/2013	29,988	24,637	5,351
WISCONSIN ENERGY CORP	100	6/14/2011	1/30/2013	3,902	3,094	808
CAMERON INTERNATIONAL CORP	100	3/22/2012	11/12/2013	5,371	5,046	325
INTEGRYS ENERGY GROUP INC	400	9/20/2011	5/13/2013	23,833	20,408	3,425
INTEGRYS ENERGY GROUP INC	100	9/20/2011	5/14/2013	5,998	5,102	896
WISCONSIN ENERGY CORP	100	6/14/2011	2/7/2013	3,952	3,094	858

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CAMERON INTERNATIONAL CORP	100	3/22/2012	11/21/2013	5,494	5,046	448
INTEGRYS ENERGY GROUP INC	200	8/24/2011	5/10/2013	11,947	10,008	1,939
AT&T INC	150	6/9/2011	2/25/2013	5,390	4,571	820
INTEGRYS ENERGY GROUP INC	100	8/24/2011	5/13/2013	5,958	5,004	954
AT&T INC	100	6/9/2011	3/5/2013	3,652	3,047	605
AT&T INC	200	9/20/2011	6/17/2013	7,123	5,835	1,287
AT&T INC	100	9/20/2011	6/18/2013	3,605	2,918	687
WISCONSIN ENERGY CORP	100	8/5/2011	5/10/2013	4,281	2,969	1,312
AT&T INC	200	9/20/2011	7/8/2013	7,093	5,835	1,258
SOUTHERN CO	1000	3/24/2011	1/9/2013	42,975	37,563	5,413
AT&T INC	150	9/20/2011	7/9/2013	5,334	4,377	957
SOUTHERN CO	100	3/23/2011	1/9/2013	4,298	3,745	553
AT&T INC	900	9/20/2011	7/11/2013	32,269	26,259	6,009
AT&T INC	200	9/20/2011	7/15/2013	7,081	5,835	1,245
AT&T INC	100	9/20/2011	7/16/2013	3,569	2,918	651
AT&T INC	100	9/20/2011	7/17/2013	3,604	2,918	686
CAMERON INTERNATIONAL CORP	100	3/31/2011	1/31/2013	6,343	5,777	566
EXXON MOBIL CORP	100	9/20/2011	7/23/2013	9,539	7,454	2,085
CAMERON INTERNATIONAL CORP	200	3/30/2011	1/31/2013	12,686	11,565	1,122
SCHLUMBERGER LTD	100	3/16/2011	1/18/2013	7,576	8,338	(762)
SCHLUMBERGER LTD	100	3/16/2011	1/25/2013	7,907	8,338	(430)
WILLIAMS COS INC/THE	150	2/17/2012	12/30/2013	5,755	4,380	1,375
WILLIAMS COS INC/THE	150	1/10/2012	12/5/2013	5,437	4,246	1,191
WISCONSIN ENERGY CORP	300	6/14/2011	5/10/2013	12,843	9,282	3,561
WILLIAMS COS INC/THE	150	1/20/2012	12/17/2013	5,475	4,280	1,195
WILLIAMS COS INC/THE	200	1/19/2012	12/17/2013	7,300	5,820	1,480
WILLIAMS COS INC/THE	200	1/20/2012	12/18/2013	7,328	5,707	1,621
WILLIAMS COS INC/THE	100	1/20/2012	12/20/2013	3,687	2,854	834
WILLIAMS COS INC/THE	300	1/3/2012	12/5/2013	10,874	7,934	2,940
WILLIAMS COS INC/THE	400	12/30/2011	12/5/2013	14,499	10,743	3,756
WILLIAMS COS INC/THE	200	12/29/2011	12/5/2013	7,249	5,338	1,912
WILLIAMS COS INC/THE	50	1/10/2012	12/17/2013	1,825	1,415	410
WILLIAMS COS INC/THE	50	1/20/2012	12/30/2013	1,918	1,427	492
