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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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 04/01, 2013, and ending 03/31, 2014

Name of foundation: WALKER FAMILY FOUNDATION

A Employer identification number: 06-1543752

Number and street (or P O box number if mail is not delivered to street address): C/O BCRS ASSOCIATES, LLC, 77 WATER STREET

Room/suite: 9TH FL

B Telephone number (see instructions): (212) 440-0800

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10005

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

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

D 1 Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 11,771,523.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	6,411,249.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	197.	197.		ATCH 1
	4 Dividends and interest from securities	272,681.	272,681.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,707,977.			
	b Gross sales price for all assets on line 6a 8,535,664.				
	7 Capital gain net income (from Part IV, line 2)		5,707,977.		
	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	12,392,104.	5,980,855.	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	35,476.	35,476.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	67,523.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	9,365.	9,365.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	112,364.	44,841.		
	25 Contributions, gifts, grants paid	3,031,221.			3,031,221.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,143,585.	44,841.	0	3,031,221.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	9,248,519.			
	b **Net investment income** (if negative, enter -0-)		5,936,014.		
	c **Adjusted net income** (if negative, enter -0-)			0	

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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	NONE	35,586.	35,586.
2	Savings and temporary cash investments	1,294,525.	590,699.	590,699.
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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 6	5,823,383.	10,125,305.	11,145,238.
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)			
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)	7,117,908.	10,751,590.	11,771,523.
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	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	7,117,908.	10,751,590.	
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 instructions)	7,117,908.	10,751,590.	
31	**Total liabilities and net assets/fund balances** (see instructions)	7,117,908.	10,751,590.	

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	7,117,908.
2	Enter amount from Part I, line 27a	2	9,248,519.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,366,427.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	5,614,837.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,751,590.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
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	5,707,977.
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	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	76,150.	2,429,024.	0.031350
2011	1,401,140.	385,496.	3.634642
2010	1,807,810.	2,091,348.	0.864423
2009	1,300,100.	3,600,579.	0.361081
2008	852,695.	3,958,212.	0.215424

2 **Total** of line 1, column (d)	2	5.106920
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	1.021384
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,737,379.
5 Multiply line 4 by line 3	5	8,924,219.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	59,360.
7 Add lines 5 and 6	7	8,983,579.
8 Enter qualifying distributions from Part XII, line 4	8	3,031,221.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b	1	118,720.
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	118,720.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	118,720.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . 6a 3,000.		
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	3,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	848.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	116,568.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0 (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BCRS ASSOCIATES, LLC Telephone no ▶ 212-440-0800
Located at ▶ 77 WATER STREET 9TH FLOOR NEW YORK, NY ZIP+4 ▶ 10005

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATCH 8		0	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		0	0	0

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
N/A	NONE	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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATION EXEMPT UNDER INTERNAL	NONE
2 REVENUE CODE SECTION 501(C)(3).	
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	NONE
2 N/A	
All other program-related investments See instructions	
3 N/A	
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	7,184,932.
b	Average of monthly cash balances	1b	1,685,504.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	8,870,436.
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	8,870,436.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133,057.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,737,379.
6	**Minimum investment return.** Enter 5% of line 5	6	436,869.

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	436,869.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	118,720.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	118,720.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	318,149.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	318,149.
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	318,149.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,031,221.
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	3,031,221.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,031,221.

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				318,149.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008 659,492.				
b From 2009 1,124,090.				
c From 2010 1,705,083.				
d From 2011 1,372,785.				
e From 2012 20,222.				
f **Total** of lines 3a through e	4,881,672.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 3,031,221.				
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				318,149.
e Remaining amount distributed out of corpus	2,713,072.			
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	7,594,744.			
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			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
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)	659,492.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	6,935,252.			
10 Analysis of line 9				
a Excess from 2009 1,124,090.				
b Excess from 2010 1,705,083.				
c Excess from 2011 1,372,785.				
d Excess from 2012 20,222.				
e Excess from 2013 2,713,072.				

Form **990-PF** (2013)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

1 **Information Regarding Foundation Managers:**

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

ATTACHMENT 9

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE LIST ATTACHED				3,031,221.
Total . . . . ▶ **3a**				3,031,221.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	197.	
4 Dividends and interest from securities			14	272,681.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,707,977.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				5,980,855.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 5,980,855.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 7/30/14 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN D. COOK	[signature]	7/28/14		P01450182

Firm's name ▶ BCRS ASSOCIATES, LLC — Firm's EIN ▶ 13-4078147

Firm's address ▶ 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005 — Phone no 212-440-0800

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization
WALKER FAMILY FOUNDATION

Employer identification number
06-1543752

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization WALKER FAMILY FOUNDATION

Employer identification number 06-1543752

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	JEFFREY C. WALKER C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 1,924,627.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
2	JEFFREY C. WALKER C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 365,490.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
3	JEFFREY C. WALKER C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 345,400.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
4	JEFFREY C. WALKER C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 152,830.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
5	JEFFREY C. WALKER C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 420,750.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
6	JEFFREY C. WALKER C/O BCRS ASSOC, LLC; 77 WATER ST-9TH FL NEW YORK, NY 10005	$ 3,202,152.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)

Name of organization WALKER FAMILY FOUNDATION

Employer identification number 06-1543752

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
1	36,167 SHS JP MORGAN CHASE & CO	$ 1,924,627.	09/18/2013
2	65,500 SHS 1 800 FLOWERS.COM INC	$ 365,490.	09/18/2013
3	2,000 SHS EOS RESOURCES INC	$ 345,400.	10/04/2013
4	1,450 SHS MONSANTO CO	$ 152,830.	10/04/2013
5	85,000 SHS 1 800 FLOWERS.COM INC	$ 420,750.	10/04/2013
6	55,200 SHS JP MORGAN CHASE & CO	$ 3,202,152.	01/21/2014

Name of organization WALKER FAMILY FOUNDATION

Employer identification number 06-1543752

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE REALIZED GAIN LOSS SCHEDULE I PROPERTY TYPE: SECURITIES				P	VAR	VAR
6,362,774.		796,414.					5,566,360.	
		SEE REALIZED GAIN LOSS SCHEDULE II PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,732,500.		1,583,855.					148,645.	
		SEE REALIZED GAIN LOSS SCHEDULE III PROPERTY TYPE: SECURITIES				P	VAR	VAR
416,001.		422,708.					-6,707.	
		SEE REALIZED GAIN LOSS SCHEDULE III PROPERTY TYPE: SECURITIES				P	VAR	VAR
24,389.		24,710.					-321.	
TOTAL GAIN(LOSS)							5,707,977.	

THE WALKER FAMILY FOUNDATION 06-1543752

SUPPLEMENTARY STATEMENTS

PART: XV **LINE: 2** **SUPPLEMENTAL INFORMATION**

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON CREDIT BALANCE	197.	197.	
TOTAL	197.	197.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS		272,681.	272,681.	
	TOTAL	272,681.	272,681.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
JPM CHASE INVESTMENT MGMT FEE	28,833.	28,833.		
SCHAFER CULLEN CAP MGMT FEE	6,643.	6,643.		
TOTALS	35,476.	35,476.		

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAX:				
-BAL DUE W/ RETURN FYE 3/31/13	64,523.			
-1ST QTR EST FYE 3/31/14	3,000.			
TOTALS	67,523.			

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BANK CHARGES	1,377.	1,377.		
FOREIGN TAX WITHHELD	7,988.	7,988.		
TOTALS	9,365.	9,365.		

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE LONG POSITION I ATTACHED	NONE	1,250,000.	1,306,224.
SEE LONG POSITION II ATTACHED	4,069,529.	4,598,853.	5,323,234.
SEE LONG POSITION III ATTACHED	1,753,854.	4,276,452.	4,515,780.
TOTALS	5,823,383.	10,125,305.	11,145,238.

ATTACHMENT 7

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
EXCESS OF FMV OVER DONOR'S COST BASIS OF SECURITIES GIFTED TO THE FOUNDATION	5,614,833.
ROUNDING	4.
TOTAL	5,614,837.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JEFFREY C. WALKER C/O BCRS ASSOCIATES, LLC 77 WATER STREET 9TH FL NEW YORK, NY 10005	TRUSTEE/PART-TIME	0	0	0
SUZANNE WALKER C/O BCRS ASSOCIATES, LLC 77 WATER STREET 9TH FL NEW YORK, NY 10005	TRUSTEE/PART-TIME	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JEFFREY C WALKER; C/O BCRS ASSOCIATES, LLC
77 WATER STREET. - 9TH FL.; NEW YORK, NY 10005

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust: WALKER FAMILY FOUNDATION

Employer Identification number: 06-1543752

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked	2,148,501.	2,006,563.		141,938.
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	141,938.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	6,387,163.	821,124.		5,566,039.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	5,566,039.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2013**

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			141,938.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			5,566,039.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			5,707,977.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV **Capital Loss Limitation**

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.
Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*
- *Either line 18b, col (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		21		
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22			
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23			
24	Add lines 22 and 23	24			
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25			
26	Subtract line 25 from line 24. If zero or less, enter -0-		26		
27	Subtract line 26 from line 21 If zero or less, enter -0-		27		
28	Enter the **smaller** of the amount on line 21 or $2,450		28		
29	Enter the **smaller** of the amount on line 27 or line 28		29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶				30
31	Enter the smaller of line 21 or line 26		31		
32	Subtract line 30 from line 26		32		
33	Enter the **smaller** of line 21 or $11,950		33		
34	Add lines 27 and 30		34		
35	Subtract line 34 from line 33. If zero or less, enter -0-		35		
36	Enter the **smaller** of line 32 or line 35		36		
37	Multiply line 36 by 15% ▶				37
38	Enter the amount from line 31		38		
39	Add lines 30 and 36		39		
40	Subtract line 39 from line 38. If zero or less, enter -0-		40		
41	Multiply line 40 by 20% ▶				41
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		42		
43	Add lines 37, 41, and 42		43		
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		44		
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶				45

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545-0074 | **2013**

Department of the Treasury Internal Revenue Service

▶ **Information about Form 8949 and its separate instructions is at** ***www.irs.gov/form8949.***

▶ **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
WALKER FAMILY FOUNDATION	06-1543752

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[X] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
SEE REALIZED GAIN LOS SCHEDULE II	VAR	VAR	1,732,500.	1,583,855.			148,645.
SEE REALIZED GAIN LOS SCHEDULE III	VAR	VAR	416,001.	422,708.			-6,707.
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			2,148,501.	2006563.			141,938.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
WALKER FAMILY FOUNDATION	06-1543752

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[X] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
SEE REALIZED GAIN LOSS SCHEDULE I	VAR	VAR	6,362,774.	796,414.			5,566,360.
SEE REALIZED GAIN LOSS SCHEDULE III	VAR	VAR	24,389.	24,710.			-321.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			6,387,163	821,124.			5,566,039.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