EXXON MOBIL CORP	200	8/9/2011	7/23/2013	19,077	13,793	5,284
EXXON MOBIL CORP	200	8/3/2011	7/23/2013	19,077	15,453	3,624
WILLIAMS COS INC/THE	150	12/15/2011	12/5/2013	5,437	3,744	1,693
VERIZON COMMUNICATIONS INC	300	12/5/2011	12/5/2013	14,642	11,467	3,175
OCCIDENTAL PETROLEUM CORP	100	4/28/2011	4/30/2013	8,891	10,365	(1,474)
OCCIDENTAL PETROLEUM CORP	50	1/26/2011	1/31/2013	4,331	4,826	(495)
OCCIDENTAL PETROLEUM CORP	150	1/26/2011	2/6/2013	13,268	14,478	(1,209)
AT&T INC	300	1/11/2011	2/1/2013	10,625	8,385	2,240
AT&T INC	50	9/20/2011	10/14/2013	1,678	1,459	219
AT&T INC	200	9/20/2011	10/15/2013	6,764	5,835	929
UNION PACIFIC CORP	175	9/20/2011	10/17/2013	26,884	15,715	11,169
UNION PACIFIC CORP	200	9/20/2011	10/18/2013	30,570	17,960	12,610
AT&T INC	500	12/30/2010	1/29/2013	17,191	14,675	2,517
AT&T INC	100	12/28/2010	1/28/2013	3,407	2,946	462
AT&T INC	100	1/11/2011	2/13/2013	3,553	2,795	758
CAMERON INTERNATIONAL CORP	100	10/5/2011	11/7/2013	5,382	4,386	996
CAMERON INTERNATIONAL CORP	100	10/5/2011	11/12/2013	5,371	4,386	985
TRANSCANADA CORP	150	9/7/2011	10/15/2013	6,423	6,489	(66)
AT&T INC	100	1/11/2011	2/20/2013	3,571	2,795	775
SCHLUMBERGER LTD	100	9/7/2011	10/21/2013	9,445	7,671	1,774
AT&T INC	150	1/11/2011	2/25/2013	5,390	4,193	1,198
AT&T INC	150	12/13/2010	1/28/2013	5,111	4,340	771
EXXON MOBIL CORP	100	6/7/2011	7/23/2013	9,539	8,024	1,515
AT&T INC	300	12/10/2010	1/28/2013	10,221	8,678	1,543

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Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized
OCCIDENTAL PETROLEUM CORP	100	3/11/2011	4/30/2013	8,891	9,812	(921)
HESS CORP	100	10/10/2011	12/5/2013	8,161	5,578	2,583
NATIONAL FUEL GAS CO	50	8/5/2011	10/4/2013	3,338	2,890	447
AT&T INC	300	11/3/2010	1/8/2013	10,416	8,711	1,705
AT&T INC	200	11/3/2010	1/9/2013	6,849	5,807	1,042
AT&T INC	816	11/3/2010	1/10/2013	28,122	23,694	4,428
SCHLUMBERGER LTD	100	8/8/2011	10/15/2013	9,061	7,678	1,383
AT&T INC	100	11/3/2010	1/11/2013	3,412	2,904	508
WISCONSIN ENERGY CORP	100	8/5/2011	10/14/2013	4,059	2,969	1,090
NATIONAL FUEL GAS CO	50	8/5/2011	10/15/2013	3,317	2,890	427
EXXON MOBIL CORP	200	5/12/2011	7/23/2013	19,077	16,228	2,849
AT&T INC	300	9/20/2011	12/5/2013	10,294	8,753	1,541
UNION PACIFIC CORP	125	9/20/2011	12/5/2013	20,318	11,225	9,093
NATIONAL FUEL GAS CO	100	9/30/2011	12/18/2013	7,002	4,975	2,028
PINNACLE WEST CAPITAL CORP	100	11/11/2010	1/30/2013	5,314	4,131	1,182