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THE WALKER FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 3/31/2014
EIN: 06-1543752

DATE	PAYEE/CITY,STATE	AMOUNT
4/11/2013	MDG HEALTH ALLIANCE (AKA MILLENNIUM PROMISE ALLIANCE) NEW YORK, NY	$240,000 00
4/11/2013	FILM SOCIETY OF LINCOLN CENTER NEW YORK, NY	$10,000.00
4/19/2013	AMERICAN MUSEUM OF NATURAL HISTORY NEW YORK, NY	$250.00
4/23/2013	ROBIN HOOD FOUNDATION NEW YORK, NY	$25,000 00
4/29/2013	TIBETAN VILLAGE PROJECT WESTMINSTER, CO	$5,812.80
4/30/2013	THE GILDER LEHRMAN INSTITUTE NEW YORK, NY	$1,000.00
5/17/2013	MIT MEDIA LAB CAMBRIDGE, MA	$100,000.00
5/24/2013	GARRISON INSTITUTE GARRISON, NY	$5,000 00
5/28/2013	THE MORGAN LIBRARY & MUSEUM NEW YORK, NY	$50,000.00
6/4/2013	DHARMA FOUNDATION FAIRFIELD, IA	$5,000.00
6/11/2013	UNIVERSITY OF WISCONSIN FOUNDATION MADISON, WI	$10,000.00
6/12/2013	NYAYA HEALTH NEW YORK, NY	$9,900.00
6/14/2013	UCLA SCHOOL OF THEATER, FILM AND TV LOS ANGELES, CA	$25,000.00
6/14/2013	NAROPA UNIVERSITY BOULDER, CO	$5,000 00

THE WALKER FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 3/31/2014
EIN: 06-1543752

DATE	PAYEE/CITY,STATE	AMOUNT
6/14/2013	IDEO.ORG PALO ALTO. CA	$5,000.00
6/18/2013	UVA - ROTUNDA FUND CHARLOTTESVILLE, VA	$20,000.00
6/19/2013	MILLER CENTER FOUNDATION CHARLOTTESVILLE, VA	$10,000.00
6/20/2013	BROOKINGS INSTITUTE WASHINGTON, D.C.	$50,000.00
6/21/2013	TIBETAN VILLAGE PROJECT WESTMINSTER, CO	$29,489.00
6/21/2013	THE FILM SOCIETY OF LINCOLN CENTER NEW YORK, NY	$50,000.00
7/15/2013	BERKLEE COLLEGE OF MUSIC BOSTON, MA	$5,000.00
7/17/2013	RUBIN MUSEUM OF ART NEW YORK, NY	$1,500.00
9/11/2013	NEW PROFIT BOSTON, MA	$1,100,000 00
9/18/2013	UVA FUND - MCINTIRE CHARLOTTESVILLE, VA	$50,000.00
9/20/2013	LIFT WASHINGTON, D.C.	$25,000.00
9/23/2013	ROBIN HOOD FOUNDATION NEW YORK, NY	$7,500.00
10/21/2013	IDEO.ORG PALO ALTO. CA	$10,000.00
10/30/2013	HARVARD BUSINESS SCHOOL BOSTON, MA	$25,000 00

THE WALKER FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 3/31/2014
EIN: 06-1543752

DATE	PAYEE/CITY,STATE	AMOUNT
10/31/2013	WITNESS BROOKLYN, NY	$20,000.00
11/8/2013	BERKLEE COLLEGE OF MUSIC BOSTON, MA	$10,000 00
11/13/2013	CENTRAL PARK CONSERVANCY NEW YORK, NY	$2,500.00
11/19/2013	MIND LIFE INSTITUTE HADLEY, MA	$25,000.00
11/20/2013	LEADING CHANGE NETWORK SHOREWOOD, WI	$80,000.00
11/22/2013	ROCKEFELLER PHILANTHROPY NEW YORK, NY	$101,634.61
12/16/2013	KARUNA SCHECHEN KEW GARDENS, NY	$10,000.00
12/17/2013	COLUMBIA UNIVERSITY MAILMAN SCHOOL OF PUBLIC HEALTH NEW YORK, NY	$25,000.00
12/18/2013	YWCA NEW YORK, NY	$25,000 00
12/23/2013	THE UCLA FOUNDATION LOS ANGELES, CA	$25,000.00
12/23/2013	THE MORGAN LIBRARY & MUSEUM NEW YORK, NY	$25,000.00
12/26/2013	UPAYA ZEN CENTER SANTA FE, NM	$10,000.00
1/27/2014	THE MORGAN LIBRARY & MUSEUM NEW YORK, NY	$50,000.00
1/28/2014	NORTHFIELD MOUNT HERMAN SCHOOL GILL, MA	$10,000.00

THE WALKER FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 3/31/2014
EIN: 06-1543752

DATE	PAYEE/CITY,STATE	AMOUNT
2/7/2014	UNIVERSITY OF SOUTH CAROLINA FOUNDATION COLUMBIA, SC	$50,000.00
2/19/2014	ROCKEFELLER PHILANTHROPY NEW YORK, NY	$101,634.61
2/25/2014	REFUGEPOINT CAMBRIDGE, MA	$5,000.00
3/3/2014	HARVARD UNIVERSITY CAMBRIDGE, MA	$50,000.00
3/14/2014	PEACE FIRST BOSTON, MA	$25,000.00
3/18/2014	BERKLEE COLLEGE OF MUSIC BOSTON, MA	$500,000.00
	TOTAL CONTRIBUTIONS PAID *	$3,031,221.02

**ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE.*

THE WALKER FAMILY FOUNDATION
FYE 3/31/2014

Description	Ticker	Quantity	Acquired Date	Sale Date	Market Cost/Proceeds USD	Cost Basis USD	Short Term Realized Gain Loss USD	Long Term Realized Gain Loss USD	Total Realized Gain Loss USD
1 800 FLOWERS COM INC	FLWS	17,900 00	9/3/2008	9/18/2013	98,213 92	77,668 10	0 00	20,545 82	20,545 82
1 800 FLOWERS COM INC	FLWS	12,300 00	9/3/2008	9/19/2013	67,803 88	53,369 70	0 00	14,434 18	14,434 18
1 800 FLOWERS COM INC	FLWS	9,700 00	9/3/2008	9/20/2013	52,222 17	42,088 30	0 00	10,133 87	10,133 87
JP MORGAN CHASE & CO	JPM	36,167 00	9/18/2013	9/23/2013	1,910,946 49	0 00	0 00	1,910,946 49	1,910,946 49
1 800 FLOWERS COM INC	FLWS	600	9/3/2008	9/23/2013	3,172 83	2,603 40	0 00	569 43	569 43
1 800 FLOWERS COM INC	FLWS	15,466 00	3/4/2009	9/23/2013	81,784 91	67,106 97	0 00	14,677 94	14,677 94
1 800 FLOWERS COM INC	FLWS	9,534 00	3/4/2009	9/24/2013	50,678 05	41,367 03	0 00	9,311 02	9,311 02
1 800 FLOWERS COM INC	FLWS	10,300 00	9/16/2011	10/4/2013	50,600 70	25,751 09	0 00	24,849 61	24,849 61
EOG RESOURCES INC	EOG	1,700 00	1/20/2011	10/4/2013	294,772 21	169,612 40	0 00	125,159 81	125,159 81
EOG RESOURCES INC	EOG	300	1/20/2011	10/4/2013	52,018 63	29,935 20	0 00	22,083 43	22,083 43
MONSANTO CO	MON	50	1/20/2011	10/4/2013	5,294 16	3,453 67	0 00	1,840 49	1,840 49
MONSANTO CO	MON	1,000 00	1/20/2011	10/4/2013	105,883 24	69,071 52	0 00	36,811 72	36,811 72
MONSANTO CO	MON	300	1/20/2011	10/4/2013	31,764 97	20,722 66	0 00	11,042 31	11,042 31
MONSANTO CO	MON	100	1/20/2011	10/4/2013	10,588 33	6,907 47	0 00	3,680 86	3,680 86
1 800 FLOWERS COM INC	FLWS	28,994 00	9/16/2011	10/7/2013	136,309 36	72,488 06	0 00	63,821 30	63,821 30
1 800 FLOWERS COM INC	FLWS	19,986 00	9/16/2011	10/8/2013	92,740 09	49,967 11	0 00	42,772 98	42,772 98
1 800 FLOWERS COM INC	FLWS	25,620 00	9/16/2011	10/9/2013	118,916 14	64,052 71	0 00	54,863 43	54,863 43
1 800 FLOWERS COM INC	FLWS	100	9/16/2011	10/9/2013	464 15	249 01	0 00	215 14	215 14
JP MORGAN CHASE & CO	JPM	55,200 00	1/21/2014	1/24/2014	3,198,600 25	0 00	0 00	3,198,600 25	3,198,600 25
TOTAL					6,362,774 48	796,414 40	0 00	5,566,360.08	5,566,360.08