NATIONAL FUEL GAS CO	200	9/30/2011	12/20/2013	14,198	9,950	4,248
PINNACLE WEST CAPITAL CORP	100	11/11/2010	1/31/2013	5,320	4,131	1,189
AT&T INC	184	11/3/2010	1/24/2013	6,227	5,343	884
EXXON MOBIL CORP	100	11/3/2010	1/24/2013	9,140	6,796	2,344
OCCIDENTAL PETROLEUM CORP	350	11/10/2010	1/31/2013	30,318	29,472	846
PINNACLE WEST CAPITAL CORP	100	11/11/2010	2/1/2013	5,323	4,131	1,192
DTE ENERGY CO	300	9/13/2011	12/5/2013	19,931	14,785	5,146
WISCONSIN ENERGY CORP	400	9/13/2011	12/5/2013	16,464	12,303	4,161
TRANSCANADA CORP	50	7/21/2011	10/14/2013	2,176	2,125	51
AT&T INC	50	11/3/2010	1/28/2013	1,704	1,452	252
TRANSCANADA CORP	50	7/21/2011	10/15/2013	2,141	2,125	16
TRANSCANADA CORP	50	7/7/2011	10/3/2013	2,152	2,143	10
OCCIDENTAL PETROLEUM CORP	50	9/7/2011	12/5/2013	4,695	4,218	476
SCHLUMBERGER LTD	200	9/7/2011	12/5/2013	17,395	15,341	2,053
TRANSCANADA CORP	400	9/7/2011	12/5/2013	17,454	17,303	150
OCCIDENTAL PETROLEUM CORP	100	1/26/2011	4/30/2013	8,891	9,652	(761)
NATIONAL FUEL GAS CO	100	8/5/2011	11/8/2013	7,110	5,781	1,329
TRANSCANADA CORP	150	7/7/2011	10/14/2013	6,529	6,428	101
CENTURYLINK INC	400	11/5/2010	2/14/2013	13,247	17,024	(3,777)
COMCAST CORP	1700	11/3/2010	2/13/2013	70,189	35,188	35,002
PINNACLE WEST CAPITAL CORP	100	11/11/2010	2/25/2013	5,538	4,131	1,407
TRANSCANADA CORP	100	6/13/2011	10/3/2013	4,305	4,240	65
UNION PACIFIC CORP	100	6/22/2011	10/15/2013	15,662	10,191	5,470
WISCONSIN ENERGY CORP	200	8/11/2011	12/5/2013	8,232	5,920	2,312
UNION PACIFIC CORP	25	6/22/2011	10/17/2013	3,841	2,548	1,293
WISCONSIN ENERGY CORP	200	8/5/2011	12/5/2013	8,232	5,938	2,294
TRANSCANADA CORP	300	5/20/2011	10/1/2013	13,122	13,190	(68)
TRANSCANADA CORP	50	5/20/2011	10/3/2013	2,152	2,198	(46)
SCANA CORP	200	11/30/2010	4/23/2013	10,495	8,130	2,365
AMERICAN WATER WORKS CO INC	200	10/28/2010	3/25/2013	8,136	4,788	3,348
SCHLUMBERGER LTD	100	5/12/2011	10/11/2013	9,000	8,376	624
INTEGRYS ENERGY GROUP INC	100	12/8/2010	5/10/2013	5,973	4,835	1,138
INTEGRYS ENERGY GROUP INC	300	12/7/2010	5/10/2013	17,920	14,620	3,300
SCHLUMBERGER LTD	100	5/6/2011	10/7/2013	8,892	8,389	502
SCHLUMBERGER LTD	100	5/12/2011	10/15/2013	9,061	8,376	685
SCHLUMBERGER LTD	100	5/6/2011	10/10/2013	8,875	8,389	486
AMERICAN WATER WORKS CO INC	100	10/28/2010	4/9/2013	4,143	2,394	1,749
SCANA CORP	100	11/4/2010	4/23/2013	5,247	4,150	1,097
ONEOK INC	200	10/28/2010	4/19/2013	10,118	4,959	5,158
ONEOK INC	100	10/28/2010	4/23/2013	5,203	2,480	2,723
CAMERON INTERNATIONAL CORP	100	5/5/2011	11/7/2013	5,382	4,900	482
CAMERON INTERNATIONAL CORP	100	5/4/2011	11/7/2013	5,382	4,901	481

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SCHEDULE OF GAINS /LOSSES
2013

Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized
CAMERON INTERNATIONAL CORP	100	5/3/2011	11/7/2013	5,382	5,109	273
CAMERON INTERNATIONAL CORP	200	4/28/2011	11/7/2013	10,764	10,632	132
CAMERON INTERNATIONAL CORP	100	4/1/2011	10/14/2013	6,336	5,700	636
EQT CORP	100	3/30/2011	10/15/2013	8,924	4,889	4,035
CAMERON INTERNATIONAL CORP	100	4/14/2011	11/7/2013	5,382	5,325	57
EXXON MOBIL CORP	100	12/28/2010	7/23/2013	9,539	7,359	2,180
OCCIDENTAL PETROLEUM CORP	100	4/28/2011	11/25/2013	9,821	10,365	(544)
CAMERON INTERNATIONAL CORP	100	4/8/2011	11/7/2013	5,382	5,564	(182)
OCCIDENTAL PETROLEUM CORP	200	4/28/2011	12/5/2013	18,779	20,730	(1,951)
BCE INC	400	11/4/2010	6/26/2013	15,903	13,635	2,268
BCE INC	900	11/4/2010	6/27/2013	36,131	30,680	5,451
BCE INC	300	11/4/2010	6/28/2013	12,256	10,227	2,029
BCE INC	200	11/4/2010	7/11/2013	8,350	6,818	1,532
EXXON MOBIL CORP	100	11/3/2010	7/19/2013	9,480	6,796	2,684
EXXON MOBIL CORP	100	11/3/2010	7/23/2013	9,539	6,796	2,743
ONEOK INC	100	11/5/2010	7/25/2013	5,104	2,549	2,556
EQT CORP	100	3/30/2011	12/19/2013	8,612	4,889	3,723
ONEOK INC	100	10/28/2010	7/19/2013	4,334	2,480	1,854
ONEOK INC	100	10/28/2010	7/23/2013	4,374	2,480	1,894
ONEOK INC	300	11/5/2010	7/31/2013	16,306	7,646	8,660
ONEOK INC	500	10/28/2010	7/25/2013	25,522	12,398	13,123
ITC HOLDINGS CORP	100	12/9/2010	11/15/2013	9,288	6,036	3,253
EDISON INTERNATIONAL	200	12/23/2010	12/5/2013	9,051	7,751	1,300
CENOVUS ENERGY INC	100	10/29/2010	10/14/2013	2,990	2,801	189
ITC HOLDINGS CORP	200	12/13/2010	12/5/2013	18,369	12,280	6,089
ITC HOLDINGS CORP	100	12/10/2010	12/3/2013	9,213	6,149	3,064
ITC HOLDINGS CORP	100	12/9/2010	12/3/2013	9,213	6,036	3,177
EDISON INTERNATIONAL	400	12/9/2010	12/5/2013	18,101	15,027	3,074
ITC HOLDINGS CORP	200	11/11/2010	11/14/2013	18,774	12,136	6,638
ITC HOLDINGS CORP	200	11/11/2010	11/15/2013	18,577	12,136	6,441
SCANA CORP	100	12/1/2010	12/5/2013	4,717	4,118	599
AMERICAN TOWER CORP	200	11/10/2010	12/5/2013	15,552	10,690	4,862
AMERICAN WATER WORKS CO INC	200	11/8/2010	12/5/2013	8,245	4,940	3,305