THE WALKER FAMILY FOUNDATION
FYE 3/31/2014

Description	Ticker	Quantity	Acquired Date	Sale Date	Market Cost/Proceeds USD	Cost Basis USD	Short Term Realized Gain Loss USD	Long Term Realized Gain Loss USD	Total Realized Gain Loss USD
HOME DEPOT INC	HD	364	2/22/2013	4/3/2013	25,647 09	23,805 74	1,841 35	0 00	1,841 35
LORILLARD INC	LO	25	2/22/2013	4/29/2013	1,074.26	1,031 54	42 72	0 00	42 72
LORILLARD INC	LO	300	2/22/2013	4/29/2013	12,895 33	12,378 48	516 85	0 00	516 85
LORILLARD INC	LO	470	2/22/2013	4/30/2013	20,201 33	19,392 95	808 38	0 00	808 38
LORILLARD INC	LO	430	2/22/2013	5/1/2013	18,390 35	17,742 49	647 86	0 00	647 86
LORILLARD INC	LO	522	2/22/2013	5/2/2013	22,421 23	21,538 55	882 68	0 00	882 68
LORILLARD INC	LO	417	2/22/2013	5/3/2013	17,788 69	17,206 09	582 60	0 00	582 60
LORILLARD INC	LO	200	2/22/2013	5/6/2013	8,498 63	8,252 32	246 31	0 00	246 31
WILLIAMS COMPANIES INC	WMB	24	4/30/2013	5/31/2013	850 67	913 67	(63 00)	0 00	(63 00)
WILLIAMS COMPANIES INC	WMB	31	4/29/2013	5/31/2013	1,098 79	1,187 15	(88 36)	0 00	(88 36)
WILLIAMS COMPANIES INC	WMB	11	5/3/2013	5/31/2013	389 89	414 55	(24 66)	0 00	(24 66)
WILLIAMS COMPANIES INC	WMB	3	5/3/2013	5/31/2013	106 34	112 92	(6 58)	0 00	(6 58)
WILLIAMS COMPANIES INC	WMB	31	5/3/2013	5/31/2013	1,098 79	1,167 12	(68 33)	0 00	(68 33)
WILLIAMS COMPANIES INC	WMB	47	4/30/2013	5/31/2013	1,665 91	1,790 06	(124 15)	0 00	(124 15)
WILLIAMS COMPANIES INC	WMB	53	5/1/2013	5/31/2013	1,878 57	1,996 67	(118 10)	0 00	(118 10)
WILLIAMS COMPANIES INC	WMB	24	4/30/2013	5/31/2013	850 67	914 07	(63 40)	0 00	(63 40)
WILLIAMS COMPANIES INC	WMB	56	4/29/2013	5/31/2013	1,984 91	2,146 05	(161 14)	0 00	(161 14)
WILLIAMS COMPANIES INC	WMB	47	4/29/2013	5/31/2013	1,665 91	1,799 82	(133 91)	0 00	(133 91)
WILLIAMS COMPANIES INC	WMB	14	4/29/2013	5/31/2013	496 23	535 95	(39 72)	0 00	(39 72)
WILLIAMS COMPANIES INC	WMB	36	5/1/2013	5/31/2013	1,276 01	1,355 23	(79 22)	0 00	(79 22)
WILLIAMS COMPANIES INC	WMB	24	4/30/2013	5/31/2013	850 67	913 75	(63 08)	0 00	(63 08)
WILLIAMS COMPANIES INC	WMB	69	2/22/2013	6/3/2013	2,410 13	2,360 85	49 28	0 00	49 28
WILLIAMS COMPANIES INC	WMB	23	5/2/2013	6/3/2013	803 70	860 54	(56 84)	0 00	(56 84)
WILLIAMS COMPANIES INC	WMB	293	2/22/2013	6/3/2013	10,238 51	10,025 05	213 46	0 00	213 46
WILLIAMS COMPANIES INC	WMB	22	5/2/2013	6/3/2013	768 76	825 06	(56 30)	0 00	(56 30)
WILLIAMS COMPANIES INC	WMB	68	5/2/2013	6/3/2013	2,376.17	2,546 04	(169 87)	0 00	(169 87)
WILLIAMS COMPANIES INC	WMB	36	5/1/2013	6/3/2013	1,257 97	1,351 70	(93 73)	0 00	(93 73)
WILLIAMS COMPANIES INC	WMB	34	5/3/2013	6/3/2013	1,188 08	1,279 70	(91 62)	0 00	(91 62)
WILLIAMS COMPANIES INC	WMB	23	5/6/2013	6/3/2013	803 70	859 65	(55 95)	0 00	(55 95)
WILLIAMS COMPANIES INC	WMB	13	5/6/2013	6/3/2013	454 27	487 44	(33 17)	0 00	(33 17)
WILLIAMS COMPANIES INC	WMB	378	2/22/2013	6/4/2013	13,078 20	12,933 35	144 85	0 00	144 85
WILLIAMS COMPANIES INC	WMB	430	2/22/2013	6/5/2013	14,684 15	14,712 54	(28 39)	0 00	(28 39)
WILLIAMS COMPANIES INC	WMB	206	2/22/2013	6/6/2013	7,058 10	7,048 33	9 77	0 00	9 77
AT&T INC	T	80	2/22/2013	6/7/2013	2,836 20	2,826 04	10 16	0 00	10 16
AT&T INC	T	562	2/22/2013	6/7/2013	19,911 87	19,852 93	58 94	0 00	58 94
AT&T INC	T	841	2/22/2013	6/7/2013	29,831 77	29,708 75	123 02	0 00	123 02
AT&T INC	T	170	2/22/2013	6/10/2013	6,108 13	6,005 34	102 79	0 00	102 79
AT&T INC	T	104	2/22/2013	6/10/2013	3,743 93	3,673 85	70 08	0.00	70 08
AT&T INC	T	122	2/22/2013	6/10/2013	4,369 46	4,309 71	59 75	0 00	59 75
CENTURYLINK INC	CTL	531	2/22/2013	6/21/2013	18,180 59	18,310 84	(130 25)	0 00	(130 25)
CENTURYLINK INC	CTL	129	2/22/2013	6/24/2013	4,406 93	4,448 40	(41 47)	0 00	(41 47)
CENTURYLINK INC	CTL	81	2/22/2013	6/24/2013	2,756 91	2,793 18	(36 27)	0 00	(36 27)
CENTURYLINK INC	CTL	141	2/22/2013	6/24/2013	4,824 94	4,862 20	(37 26)	0 00	(37 26)
CENTURYLINK INC	CTL	31	2/22/2013	6/24/2013	1,052 65	1,068 99	(16 34)	0 00	(16 34)
CENTURYLINK INC	CTL	50	2/22/2013	6/24/2013	1,700 23	1,724 19	(23 96)	0 00	(23 96)
CENTURYLINK INC	CTL	303	2/22/2013	6/25/2013	10,412 66	10,448 56	(35 90)	0 00	(35 90)
PPG INDUSTRIES INC	PPG	5	2/22/2013	6/25/2013	740 77	656 52	84 25	0 00	84 25
PPG INDUSTRIES INC	PPG	68	2/22/2013	6/25/2013	10,074 48	8,928.64	1,145 84	0 00	1,145 84

EMERSON ELECTRIC CO	EMR	26	2/22/2013	6/26/2013	1,438 54	1,489 27	(50 73)	0 00	(50 73)
EMERSON ELECTRIC CO	EMR	39	2/22/2013	6/26/2013	2,155 31	2,233 91	(78 60)	0 00	(78 60)
PPG INDUSTRIES INC	PPG	59	2/22/2013	6/26/2013	8,812 07	7,746 91	1,065 16	0 00	1,065 16
PPG INDUSTRIES INC	PPG	10	2/22/2013	6/26/2013	1,478 27	1,313 03	165 24	0 00	165 24
PPG INDUSTRIES INC	PPG	55	2/22/2013	6/26/2013	8,195 94	7,221 69	974 25	0 00	974 25
EMERSON ELECTRIC CO	EMR	237	2/22/2013	6/27/2013	13,134 17	13,575 31	(441 14)	0 00	(441 14)
PPG INDUSTRIES INC	PPG	44	2/22/2013	6/27/2013	6,564 07	5,777 35	786 72	0 00	786 72
PPG INDUSTRIES INC	PPG	12	2/22/2013	6/27/2013	1,786 63	1,575 64	210 99	0 00	210 99
EMERSON ELECTRIC CO	EMR	251	2/22/2013	6/28/2013	13,767 31	14,377 23	(609 92)	0 00	(609 92)
EMERSON ELECTRIC CO	EMR	148	2/22/2013	6/28/2013	8,067 34	8,477 41	(410 07)	0 00	(410 07)
PPG INDUSTRIES INC	PPG	22	2/22/2013	6/28/2013	3,232 42	2,888 68	343 74	0 00	343 74
EMERSON ELECTRIC CO	EMR	449	2/22/2013	7/1/2013	24,854 77	25,718 64	(863 87)	0 00	(863 87)
EMERSON ELECTRIC CO	EMR	134	2/22/2013	7/2/2013	7,467 73	7,675 49	(207 76)	0 00	(207 76)
NORTHEAST UTILITIES	NU	60	2/22/2013	7/30/2013	2,672 69	2,485 95	186 74	0 00	186 74
NORTHEAST UTILITIES	NU	42	2/22/2013	7/30/2013	1,872 91	1,740 16	132 75	0 00	132 75
NORTHEAST UTILITIES	NU	64	2/22/2013	7/31/2013	2,846 66	2,651 68	194 98	0 00	194 98
NORTHEAST UTILITIES	NU	30	2/22/2013	8/1/2013	1,346 40	1,242 98	103 42	0 00	103 42
NORTHEAST UTILITIES	NU	5	2/22/2013	8/1/2013	224 04	207 16	16 88	0 00	16 88
NORTHEAST UTILITIES	NU	2	2/22/2013	8/2/2013	89 35	82 87	6 48	0 00	6 48
NORTHEAST UTILITIES	NU	2	2/22/2013	8/5/2013	88 88	82 86	6 02	0 00	6 02
NORTHEAST UTILITIES	NU	48	2/22/2013	8/6/2013	2,096 46	1,988 76	107 70	0 00	107 70
NORTHEAST UTILITIES	NU	30	2/22/2013	8/7/2013	1,324 44	1,242 98	81 46	0 00	81 46
MICROSOFT CORP	MSFT	742	2/22/2013	8/8/2013	24,361 67	20,498 19	3,863 48	0 00	3,863 48
NORTHEAST UTILITIES	NU	31	2/22/2013	8/12/2013	1,346 30	1,284 41	61 89	0 00	61 89
NORTHEAST UTILITIES	NU	14	2/22/2013	8/13/2013	605 92	580 05	25 87	0 00	25 87
NORTHEAST UTILITIES	NU	15	2/22/2013	8/14/2013	640 15	621 49	18 66	0 00	18 66
NORTHEAST UTILITIES	NU	10	2/22/2013	8/14/2013	426 14	414 32	11 82	0 00	11 82
NORTHEAST UTILITIES	NU	107	2/22/2013	8/14/2013	4,557 62	4,433 28	124 34	0 00	124 34
NORTHEAST UTILITIES	NU	77	2/22/2013	8/15/2013	3,228 47	3,190 30	38 17	0 00	38 17
NORTHEAST UTILITIES	NU	9	2/22/2013	8/15/2013	378 37	372 89	5 48	0 00	5 48
PPG INDUSTRIES INC	PPG	42	2/22/2013	8/15/2013	6,671 82	5,514 75	1,157.07	0 00	1,157.07
TIME WARNER CABLE INC	TWC	66	2/22/2013	8/15/2013	7,289 51	5,666 34	1,623 17	0 00	1,623 17
NORTHEAST UTILITIES	NU	120	2/22/2013	8/16/2013	4,960 77	4,971 90	(11 13)	0 00	(11 13)
NORTHEAST UTILITIES	NU	25	2/22/2013	8/16/2013	1,034 61	1,035 81	(1 20)	0 00	(1 20)
NORTHEAST UTILITIES	NU	4	2/22/2013	8/16/2013	166 13	165 73	0 40	0 00	0 40
NORTHEAST UTILITIES	NU	73	2/22/2013	8/16/2013	3,014 47	3,024 57	(10 10)	0 00	(10 10)
NORTHEAST UTILITIES	NU	5	2/22/2013	8/16/2013	206 71	207 16	(0 45)	0 00	(0 45)
PPG INDUSTRIES INC	PPG	62	2/22/2013	8/16/2013	9,835 82	8,140 82	1,695 00	0 00	1,695 00
PPG INDUSTRIES INC	PPG	13	2/22/2013	8/16/2013	2,062 89	1,706 95	355 94	0 00	355 94
TIME WARNER CABLE INC	TWC	48	2/22/2013	8/16/2013	5,288 92	4,120 97	1,167 95	0 00	1,167 95
NORTHEAST UTILITIES	NU	30	2/22/2013	8/19/2013	1,234 33	1,242 98	(8 65)	0 00	(8 65)
NORTHEAST UTILITIES	NU	41	2/22/2013	8/19/2013	1,690 80	1,698 73	(7 93)	0 00	(7 93)
PPG INDUSTRIES INC	PPG	37	2/22/2013	8/19/2013	5,828 00	4,858 23	969 77	0 00	969 77
TIME WARNER CABLE INC	TWC	35	2/22/2013	8/19/2013	3,838 32	3,004 88	833 44	0 00	833 44
3M CO	MMM	262	2/22/2013	8/20/2013	30,271 95	26,992 86	3,279 09	0 00	3,279 09
ABBVIE INC COM	ABBV	441	2/22/2013	8/20/2013	19,019 99	17,040 06	1,979 93	0 00	1,979 93
AIR PRODUCTS & CHEMICALS INC	APD	102	6/26/2013	8/20/2013	10,388 49	9,786 79	601 70	0 00	601 70
ANALOG DEVICES INC	ADI	480	2/22/2013	8/20/2013	23,025 19	21,958 61	1,066 58	0 00	1,066 58
ARTHUR J GALLAGHER & CO	AJG	406	2/22/2013	8/20/2013	17,490 13	15,727 47	1,762 66	0 00	1,762 66
AUTOMATIC DATA PROCESSING INC	ADP	98	8/19/2013	8/20/2013	7,078 41	7,059 86	18 55	0 00	18 55
AUTOMATIC DATA PROCESSING INC	ADP	32	8/16/2013	8/20/2013	2,311 32	2,301 70	9 62	0 00	9 62
BRISTOL MYERS SQUIBB CO	BMY	60	6/21/2013	8/20/2013	2,527 31	2,749 20	(221 89)	0 00	(221 89)
BRISTOL MYERS SQUIBB CO	BMY	118	6/21/2013	8/20/2013	4,970 38	5,406 36	(435 98)	0 00	(435 98)
BRISTOL MYERS SQUIBB CO	BMY	18	6/21/2013	8/20/2013	758 19	825 03	(66 84)	0 00	(66 84)
CHEVRON CORP	CVX	151	2/22/2013	8/20/2013	17,997 37	17,371 15	626 22	0 00	626 22