BCE INC	400	11/4/2010	12/5/2013	17,438	13,635	3,802
COMCAST CORP	600	11/3/2010	12/5/2013	29,248	12,419	16,829
CENOVUS ENERGY INC	300	10/29/2010	12/5/2013	8,877	8,403	474
AMERICAN WATER WORKS CO INC	100	10/28/2010	12/5/2013	4,123	2,394	1,729
SOUTH JERSEY INDUSTRIES INC	100	10/28/2010	12/5/2013	5,495	5,021	474
AMERICAN TOWER CORP	200	10/27/2010	12/5/2013	15,552	10,079	5,473
VanguardTotal Bond Mkt IDX FD	47169 811	Various	12/5/2013	500,000	523,708	(23,708)
VanguardTotal Bond Mkt IDX FD	13673 655	Various	3/12/2013	150,000	150,728	(728)
LONG TERM				15,273,520	11,738,418	3,535,102
GRAND TOTAL				17,693,402	13,857,217	3,836,185

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SCHEDULE OF FOREIGN CURRENCY CONTRACT GAINS/LOSSES
2013

PAYABLE	RECEIVABLE	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	GAIN/(LOSS)
EURO CURRENCY UNIT	U S DOLLAR	3/21/2013	3/21/2013	5,236	5,244	(8)
EURO CURRENCY UNIT	U S DOLLAR	4/16/2013	4/16/2013	2,929	2,916	13
EURO CURRENCY UNIT	U S DOLLAR	4/25/2013	4/25/2013	9,766	9,768	(1)
EURO CURRENCY UNIT	U S DOLLAR	4/26/2013	4/26/2013	8,057	8,056	0
EURO CURRENCY UNIT	U S DOLLAR	5/8/2013	5/8/2013	3,506	3,511	(5)
EURO CURRENCY UNIT	U S DOLLAR	6/6/2013	6/6/2013	1,936	1,935	1
EURO CURRENCY UNIT	U S DOLLAR	6/27/2013	6/27/2013	5,276	5,277	(1)
EURO CURRENCY UNIT	U S DOLLAR	9/3/2013	9/3/2013	2,258	2,255	3
EURO CURRENCY UNIT	U S DOLLAR	9/27/2013	9/27/2013	5,485	5,484	1
EURO CURRENCY UNIT	U S DOLLAR	12/19/2013	12/19/2013	1,479	1,481	(2)
EURO CURRENCY UNIT	U S DOLLAR	12/19/2013	12/19/2013	5,001	5,008	(6)
JAPANESE YEN	U S DOLLAR	2/26/2013	2/26/2013	1,146	1,154	(8)
JAPANESE YEN	U S DOLLAR	3/29/2013	3/29/2013	2,759	2,765	(6)
JAPANESE YEN	U S DOLLAR	6/10/2013	6/10/2013	393	393	(0)
JAPANESE YEN	U S DOLLAR	6/20/2013	6/20/2013	1,078	1,079	(2)
JAPANESE YEN	U S DOLLAR	8/26/2013	8/26/2013	1,128	1,131	(3)
JAPANESE YEN	U S DOLLAR	8/27/2013	8/27/2013	2,487	2,484	3
JAPANESE YEN	U S DOLLAR	11/29/2013	11/29/2013	1,087	1,090	(3)
POUND STERLING	U S DOLLAR	2/8/2013	2/8/2013	2,499	2,506	(7)
POUND STERLING	U S DOLLAR	6/14/2013	6/14/2013	4,238	4,230	8
POUND STERLING	U S DOLLAR	6/21/2013	6/21/2013	3,476	3,468	8
SWISS FRANC	U S DOLLAR	3/1/2013	3/1/2013	9,862	9,845	16
SWISS FRANC	U S DOLLAR	3/12/2013	3/12/2013	10,086	10,089	(3)
SWISS FRANC	U S DOLLAR	4/11/2013	4/11/2013	15,435	15,458	(23)
SWISS FRANC	U S DOLLAR	4/18/2013	4/18/2013	7,782	7,804	(21)