CINCINNATI FINANCIAL CORP	CINF	286	2/22/2013	8/20/2013	13,542 86	12,841 06	701 80	0 00	701 80
CINEMARK HOLDINGS INC	CNK	513	2/22/2013	8/20/2013	15,800 67	14,397 24	1,403 43	0 00	1,403 43
CME GROUP INC CLASS A COMMON STOCK	CME	310	2/22/2013	8/20/2013	22,343 33	18,035 06	4,308 27	0 00	4,308 27
CMS ENERGY CORP	CMS	429	2/22/2013	8/20/2013	11,626 68	11,278 02	348 66	0 00	348 66
COCA-COLA CO	KO	379	2/22/2013	8/20/2013	14,773 16	14,372 48	400 68	0 00	400 68
COCA-COLA CO	KO	211	4/8/2013	8/20/2013	8,224 63	8,495 24	(270 61)	0 00	(270 61)
CONOCOPHILLIPS	COP	214	2/22/2013	8/20/2013	14,151 57	12,388 20	1,763 37	0 00	1,763 37
CONOCOPHILLIPS	COP	160	4/8/2013	8/20/2013	10,580 61	9,440 98	1,139 63	0 00	1,139 63
EDISON INTERNATIONAL	EIX	3	6/14/2013	8/20/2013	141 00	142 07	(1 07)	0 00	(1 07)
EDISON INTERNATIONAL	EIX	29	6/17/2013	8/20/2013	1,362 98	1,385 53	(22 55)	0 00	(22 55)
EDISON INTERNATIONAL	EIX	15	6/17/2013	8/20/2013	704 99	710 74	(5 75)	0 00	(5 75)
EDISON INTERNATIONAL	EIX	1	6/18/2013	8/20/2013	47 00	47 45	(0 45)	0 00	(0 45)
EDISON INTERNATIONAL	EIX	2	6/18/2013	8/20/2013	94 00	95 36	(1 36)	0 00	(1 36)
EDISON INTERNATIONAL	EIX	5	6/18/2013	8/20/2013	235 00	237 77	(2 77)	0 00	(2 77)
EDISON INTERNATIONAL	EIX	17	6/7/2013	8/20/2013	798 99	805 95	(6 96)	0 00	(6 96)
EDISON INTERNATIONAL	EIX	6	6/7/2013	8/20/2013	281 98	283 97	(1 99)	0 00	(1 99)
EDISON INTERNATIONAL	EIX	7	6/18/2013	8/20/2013	328 99	332 97	(3 98)	0 00	(3 98)
EDISON INTERNATIONAL	EIX	6	6/19/2013	8/20/2013	282 00	284 99	(2 99)	0 00	(2 99)
FIDELITY NATIONAL INFORMATION SERVICES	FIS	210	4/3/2013	8/20/2013	9,634 06	8,406 30	1,227 76	0 00	1,227 76
HOME DEPOT INC	HD	167	2/22/2013	8/20/2013	12,578 22	10,921 87	1,656 35	0 00	1,656 35
HOME DEPOT INC	HD	233	8/8/2013	8/20/2013	17,549 25	18,667 91	(1,118 66)	0 00	(1,118 66)
ILLINOIS TOOL WORKS INC	ITW	30	7/2/2013	8/20/2013	2,161 16	2,088 38	72 78	0 00	72 78
ILLINOIS TOOL WORKS INC	ITW	61	6/27/2013	8/20/2013	4,394 36	4,243 92	150 44	0 00	150 44
ILLINOIS TOOL WORKS INC	ITW	104	7/1/2013	8/20/2013	7,492 03	7,243 84	248 19	0.00	248 19
JOHNSON & JOHNSON	JNJ	115	3/11/2013	8/20/2013	10,353 76	9,016 34	1,337 42	0 00	1,337 42
JOHNSON & JOHNSON	JNJ	91	3/14/2013	8/20/2013	8,192 99	7,182 69	1,010 30	0 00	1,010 30
JOHNSON & JOHNSON	JNJ	73	3/14/2013	8/20/2013	6,572 40	5,759 83	812 57	0 00	812 57
JOHNSON & JOHNSON	JNJ	9	3/15/2013	8/20/2013	810 30	707 76	102 54	0 00	102 54
JOHNSON & JOHNSON	JNJ	162	3/15/2013	8/20/2013	14,585 32	12,801 00	1,784 32	0 00	1,784 32
KLA-TENCOR CORP	KLAC	290	2/22/2013	8/20/2013	16,362 41	15,937 62	424 79	0 00	424 79
L BRANDS, INC	LB	281	2/22/2013	8/20/2013	17,046 17	12,033 49	5,012 68	0 00	5,012 68
MERCK AND CO INC	MRK	600	2/22/2013	8/20/2013	28,877 49	25,630 80	3,246 69	0 00	3,246 69
MICROSOFT CORP	MSFT	521	2/22/2013	8/20/2013	16,526 82	14,392 94	2,133 88	0 00	2,133 88
MOLEX INCORPORATED	MOLX	523	2/22/2013	8/20/2013	15,616 02	14,577 42	1,038 60	0 00	1,038 60
MONDELEZ INTERNATIONAL-W/I	MDLZ	534	2/22/2013	8/20/2013	16,470 62	14,303 46	2,167 16	0 00	2,167 16
NISOURCE INC	NI	726	2/22/2013	8/20/2013	21,675 95	19,745 31	1,930 64	0 00	1,930 64
NORTHEAST UTILITIES	NU	16	2/22/2013	8/20/2013	665 89	662 92	2 97	0 00	2 97
NORTHERN TRUST CORP	NTRS	178	2/22/2013	8/20/2013	9,994 52	9,438 40	556 12	0 00	556 12
OCCIDENTAL PETROLEUM CORP	OXY	126	6/4/2013	8/20/2013	10,906 37	11,910 35	(1,003 98)	0 00	(1,003 98)
PFIZER INC	PFE	1,000 00	2/22/2013	8/20/2013	28,639 50	27,396 40	1,243 10	0 00	1,243 10
PHILIP MORRIS INTERNATIONAL	PM	7	5/2/2013	8/20/2013	594 01	669 64	(75 63)	0 00	(75 63)
PHILIP MORRIS INTERNATIONAL	PM	7	5/2/2013	8/20/2013	594 01	667 13	(73 12)	0 00	(73 12)
PHILIP MORRIS INTERNATIONAL	PM	7	5/2/2013	8/20/2013	594 01	663 78	(69 77)	0 00	(69 77)
PHILIP MORRIS INTERNATIONAL	PM	15	5/2/2013	8/20/2013	1,272 88	1,425 58	(152 70)	0 00	(152 70)
PHILIP MORRIS INTERNATIONAL	PM	7	5/3/2013	8/20/2013	594 01	662 14	(68 13)	0 00	(68 13)
PHILIP MORRIS INTERNATIONAL	PM	8	5/3/2013	8/20/2013	678 87	757 37	(78 50)	0 00	(78 50)
PHILIP MORRIS INTERNATIONAL	PM	4	5/3/2013	8/20/2013	339 43	379 79	(40 36)	0 00	(40 36)
PHILIP MORRIS INTERNATIONAL	PM	8	5/3/2013	8/20/2013	678 87	760 55	(81 68)	0 00	(81 68)
PHILIP MORRIS INTERNATIONAL	PM	18	5/6/2013	8/20/2013	1,527 45	1,683 45	(156 00)	0 00	(156 00)
PHILIP MORRIS INTERNATIONAL	PM	53	2/22/2013	8/20/2013	4,497 51	4,914 02	(416 51)	0 00	(416 51)
PHILIP MORRIS INTERNATIONAL	PM	25	4/29/2013	8/20/2013	2,121 46	2,396 25	(274 79)	0 00	(274 79)
PHILIP MORRIS INTERNATIONAL	PM	18	4/30/2013	8/20/2013	1,527 45	1,722 14	(194 69)	0 00	(194 69)
PHILIP MORRIS INTERNATIONAL	PM	24	4/29/2013	8/20/2013	2,036 60	2,303 97	(267 37)	0 00	(267 37)
PHILIP MORRIS INTERNATIONAL	PM	7	5/1/2013	8/20/2013	594 01	674 17	(80 16)	0 00	(80 16)
PHILIP MORRIS INTERNATIONAL	PM	45	4/30/2013	8/20/2013	3,818 63	4,302 53	(483 90)	0 00	(483 90)

PHILIP MORRIS INTERNATIONAL	PM	25	5/1/2013	8/20/2013	2,121.46	2,395 09	(273 63)	0 00	(273 63)
PHILIP MORRIS INTERNATIONAL	PM	1	4/29/2013	8/20/2013	84 86	96.03	(11 17)	0 00	(11 17)
PHILIP MORRIS INTERNATIONAL	PM	13	5/1/2013	8/20/2013	1,103 16	1,253 60	(150 44)	0 00	(150 44)
PNC FINANCIAL SERVICES GROUP INC	PNC	179	6/10/2013	8/20/2013	13,270 87	13,049 49	221 38	0 00	221 38
PPG INDUSTRIES INC	PPG	33	2/22/2013	8/20/2013	5,200 04	4,333 01	867 03	0 00	867 03
PPG INDUSTRIES INC	PPG	63	2/22/2013	8/20/2013	9,998 11	8,272 12	1,725 99	0 00	1,725 99
PPG INDUSTRIES INC	PPG	49	2/22/2013	8/20/2013	7,781 78	6,433 87	1,347 91	0 00	1,347 91
PROCTER & GAMBLE CO	PG	11	5/2/2013	8/20/2013	880 24	856 42	23 82	0 00	23 82
PROCTER & GAMBLE CO	PG	11	5/2/2013	8/20/2013	880 24	854 88	25 36	0 00	25 36
PROCTER & GAMBLE CO	PG	11	5/2/2013	8/20/2013	880 24	855 55	24 69	0 00	24 69
PROCTER & GAMBLE CO	PG	13	5/3/2013	8/20/2013	1,040 28	1,015 93	24 35	0 00	24 35
PROCTER & GAMBLE CO	PG	14	5/3/2013	8/20/2013	1,120 30	1,095 67	24 63	0 00	24 63
PROCTER & GAMBLE CO	PG	19	5/3/2013	8/20/2013	1,520 41	1,486 15	34 26	0 00	34.26
PROCTER & GAMBLE CO	PG	19	5/6/2013	8/20/2013	1,520 41	1,477 26	43 15	0 00	43 15
PROCTER & GAMBLE CO	PG	122	3/11/2013	8/20/2013	9,762 65	9,428 86	333 79	0 00	333 79
PROCTER & GAMBLE CO	PG	28	4/29/2013	8/20/2013	2,240 61	2,178 22	62 39	0 00	62.39
PROCTER & GAMBLE CO	PG	38	4/29/2013	8/20/2013	3,040 82	2,953 45	87 37	0 00	87 37
PROCTER & GAMBLE CO	PG	17	5/1/2013	8/20/2013	1,360 37	1,314 30	46 07	0 00	46 07
PROCTER & GAMBLE CO	PG	22	5/2/2013	8/20/2013	1,760 48	1,718 28	42 20	0 00	42 20
SEMPRA ENERGY	SRE	270	2/22/2013	8/20/2013	22,551 11	20,624 41	1,926 70	0 00	1,926 70
SNAP-ON INC	SNA	272	2/22/2013	8/20/2013	26,121 25	21,351 38	4,769 87	0 00	4,769 87
T ROWE PRICE GROUP INC	TROW	308	2/22/2013	8/20/2013	22,241 71	22,117 11	124 60	0 00	124 60
TEXAS INSTRUMENTS INC	TXN	308	3/12/2013	8/20/2013	11,925 55	10,947 12	978 43	0 00	978 43
THE HERSHEY COMPANY	HSY	174	2/22/2013	8/20/2013	16,556 80	14,026 90	2,529 90	0 00	2,529 90
THE TRAVELERS COMPANIES INC	TRV	349	2/22/2013	8/20/2013	28,113 94	28,246 31	(132 37)	0 00	(132 37)
TIME WARNER CABLE INC	TWC	124	2/22/2013	8/20/2013	13,480 80	10,645.85	2,834 95	0 00	2,834 95
TIME WARNER INC NEW	TWX	483	2/22/2013	8/20/2013	29,690 50	25,539 93	4,150 57	0 00	4,150 57
V F CORP	VFC	22	2/22/2013	8/20/2013	4,202 14	3,484 53	717 61	0 00	717 61
VALIDUS HOLDINGS LTD	VR	341	2/22/2013	8/20/2013	11,777 93	11,990 62	(212 69)	0 00	(212 69)
VERIZON COMMUNICATIONS INC	VZ	474	2/22/2013	8/20/2013	22,674 05	21,246 48	1,427 57	0 00	1,427 57
WELLS FARGO & CO	WFC	675	2/22/2013	8/20/2013	28,673 50	23,950 49	4,723 01	0 00	4,723 01
WILLIAMS COMPANIES INC	WMB	330	2/22/2013	8/20/2013	11,378 20	11,291 01	87 19	0 00	87 19
WILLIAMS SONOMA INC	WSM	379	2/22/2013	8/20/2013	22,578 90	17,364 07	5,214 83	0 00	5,214 83
YUM BRANDS INC	YUM	23	5/1/2013	8/20/2013	1,668 58	1,559 28	109 30	0 00	109 30
YUM BRANDS INC	YUM	59	5/2/2013	8/20/2013	4,280 27	4,022 56	257 71	0 00	257 71
YUM BRANDS INC	YUM	43	5/3/2013	8/20/2013	3,119 52	2,965 01	154 51	0.00	154 51
YUM BRANDS INC	YUM	17	5/3/2013	8/20/2013	1,233 30	1,173 51	59 79	0 00	59 79
YUM BRANDS INC	YUM	8	5/6/2013	8/20/2013	580 38	547 65	32 73	0 00	32 73
YUM BRANDS INC	YUM	7	5/6/2013	8/20/2013	507 83	479 41	28 42	0 00	28 42
YUM BRANDS INC	YUM	14	5/6/2013	8/20/2013	1,015 66	957 16	58 50	0 00	58 50
YUM BRANDS INC	YUM	30	4/30/2013	8/20/2013	2,176.41	2,033 17	143 24	0 00	143 24
YUM BRANDS INC	YUM	10	4/29/2013	8/20/2013	725 46	676 24	49 22	0 00	49 22
YUM BRANDS INC	YUM	15	4/30/2013	8/20/2013	1,088 20	1,021 98	66 22	0 00	66 22
YUM BRANDS INC	YUM	18	5/1/2013	8/20/2013	1,305 84	1,220.21	85 63	0 00	85 63
NORTHEAST UTILITIES	NU	23	2/22/2013	8/22/2013	944 91	952 95	(8 04)	0 00	(8 04)
NORTHEAST UTILITIES	NU	30	2/22/2013	8/23/2013	1,241 76	1,242 98	(1 22)	0 00	(1 22)
NORTHEAST UTILITIES	NU	82	2/22/2013	8/23/2013	3,397 04	3,397 47	(0 43)	0 00	(0 43)
NORTHEAST UTILITIES	NU	17	2/22/2013	8/26/2013	703 79	704 35	(0 56)	0 00	(0 56)
NORTHEAST UTILITIES	NU	20	2/22/2013	8/27/2013	823 56	828 65	(5 09)	0 00	(5 09)
NORTHEAST UTILITIES	NU	49	2/22/2013	8/27/2013	2,023 66	2,030 19	(6 53)	0 00	665 56
NORTHEAST UTILITIES	NU	8	2/22/2013	8/28/2013	329 38	331 46	(2 08)	0 00	666 37
NORTHEAST UTILITIES	NU	22	2/22/2013	8/29/2013	902 89	911 52	(8 63)	0 00	667 18
NORTHEAST UTILITIES	NU	5	2/22/2013	8/30/2013	204 27	207 16	(2 89)	0 00	668 00
NORTHEAST UTILITIES	NU	44	2/22/2013	8/30/2013	1,799 15	1,823 03	(23 88)	0 00	668 81
3M CO	MMM	17	2/22/2013	9/25/2013	2,051 16	1,751 45	299 71	0 00	299 71