SWISS FRANC	U S DOLLAR	4/25/2013	4/25/2013	1,270	1,267	3
EURO CURRENCY UNIT	U S DOLLAR	1/23/2013	1/24/2013	1,880	1,883	(3)
EURO CURRENCY UNIT	U S DOLLAR	1/23/2013	1/24/2013	939	941	(2)
EURO CURRENCY UNIT	U S DOLLAR	1/23/2013	1/24/2013	1,000	1,001	(2)
EURO CURRENCY UNIT	U S DOLLAR	1/23/2013	1/24/2013	425	426	(1)
EURO CURRENCY UNIT	U S DOLLAR	1/23/2013	1/24/2013	744	745	(1)
EURO CURRENCY UNIT	U S DOLLAR	1/30/2013	1/31/2013	603	600	3
EURO CURRENCY UNIT	U S DOLLAR	1/30/2013	1/31/2013	587	584	3
EURO CURRENCY UNIT	U S DOLLAR	1/30/2013	1/31/2013	375	373	2
EURO CURRENCY UNIT	U S DOLLAR	2/12/2013	2/13/2013	1,345	1,360	(15)
EURO CURRENCY UNIT	U S DOLLAR	2/12/2013	2/13/2013	401	405	(4)
EURO CURRENCY UNIT	U S DOLLAR	2/14/2013	2/15/2013	394	401	(7)
EURO CURRENCY UNIT	U S DOLLAR	2/14/2013	2/15/2013	398	405	(7)
EURO CURRENCY UNIT	U S DOLLAR	3/14/2013	3/15/2013	2,202	2,193	9
EURO CURRENCY UNIT	U S DOLLAR	5/30/2013	5/31/2013	5,730	5,697	33
EURO CURRENCY UNIT	U S DOLLAR	6/13/2013	6/14/2013	2,504	2,501	4
EURO CURRENCY UNIT	U S DOLLAR	9/12/2013	9/13/2013	2,494	2,493	1
EURO CURRENCY UNIT	U S DOLLAR	12/12/2013	12/13/2013	2,577	2,584	(8)
EURO CURRENCY UNIT	U S DOLLAR	1/23/2013	1/24/2013	326	326	(1)
EURO CURRENCY UNIT	U S DOLLAR	1/30/2013	1/31/2013	831	816	15
POUND STERLING	U S DOLLAR	4/9/2013	4/10/2013	2,858	2,849	9
POUND STERLING	U S DOLLAR	12/2/2013	12/3/2013	2,360	2,363	(3)
SOUTH KOREAN WON	U S DOLLAR	7/17/2013	7/18/2013	980	988	(8)
SWISS FRANC	U S DOLLAR	2/25/2013	2/26/2013	1,800	1,824	(24)
SWISS FRANC	U S DOLLAR	2/25/2013	2/26/2013	2,301	2,332	(31)
SWISS FRANC	U S DOLLAR	2/25/2013	2/26/2013	5,603	5,679	(76)
SWISS FRANC	U S DOLLAR	2/25/2013	2/26/2013	1,357	1,375	(18)
SWISS FRANC	U S DOLLAR	5/23/2013	5/24/2013	522	528	(6)
SWISS FRANC	U S DOLLAR	5/23/2013	5/24/2013	2,319	2,345	(27)

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2013

PAYABLE	RECEIVABLE	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	GAIN/(LOSS)
SWISS FRANC	U S DOLLAR	5/23/2013	5/24/2013	2,803	2,835	(32)
SWISS FRANC	U S DOLLAR	5/23/2013	5/24/2013	2,291	2,317	(26)
EURO CURRENCY UNIT	U S DOLLAR	11/27/2013	11/29/2013	1,756	1,754	1
U S DOLLAR	EURO CURRENCY UNIT	3/4/2013	3/6/2013	96,403	96,492	(89)
U S DOLLAR	EURO CURRENCY UNIT	4/2/2013	4/4/2013	125,058	124,785	272
U S DOLLAR	SWISS FRANC	4/2/2013	4/4/2013	95,037	94,717	320
U S DOLLAR	EURO CURRENCY UNIT	4/17/2013	4/19/2013	218,771	218,077	694