COCA-COLA CO	KO	50	2/22/2013	9/25/2013	1,920 19	1,896 10	24 09	0 00	24 09
CONOCOPHILLIPS	COP	31	2/22/2013	9/25/2013	2,188 20	1,794 55	393 65	0 00	393 65
HOME DEPOT INC	HD	26	2/22/2013	9/25/2013	1,971 71	1,700 41	271 30	0 00	271 30
PHILIP MORRIS INTERNATIONAL	PM	22	2/22/2013	9/25/2013	1,911 02	2,039 78	(128 76)	0 00	(128 76)
PROCTER & GAMBLE CO	PG	26	3/11/2013	9/25/2013	2,041 10	2,009 43	31 67	0 00	31 67
SNAP-ON INC	SNA	19	2/22/2013	9/25/2013	1,892 79	1,491 46	401 33	0 00	401 33
THE TRAVELERS COMPANIES INC	TRV	24	2/22/2013	9/25/2013	2,065 46	1,942 44	123 02	0 00	123 02
SNAP-ON INC	SNA	30	2/22/2013	10/17/2013	3,009 20	2,354 93	654 27	0 00	654 27
SNAP-ON INC	SNA	16	2/22/2013	10/17/2013	1,604 96	1,255 96	349 00	0 00	349 00
SNAP-ON INC	SNA	10	2/22/2013	10/17/2013	1,003 24	784 98	218 26	0 00	218 26
SNAP-ON INC	SNA	15	2/22/2013	10/18/2013	1,518 89	1,177 47	341 42	0 00	341 42
SNAP-ON INC	SNA	24	2/22/2013	10/21/2013	2,445 59	1,883 94	561 65	0 00	561 65
SNAP-ON INC	SNA	2	2/22/2013	10/22/2013	204 44	157 00	47 44	0 00	47 44
SNAP-ON INC	SNA	14	2/22/2013	10/22/2013	1,427 85	1,098 97	328 88	0 00	328 88
SNAP-ON INC	SNA	6	2/22/2013	10/23/2013	606 94	470 99	135 95	0 00	135 95
SNAP-ON INC	SNA	109	2/22/2013	10/23/2013	11,040 14	8,556 25	2,483 89	0 00	2,483 89
SNAP-ON INC	SNA	2	2/22/2013	10/24/2013	202 50	157 00	45 50	0 00	45 50
SNAP-ON INC	SNA	43	2/22/2013	10/24/2013	4,353 75	3,375 40	978 35	0 00	978 35
TIME WARNER CABLE INC	TWC	47	2/22/2013	10/29/2013	5,558 72	4,035 12	1,523 60	0.00	1,523 60
TIME WARNER CABLE INC	TWC	72	2/22/2013	10/29/2013	8,518 66	6,181 46	2,337 20	0 00	2,337 20
MOLEX INCORPORATED	MOLX	121	2/22/2013	10/30/2013	4,669 91	3,372 60	1,297 31	0 00	1,297 31
MOLEX INCORPORATED	MOLX	51	2/22/2013	10/30/2013	1,969.33	1,421 51	547 82	0.00	547.82
SNAP-ON INC	SNA	16	2/22/2013	10/30/2013	1,624 47	1,255 96	368 51	0 00	368 51
TIME WARNER CABLE INC	TWC	8	2/22/2013	10/30/2013	935 31	686 83	248 48	0 00	248 48
TIME WARNER CABLE INC	TWC	29	2/22/2013	10/30/2013	3,389 17	2,489 75	899 42	0 00	899 42
TIME WARNER CABLE INC	TWC	20	2/22/2013	10/30/2013	2,334 48	1,717.07	617 41	0 00	617 41
MOLEX INCORPORATED	MOLX	59	2/22/2013	10/31/2013	2,276 54	1,644.49	632 05	0 00	632 05
MOLEX INCORPORATED	MOLX	107	2/22/2013	10/31/2013	4,125 31	2,982 38	1,142 93	0 00	1,142 93
SNAP-ON INC	SNA	29	2/22/2013	10/31/2013	2,990 79	2,276 43	714 36	0 00	714 36
SNAP-ON INC	SNA	11	2/22/2013	10/31/2013	1,137 05	863 47	273 58	0 00	273.58
SNAP-ON INC	SNA	24	2/22/2013	10/31/2013	2,468 21	1,883 94	584 27	0 00	584 27
MOLEX INCORPORATED	MOLX	75	2/22/2013	11/1/2013	2,888 57	2,090 45	798 12	0 00	798 12
MOLEX INCORPORATED	MOLX	74	2/22/2013	11/1/2013	2,851 56	2,062 58	788 98	0 00	788 98
SNAP-ON INC	SNA	7	2/22/2013	11/1/2013	727 78	549 48	178 30	0 00	178 30
SNAP-ON INC	SNA	22	2/22/2013	11/1/2013	2,280 93	1,726 95	553 98	0 00	553 98
SNAP-ON INC	SNA	2	2/22/2013	11/1/2013	207 56	157.00	50 56	0 00	50 56
TIME WARNER INC NEW	TWX	29	2/22/2013	11/27/2013	1,912 81	1,533 45	379 36	0 00	379 36
TIME WARNER INC NEW	TWX	26	2/22/2013	11/27/2013	1,704 74	1,374 82	329 92	0 00	329 92
TIME WARNER INC NEW	TWX	33	2/22/2013	11/27/2013	2,174 86	1,744 96	429 90	0 00	429 90
TIME WARNER INC NEW	TWX	10	2/22/2013	11/29/2013	659 09	528 78	130 31	0 00	130 31
TIME WARNER INC NEW	TWX	25	2/22/2013	11/29/2013	1,653 46	1,321 94	331 52	0 00	331.52
MOLEX INCORPORATED	MOLX	162	2/22/2013	12/2/2013	6,252 97	4,515 38	1,737 59	0 00	1,737 59
MOLEX INCORPORATED	MOLX	604	2/22/2013	12/2/2013	23,300 40	16,835 11	6,465 29	0 00	6,465 29
MOLEX INCORPORATED	MOLX	19	2/22/2013	12/2/2013	733 94	529 58	204 36	0 00	204 36
SNAP-ON INC	SNA	96	2/22/2013	12/2/2013	10,081 80	7,535 78	2,546 02	0 00	2,546 02
TIME WARNER INC NEW	TWX	5	2/22/2013	12/2/2013	328 45	264 39	64 06	0.00	64 06
TIME WARNER INC NEW	TWX	122	2/22/2013	12/2/2013	7,955 86	6,451 08	1,504 78	0 00	1,504 78
TIME WARNER INC NEW	TWX	30	2/22/2013	12/2/2013	1,966 77	1,586 33	380 44	0 00	380 44
TIME WARNER INC NEW	TWX	51	2/22/2013	12/2/2013	3,318 42	2,696 76	621 66	0 00	621 66
MOLEX INCORPORATED	MOLX	573	2/22/2013	12/9/2013	22,163 64	15,971 05	6,192 59	0 00	6,192 59
ABBVIE INC COM	ABBV	15	2/22/2013	1/7/2014	757 11	579 59	177 52	0 00	177 52
ABBVIE INC COM	ABBV	161	2/22/2013	1/7/2014	8,124 56	6,220 98	1,903 58	0 00	1,903 58
ABBVIE INC COM	ABBV	84	2/22/2013	1/7/2014	4,253 28	3,245 73	1,007 55	0 00	1,007 55
YUM BRANDS INC	YUM	20	4/29/2013	1/13/2014	1,483 11	1,352 49	130 62	0 00	130 62
YUM BRANDS INC	YUM	2	5/1/2013	1/13/2014	148 31	135 25	13 06	0 00	13 06

YUM BRANDS INC	YUM	13	4/30/2013	1/13/2014	955 54	879 06	76 48	0 00	76 48
YUM BRANDS INC	YUM	32	5/1/2013	1/13/2014	2,352 10	2,163 97	188 13	0 00	188 13
YUM BRANDS INC	YUM	53	2/22/2013	1/14/2014	3,892 44	3,441 02	451 42	0 00	451 42
YUM BRANDS INC	YUM	23	2/22/2013	1/14/2014	1,701 35	1,493 27	208 08	0 00	208 08
YUM BRANDS INC	YUM	37	4/29/2013	1/14/2014	2,736 94	2,499 61	237 33	0 00	237 33
YUM BRANDS INC	YUM	1	4/29/2013	1/14/2014	73 97	67 57	6 40	0 00	6 40
YUM BRANDS INC	YUM	16	4/30/2013	1/14/2014	1,183.54	1,081 93	101 61	0 00	101 61
YUM BRANDS INC	YUM	3	4/29/2013	1/14/2014	221.91	202 26	19 65	0.00	19 65
CINEMARK HOLDINGS INC	CNK	16	2/22/2013	1/15/2014	502 19	449 04	53 15	0 00	53 15
CINEMARK HOLDINGS INC	CNK	267	2/22/2013	1/15/2014	8,342 66	7,493 30	849 36	0 00	849 36
CINEMARK HOLDINGS INC	CNK	50	2/22/2013	1/15/2014	1,563 63	1,403 24	160 39	0 00	160 39
YUM BRANDS INC	YUM	65	2/22/2013	1/15/2014	4,769 06	4,220 11	548 95	0 00	548 95
CINEMARK HOLDINGS INC	CNK	68	2/22/2013	1/16/2014	2,129.26	1,908 41	220 85	0 00	220 85
ARTHUR J GALLAGHER & CO	AJG	28	2/22/2013	1/23/2014	1,355.60	1,084.65	270 95	0 00	270 95
SNAP-ON INC	SNA	15	2/22/2013	1/23/2014	1,556 64	1,177 47	379 17	0 00	379 17
ARTHUR J GALLAGHER & CO	AJG	128	2/22/2013	1/24/2014	6,117 29	4,958 41	1,158 88	0 00	1,158 88
SNAP-ON INC	SNA	50	2/22/2013	1/24/2014	5,055 07	3,924 88	1,130 19	0 00	1,130 19
ARTHUR J GALLAGHER & CO	AJG	116	2/22/2013	1/27/2014	5,423 10	4,493 56	929 54	0 00	929 54
SNAP-ON INC	SNA	43	2/22/2013	1/27/2014	4,276 51	3,375 40	901 11	0 00	901 11
ARTHUR J GALLAGHER & CO	AJG	75	2/22/2013	1/28/2014	3,541 57	2,905 32	636 25	0 00	636 25
SNAP-ON INC	SNA	32	2/22/2013	1/28/2014	3,191 11	2,511 93	679 18	0 00	679 18
WILLIAMS SONOMA INC	WSM	99	2/22/2013	1/30/2014	5,258 03	4,535 73	722 30	0 00	722 30
WILLIAMS SONOMA INC	WSM	387	1/28/2014	1/30/2014	20,554 14	20,981 20	(427 06)	0 00	(427 06)
YUM BRANDS INC	YUM	3	2/22/2013	1/30/2014	199 57	194 77	4 80	0 00	4 80
YUM BRANDS INC	YUM	232	1/28/2014	1/30/2014	15,433 32	15,809 64	(376 32)	0 00	(376 32)
TOTAL					1,732,500.82	1,583,855.41	148,645.41	0.00	152,025.34

THE WALKER FAMILY FOUNDATION
FYE 3/31/2014

Description	Ticker	Quantity	Acquired Date	Sale Date	Market Cost/Proceeds USD	Cost Basis USD	Short Term Realized Gain Loss USD	Long Term Realized Gain Loss USD	Total Realized Gain Loss USD
PETROCHINA CO LTD ADR	PTR	70	2/21/2013	4/3/2013	9,072 92	9,535 08	(462 16)	0 00	(462 16)
PETROCHINA CO LTD ADR	PTR	50	2/21/2013	4/4/2013	6,476 65	6,810 77	(334 12)	0 00	(334 12)
STATOIL ASA SPONS ADR	STO	395	2/21/2013	4/4/2013	9,496 92	10,037 86	(540 94)	0 00	(540 94)
STATOIL ASA SPONS ADR	STO	265	2/21/2013	4/5/2013	6,366 00	6,734 26	(368 26)	0 00	(368 26)
DIAGEO P L C SPONS ADR NEW	DEO	150	2/21/2013	4/26/2013	18,057 82	17,821 50	236 32	0 00	236 32
COMPANHIA ENERGETICA DE MINAS GERAIS SPONS ADR REP NON VOTING PFD	CIG	985	2/21/2013	7/8/2013	8,792 25	9,918 58	(1,126 33)	0 00	(1,126 33)
COMPANHIA ENERGETICA DE MINAS GERAIS SPONS ADR REP NON VOTING PFD	CIG	820	2/21/2013	7/9/2013	7,227 51	8,257 10	(1,029 59)	0 00	(1,029 59)
PETROCHINA CO LTD ADR	PTR	69	2/21/2013	7/19/2013	8,198 57	9,398 86	(1,200 29)	0 00	(1,200 29)
PETROCHINA CO LTD ADR	PTR	141	2/21/2013	7/22/2013	16,767 01	19,206 37	(2,439 36)	0 00	(2,439 36)
ROYAL DUTCH SHELL PLC ADR	RDS B	105	2/21/2013	8/6/2013	7,026 69	7,018 15	8 54	0 00	8 54
ROYAL DUTCH SHELL PLC ADR	RDS B	75	2/21/2013	8/7/2013	5,035 43	5,012 96	22 47	0 00	22 47
ROCHE HOLDINGS LTD SPONS ADR	RHHBY	225	2/21/2013	8/15/2013	14,246 93	12,672 00	1,574 93	0 00	1,574 93
BOC HONG KONG HOLDINGS LTD SPONS ADR	BHKLY	131	2/21/2013	8/16/2013	8,354 42	8,785 27	(430 85)	0 00	(430 85)
BOC HONG KONG HOLDINGS LTD SPONS ADR	BHKLY	29	2/22/2013	8/16/2013	1,849 45	1,931 26	(81 81)	0 00	(81 81)
ROYAL DUTCH SHELL PLC ADR	RDS B	5	2/21/2013	8/16/2013	332 91	334 20	(1 29)	0 00	(1 29)
TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD SPONS ADR	TSM	570	2/21/2013	8/16/2013	9,114 43	10,709 96	(1,595 53)	0 00	(1,595 53)
TELEKOMUNIKASI IND SPONS ADR	TLK	30	2/21/2013	8/16/2013	1,317 94	1,217 91	100 03	0 00	100 03
ISRAEL CHEMICALS LTD ADR	ISCHY	965	2/22/2013	8/19/2013	7,495 69	12,766 76	(5,271 07)	0 00	(5,271 07)
ISRAEL CHEMICALS LTD ADR	ISCHY	670	2/22/2013	8/20/2013	5,089 23	8,863 96	(3,774 73)	0 00	(3,774 73)
ISRAEL CHEMICALS LTD ADR	ISCHY	540	2/22/2013	8/21/2013	4,020 81	7,144 09	(3,123 28)	0 00	(3,123 28)
TELEKOMUNIKASI IND SPONS ADR	TLK	570	2/21/2013	8/22/2013	19,863 12	23,140 35	(3,277 23)	0 00	(3,277 23)
MUENCHENER RUECKVERSICHERUNGS - GESELLSCHAFT ADR	MURGY	165	2/21/2013	9/16/2013	3,195 94	2,910 60	285 34	0 00	285 34
TESCO PLC SPONS ADR	TSCDY	250	2/21/2013	9/16/2013	4,431 67	4,314 52	117 15	0 00	117.15
UNITED OVERSEAS BANK LTD SPONS ADR	UOVEY	155	2/21/2013	9/16/2013	5,190 11	4,882 50	307 61	0 00	307 61
VODAFONE GROUP PLC SPONS ADR		915	2/21/2013	9/16/2013	30,960 50	22,546 06	8,414 44	0 00	8,414 44
MUENCHENER RUECKVERSICHERUNGS - GESELLSCHAFT ADR	MURGY	170	2/21/2013	9/17/2013	3,301.15	2,998 80	302 35	0 00	302 35
TESCO PLC SPONS ADR	TSCDY	250	2/21/2013	9/17/2013	4,426 30	4,314 53	111 77	0 00	111 77
UNITED OVERSEAS BANK LTD SPONS ADR	UOVEY	110	2/21/2013	9/17/2013	3,657 36	3,465 00	192 36	0 00	192 36
TESCO PLC SPONS ADR	TSCDY	500	2/21/2013	10/9/2013	8,447 00	8,629 05	(182 05)	0 00	(182 05)
ISRAEL CHEMICALS LTD ADR	ISCHY	66	2/22/2013	10/31/2013	539 76	873 17	(333 41)	0 00	(333 41)
ISRAEL CHEMICALS LTD ADR	ISCHY	244	2/25/2013	10/31/2013	1,995 49	3,221 21	(1,225 72)	0 00	(1,225 72)
ISRAEL CHEMICALS LTD ADR	ISCHY	550	2/25/2013	11/4/2013	4,651 10	7,260 94	(2,609 84)	0 00	(2,609 84)
ISRAEL CHEMICALS LTD ADR	ISCHY	455	2/25/2013	11/6/2013	3,814 33	6,006 77	(2,192 44)	0 00	(2,192 44)
ISRAEL CHEMICALS LTD ADR	ISCHY	365	2/25/2013	11/7/2013	3,097 18	4,818 62	(1,721 44)	0 00	(1,721 44)
ISRAEL CHEMICALS LTD ADR	ISCHY	195	2/25/2013	11/13/2013	1,609 93	2,574 33	(964 40)	0 00	(964 40)
ISRAEL CHEMICALS LTD ADR	ISCHY	115	2/25/2013	11/14/2013	942 34	1,518 20	(575 86)	0 00	(575 86)
DEUTSCHE POST AG SPONS ADR	DPSGY	445	2/21/2013	1/10/2014	15,609 39	10,150 45	5,458 94	0 00	5,458 94
DEUTSCHE POST AG SPONS ADR	DPSGY	500	2/21/2013	1/13/2014	17,755 09	11,405 00	6,350 09	0 00	6,350 09
BAYER A G SPONS ADR	BAYRY	125	2/21/2013	1/14/2014	16,486 31	11,801 25	4,685.06	0 00	4,685.06
SMITHS GROUP PLC SPONSORED ADR	SMGZY	220	2/21/2013	1/14/2014	5,373 82	4,219 60	1,154 22	0 00	1,154 22
BAE SYSTEMS PLC SPONS ADR	BAESY	545	2/22/2013	1/22/2014	15,743 35	11,750 20	3,993 15	0 00	3,993 15
ALSTOM ADR	ALSMY	2,410 00	8/19/2013	1/23/2014	7,361 46	8,856 79	(1,495 33)	0 00	(1,495 33)
ALSTOM ADR	ALSMY	630	8/22/2013	1/23/2014	1,924 36	2,331 18	(406 82)	0 00	(406 82)
ALSTOM ADR	ALSMY	505	8/23/2013	1/23/2014	1,542 55	1,863 84	(321 29)	0 00	(321 29)

BAE SYSTEMS PLC SPONS ADR	BAESY	525	2/22/2013	1/23/2014	15,218 75	11,319 00	3,899 75	0 00	3,899 75
ALSTOM ADR	ALSMY	2,430 00	8/16/2013	1/24/2014	7,155 49	8,915 43	(1,759 94)	0 00	(1,759 94)
ALSTOM ADR	ALSMY	830	8/19/2013	1/24/2014	2,444 06	3,050 27	(606 21)	0 00	(606 21)
ALSTOM ADR	ALSMY	570	8/21/2013	1/27/2014	1,632 45	2,084 14	(451 69)	0 00	(451 69)
ALSTOM ADR	ALSMY	185	8/16/2013	1/27/2014	529 83	678 75	(148 92)	0 00	(148 92)
VERIZON COMMUNICATIONS INC	VZ	527 312	2/21/2013	2/26/2014	24,389 33	24,710.07	0 00	(320 74)	(320 74)
VERIZON COMMUNICATIONS INC	VZ	428 688	1/28/2014	2/26/2014	19,827 76	20,088 50	(260 74)	0 00	(260 74)
DEUTSCHE POST AG SPONS ADR	DPSGY	440	1/28/2014	3/20/2014	15,321 16	15,564 82	(243 66)	0 00	(243 66)
BOC HONG KONG HOLDINGS LTD SPONS ADR	BHKLY	-315	2/22/2013	3/27/2014	17,612 27	20,977 42	(3,365 15)	0 00	(3,365 15)
TOTAL					**440,390.29**	**447,418.26**	**(6,707.23)**	**(320.74)**	