U S DOLLAR	POUND STERLING	4/17/2013	4/19/2013	104,565	104,524	41
U S DOLLAR	EURO CURRENCY UNIT	7/10/2013	7/12/2013	329,574	324,411	5,163
U S DOLLAR	EURO CURRENCY UNIT	7/29/2013	7/31/2013	108,912	108,712	201
U S DOLLAR	SWISS FRANC	7/29/2013	7/31/2013	105,440	105,186	255
U S DOLLAR	EURO CURRENCY UNIT	8/27/2013	8/29/2013	601,210	608,415	(7,206)
U S DOLLAR	JAPANESE YEN	11/4/2013	11/6/2013	158,456	158,598	(141)
U S DOLLAR	EURO CURRENCY UNIT	11/5/2013	11/7/2013	359,910	362,312	(2,402)
U S DOLLAR	SWISS FRANC	11/5/2013	11/7/2013	100,579	101,174	(595)
EURO CURRENCY UNIT	U S DOLLAR	1/4/2013	1/7/2013	360	365	(5)
EURO CURRENCY UNIT	U S DOLLAR	5/13/2013	5/16/2013	52,974	52,733	241
EURO CURRENCY UNIT	U S DOLLAR	5/31/2013	6/3/2013	8,059	8,098	(38)
EURO CURRENCY UNIT	U S DOLLAR	9/27/2013	9/30/2013	3,719	3,718	1
EURO CURRENCY UNIT	U S DOLLAR	12/24/2013	12/27/2013	3,634	3,642	(8)
POUND STERLING	U S DOLLAR	10/4/2013	10/7/2013	4,832	4,878	(46)
SWISS FRANC	U S DOLLAR	2/8/2013	2/11/2013	870	862	8
SWISS FRANC	U S DOLLAR	2/8/2013	2/11/2013	4,606	4,566	41
SWISS FRANC	U S DOLLAR	2/8/2013	2/11/2013	2,917	2,891	26
SWISS FRANC	U S DOLLAR	2/8/2013	2/11/2013	490	485	4
SWISS FRANC	U S DOLLAR	2/8/2013	2/11/2013	5,825	5,773	52
SWISS FRANC	U S DOLLAR	2/8/2013	2/11/2013	5,595	5,545	49
SWISS FRANC	U S DOLLAR	2/8/2013	2/11/2013	3,730	3,697	33
SWISS FRANC	U S DOLLAR	2/8/2013	2/11/2013	457	453	4
SWISS FRANC	U S DOLLAR	2/8/2013	2/11/2013	575	570	5
U S DOLLAR	POUND STERLING	1/15/2013	1/18/2013	280,632	284,170	(3,538)
U S DOLLAR	EURO CURRENCY UNIT	5/13/2013	5/16/2013	55,978	56,233	(256)
U S DOLLAR	SWISS FRANC	12/16/2013	12/19/2013	650,338	657,382	(7,043)
U S DOLLAR	POUND STERLING	12/24/2013	12/27/2013	101,953	101,232	721
EURO CURRENCY UNIT	U S DOLLAR	4/29/2013	5/3/2013	42,390	42,318	71
EURO CURRENCY UNIT	U S DOLLAR	8/9/2013	8/14/2013	47,305	46,935	370
U S DOLLAR	EURO CURRENCY UNIT	6/7/2013	6/12/2013	27,111	26,886	224
EURO CURRENCY UNIT	U S DOLLAR	1/24/2013	1/30/2013	93,439	94,192	(753)
EURO CURRENCY UNIT	U S DOLLAR	6/14/2013	6/20/2013	4,206	4,228	(22)
EURO CURRENCY UNIT	U S DOLLAR	7/3/2013	7/9/2013	37,193	36,797	396
EURO CURRENCY UNIT	U S DOLLAR	9/18/2013	9/24/2013	64,962	65,093	(131)
EURO CURRENCY UNIT	U S DOLLAR	10/25/2013	10/31/2013	48,330	48,209	120
EURO CURRENCY UNIT	U S DOLLAR	12/10/2013	12/16/2013	62,211	62,060	151
EURO CURRENCY UNIT	U S DOLLAR	12/10/2013	12/16/2013	77,591	77,403	188
JAPANESE YEN	U S DOLLAR	5/15/2013	5/21/2013	62,800	62,790	9
NORWEGIAN KRONE	U S DOLLAR	2/27/2013	3/5/2013	103,065	102,948	117
POUND STERLING	U S DOLLAR	2/21/2013	2/27/2013	136,073	134,972	1,101
POUND STERLING	U S DOLLAR	2/27/2013	3/5/2013	135,547	135,120	427
SWISS FRANC	U S DOLLAR	2/8/2013	2/14/2013	104,237	104,141	96
SWISS FRANC	U S DOLLAR	5/22/2013	5/28/2013	73,813	75,174	(1,361)
SWISS FRANC	U S DOLLAR	9/18/2013	9/24/2013	156,988	158,099	(1,111)
SWISS FRANC	U S DOLLAR	9/18/2013	9/24/2013	76,093	76,631	(539)
U S DOLLAR	POUND STERLING	2/27/2013	3/6/2013	95,119	95,771	(651)
U S DOLLAR	JAPANESE YEN	10/16/2013	11/6/2013	106,437	106,492	(55)

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2013

PAYABLE	RECEIVABLE	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	GAIN/(LOSS)
U S DOLLAR	POUND STERLING	2/27/2013	4/19/2013	68,657	68,194	463
U S DOLLAR	NORWEGIAN KRONE	2/27/2013	11/1/2013	107,596	111,778	(4,182)
SHORT TERM				5,490,974	5,509,548	(18,574)
EURO CURRENCY UNIT	U S DOLLAR	2/28/2012	3/6/2013	100,000	96,405	3,595
EURO CURRENCY UNIT	U S DOLLAR	10/31/2012	11/7/2013	350,000	359,913	(9,913)
POUND STERLING	U S DOLLAR	2/28/2012	3/6/2013	100,000	95,119	4,881
SWISS FRANC	U S DOLLAR	10/31/2012	11/7/2013	100,000	100,579	(579)
EURO CURRENCY UNIT	U S DOLLAR	3/27/2012	4/4/2013	130,000	125,058	4,942
EURO CURRENCY UNIT	U S DOLLAR	4/11/2012	4/19/2013	220,000	218,771	1,229
EURO CURRENCY UNIT	U S DOLLAR	7/23/2012	7/31/2013	100,000	108,911	(8,911)
EURO CURRENCY UNIT	U S DOLLAR	8/21/2012	8/29/2013	570,000	601,210	(31,210)
NORWEGIAN KRONE	U S DOLLAR	10/24/2012	11/1/2013	110,000	107,596	2,404
POUND STERLING	U S DOLLAR	1/11/2012	1/18/2013	270,000	280,632	(10,632)
POUND STERLING	U S DOLLAR	4/11/2012	4/19/2013	180,000	173,222	6,778
SWISS FRANC	U S DOLLAR	3/27/2012	4/4/2013	100,000	95,037	4,963
SWISS FRANC	U S DOLLAR	7/23/2012	7/31/2013	100,000	105,440	(5,440)
SWISS FRANC	U S DOLLAR	12/11/2012	12/19/2013	630,000	650,338	(20,338)
EURO CURRENCY UNIT	U S DOLLAR	7/3/2012	7/12/2013	320,000	329,573	(9,573)
POUND STERLING	U S DOLLAR	12/17/2012	12/27/2013	100,000	101,953	(1,953)
U S DOLLAR	JAPANESE YEN	8/7/2012	11/6/2013	70,958	89,663	(18,705)
JAPANESE YEN	U S DOLLAR	5/14/2012	11/6/2013	420,000	335,851	84,149
LONG TERM				3,970,958	3,975,272	(4,314)
GRAND TOTAL				9,461,932	9,484,819	(22,888)