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div	Yield
US Small Cap Equity							
JPM SMALL CAP CORE FD - SEL FUND 690 4812A1-23-3 VSSC X	55 99	23,329 601	1,306,224 36	1,250,000 00	56,224 36	6,345 65	0 49%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
US All Cap Equity							
ABBVIE INC COM 00287Y-10-9 ABBV	51 40	1,902 000	97,762 80	77,074 40	20,688 40	3,195 36	3 27%
ACCENTURE PLC-CL A G1151C-10-1 ACN	79 72	975.000	77,727 00	74,181 62	3,545 38	1,813 50	2 33%
AIR PRODUCTS & CHEMICALS INC 009158-10-6 APD	119 04	484 000	57,615 36	47,134 07	10,481 29	1,490 72 372 68	2 59%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US All Cap Equity							
ANALOG DEVICES INC 032654-10-5 ADI	53 14	2,182 000	115,951 48	101,068 64	14,882 84	3,229 36	2 79%
ARTHUR J GALLAGHER & CO 363576-10-9 AJG	47 58	1,088 000	51,767 04	42,146 51	9,620 53	1,566 72	3 03%
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	77 26	740.000	57,172.40	49,464 82	7,707.58	1,420.80 355 20	2 49%
BB & T CORP 054937-10-7 BBT	40 17	1,768 000	71,020 56	67,002 79	4,017 77	1,626 56	2 29%
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	51 95	1,387 000	72,054.65	67,533 21	4,521 44	1,997 28	2 77%
CHEVRON CORP 166764-10-0 CVX	118 91	1,079 000	128,303 89	124,564 63	3,739 26	4,316 00	3 36%
CINCINNATI FINANCIAL CORP 172062-10-1 CINF	48 66	1,304 000	63,452 64	59,774 58	3,678 06	2,295 04 573.76	3 62%
CINEMARK HOLDINGS INC 17243V-10-2 CNK	29 01	1,833.000	53,175 33	52,337.50	837.83	1,833 00	3 45%
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	74 02	1,771 000	131,089 42	108,905 97	22,183 45	3,329 48	2 54%
CMS ENERGY CORP 125896-10-0 CMS	29 28	1,954 000	57,213 12	51,538 31	5,674 81	2,110.32	3 69%
COCA-COLA CO 191216-10-0 KO	38 66	3,293 000	127,307 38	125,708.16	1,599 22	4,017 46 1,004 37	3 16%
CONOCOPHILLIPS 20825C-10-4 COP	70.35	2,068 000	145,483 80	123,685 12	21,798 68	5,707 68	3 92%
CULLEN FROST BANKERS INC 229899-10-9 CFR	77 53	519 000	40,238 07	36,657 85	3,580 22	1,038 00	2 58%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US All Cap Equity							
DTE ENERGY CO 233331-10-7 DTE	74 29	816.000	60,620 64	56,139 81	4,480 83	2,137 92 534 48	3 53%
EDISON INTERNATIONAL 281020-10-7 EIX	56.61	512.000	28,984 32	24,070 04	4,914 28	727 04 181 76	2 51%
FIDELITY NATIONAL INFORMATION SERVICES 31620M-10-6 FIS	53 45	1,155 000	61,734 75	48,790.44	12,944.31	1,108.80	1.80%
HOME DEPOT INC 437076-10-2 HD	79 13	2,210 000	174,877.30	151,301 45	23,575 85	4,154 80	2 38%
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	81 33	1,252 000	101,825 16	90,596 17	11,228 99	2,103 36 525 84	2.07%
JOHNSON & JOHNSON 478160-10-4 JNJ	98 23	2,404 000	236,144 92	196,078 26	40,066 66	6,346 56	2 69%
KLA-TENCOR CORP 482480-10-0 KLAC	69 14	1,646 000	113,804 44	92,264 67	21,539 77	2,962 80	2 60%
L BRANDS, INC. 501797-10-4 LB	56 77	1,678 000	95,260 06	80,116 95	15,143 11	2,282 08	2 40%
M & T BANK CORP 55261F-10-4 MTB	121 30	623 000	75,569 90	69,510 23	6,059 67	1,744 40	2 31%
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	87 04	488.000	42,475 52	38,726.63	3,748 89	819.84	1.93%
MERCK AND CO INC 58933Y-10-5 MRK	56 77	3,611.000	204,996 47	162,859 10	42,137 37	6,355 36 1,588 84	3 10%
MICROSOFT CORP 594918-10-4 MSFT	40 99	2,926.000	119,936 74	86,405 37	33,531 37	3,277 12	2 73%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	34 55	2,428 000	83,887 40	68,852.88	15,034 52	1,359 68 339 92	1 62%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US All Cap Equity							
NISOURCE INC 65473P-10-5 NI	35 53	3,303 000	117,355 59	95,000 67	22,354 92	3,303 00	2 81%
NORTHERN TRUST CORP 665859-10-4 NTRS	65 56	1,183 000	77,557 48	66,217 36	11,340 12	1,466 92 366 73	1 89%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95.29	692.000	65,940 68	63,728 62	2,212 06	1,992 96 498 24	3 02%
OMNICOM GROUP INC 681919-10-6 OMC	72 60	1,160 000	84,216 00	82,199 73	2,016 27	1,856 00 464 00	2 20%
PFIZER INC 717081-10-3 PFE	32 12	6,112.000	196,317 44	171,819 51	24,497 93	6,356 48	3 24%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	81 87	1,494 000	122,313 78	134,258 74	(11,944 96)	5,617 44 1,404 36	4 59%
PNC FINANCIAL SERVICES GROUP INC 693475-10-5 PNC	87 00	1,415 000	123,105 00	106,512 45	16,592 55	2,490 40	2 02%
PPG INDUSTRIES INC 693506-10-7 PPG	193.46	183 000	35,403 18	26,119 20	9,283 98	446.52	1.26%
PROCTER & GAMBLE CO 742718-10-9 PG	80 60	1,719 000	138,551 40	133,260 36	5,291 04	4,135 91	2 99%
SEMPRA ENERGY 816851-10-9 SRE	96 76	1,228 000	118,821.28	97,751 96	21,069.32	3,241 92 810.48	2 73%
SNAP-ON INC 833034-10-1 SNA	113 48	323.000	36,654.04	25,354 75	11,299.29	568 48	1 55%
T ROWE PRICE GROUP INC 74144T-10-8 TROW	82.35	1,404.000	115,619 40	103,738.41	11,880 99	2,471 04	2 14%
TEXAS INSTRUMENTS INC 882508-10-4 TXN	47 16	1,688 000	79,606 08	62,341.99	17,264 09	2,025 60	2 54%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
US All Cap Equity							
THE HERSHEY COMPANY 427866-10-8 HSY	104 40	792.000	82,684 80	67,096 99	15,587 81	1,536 48	1 86 %
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	85 10	1,588 000	135,138 80	129,384 21	5,754 59	3,176 00	2 35 %
TIME WARNER INC NEW 887317-30-3 TWX	65.33	1,259.000	82,250 47	69,746.73	12,503 74	1,598 93	1 94 %
TIME WARNER CABLE INC 88732J-20-7 TWC	137 18	474 000	65,023 32	46,192 98	18,830 34	1,422 00	2 19 %
US BANCORP DEL 902973-30-4 USB	42 86	1,027 000	44,017 22	40,776 40	3,240 82	944 84 236 21	2 15 %
V F CORP 918204-10-8 VFC	61 88	1,024 000	63,365 12	44,973 38	18,391 74	1,075 20	1 70 %
VALIDUS HOLDINGS LTD G9319H-10-2 VR	37 71	1,550 000	58,450 50	55,128 18	3,322 32	1,860 00	3 18 %
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	47 57	3,099 000	147,419 43	140,914 35	6,505 08	6,569 88	4 46 %
WELLS FARGO & CO 949746-10-1 WFC	49 74	4,265 000	212,141 10	162,055 84	50,085 26	5,118 00	2 41 %
WILLIAMS SONOMA INC 969904-10-1 WSM	66 64	1,236 000	82,367 04	56,627 96	25,739 08	1,631 52	1 98 %
WILLIAMS COMPANIES INC 969457-10-0 WMB	40 58	1,809 000	73,409 22	64,219 18	9,190 04	2,912 49	3 97 %
YUM BRANDS INC 988498-10-1 YUM	75 39	751 000	56,617 89	48,758 54	7,859 35	1,111 48	1 96 %

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
US All Cap Equity							
3M CO 88579Y-10-1 MMM	135 66	1,190 000	161,435 40	130,184 68	31,250 72	4,069 80	2 52%
Total US All Cap Equity			**$5,323,234.22**	**$4,598,853.35**	**$724,380.87**	**$145,366.33 $9,256.87**	**2.73%**

Note: P indicates position adjusted for Pending Trade Activity
[1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
EAFE Equity							
ABB LTD SPONS ADR 000375-20-4 ABB	25 79	3,535 000	91,167 65	84,160 31	7,007 34	2,697 20	2 96 %
ALSTOM ADR 021244-20-7 ALSM Y	2 67	5,145 000	13,737 15	18,755 02	(5,017 87)	370 44	2 70 %
ASTRAZENECA PLC SPONS ADR 046353-10-8 AZN	64 88	405 000	26,276 40	18,111 56	8,164 84	1,134.00	4 32 %
BAE SYSTEMS PLC SPONS ADR 05523R-10-7 BAES Y	28 03	2,325 000	65,169.75	59,561 89	5,607 86	2,996 92	4 60 %
BAYER A G SPONS ADR 072730-30-2 BAYR Y	135 26	590 000	79,803 40	68,933 65	10,869 75	1,241 36	1 56 %
BHP LTD SPONS ADR 088606-10-8 BHP	67 77	1,240 000	84,034 80	86,020 81	(1,986 01)	2,926 40	3 48 %
BNP PARIBAS ADR 05565A-20-2 BNPQ Y	38 72	3,425 000	132,616 00	137,087 80	(4,471 80)	2,500 25	1 89 %

EAFE Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
P **BOC HONG KONG HOLDINGS LTD** SPONS ADR 096813-20-9 BHKL Y	56 81	1,335 000	75,841 35	83,343 75	(7,502 40)	4,206 58	5 55%
BRITISH AMERICAN TOBACCO PLC SPONS ADR 110448-10-7 BTI	111 43	1,575 000	175,502 25	160,479 99	15,022 26	7,411 95 4,613 19	4 22%
DEUTSCHE TELEKOM AG SPONS ADR 251566-10-5 DTEG Y	16 22	9,200 000	149,224 00	142,058 64	7,165 36	6,118 00	4 10%
DEUTSCHE POST AG SPONS ADR 25157Y-20-2 DPSG Y	37.20	2,725 000	101,370 00	78,131 86	23,238 14	2,417 07	2 38%
GDF SUEZ SPONS ADR 36160B-10-5 GDFZ Y	27 34	5,500 000	150,370 00	119,344 28	31,025 72	7,458 00	4 96%
GLAXOSMITHKLINE PLC SPONS ADR 37733W-10-5 GSK	53 43	3,165 000	169,105 95	158,209 96	10,895 99	7,814 38 2,135 28	4 62%
HSBC HOLDINGS PLC SPONS ADR 404280-40-6 HSBC	50 83	2,970 000	150,965 10	159,161 88	(8,196 78)	7,276 50 2,539 35	4 82%
IMPERIAL TOBACCO PLC ADR 453142-10-1 ITYB Y	81 36	2,220 000	180,619 20	166,068 61	14,550 59	8,453 76	4 68%
KIRIN HOLDINGS COMPANY LTD SPONS ADR 497350-30-6 KNBW Y	13 85	9,100 000	126,035 00	131,802 06	(5,767 06)	2,520 70 502 34	2 00%

EAFE Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div	Yield
LUKOIL OAO SPONS ADR 677862-10-4 LUKO Y	55 93	2,350 000	131,423 75	140,597 99	(9,174 24)	8,591 60	6 54 %
MTN GROUP LTD SPONS ADR 62474M-10-8 MTNO Y	20 55	5,395 000	110,867.25	104,724 29	6,142 96	4,348 37 2,350 73	3 92 %
MUENCHENER RUECKVERSICHERUNGS - GESELLSCHAFT ADR 626188-10-6 MURG Y	21 94	5,350 000	117,379 00	102,739 74	14,639 26	3,691 50	3 14 %
NESTLE S A SPONS ADR REPSTG REG SH 641069-40-6 NSRG Y	75 22	2,450 000	184,289 00	175,995 70	8,293 30	4,983 30	2 70 %
NIPPON TEL & TEL CORP ADR 654624-10-5 NTT	27 24	6,700 000	182,508 00	178,720 60	3,787 40	4,891 00 2,334 49	2 68 %
NOVARTIS A G ADR 66987V-10-9 NVS	85 02	2,260 000	192,145 20	168,575 95	23,569 25	3,993 42 5,222 43	2 08 %
ORKLA A S A SPONS A/D/R 686331-10-9 ORKL Y	8 55	9,810 000	83,875 50	76,837 15	7,038 35	6,572 70	7 84 %
RECKITT BENCKISER GROUP PLC SPONSORED ADR 756255-20-4 RBGL Y	16 48	9,250 000	152,440 00	137,268 90	15,171 10	3,912 75 1,689 97	2 57 %
ROCHE HOLDINGS LTD SPONS ADR 771195-10-4 RHHB Y	37 72	3,370 000	127,116 40	105,547 09	21,569 31	2,338 78 3,699 75	1 84 %

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
EAFE Equity							
ROYAL DUTCH SHELL PLC ADR 780259-10-7 RDS B	78 11	1,220 000	95,294 20	87,358 11	7,936 09	4,392 00	4 61 %
SANOFI 80105N-10-5 SNY	52 28	2,275 000	118,937 00	110,006 88	8,930 12	2,996 17	2 52 %
SIEMENS A G SPONS ADR 826197-50-1 SI	135 15	1,015 000	137,177 25	120,877 20	16,300 05	3,058 19	2 23 %
SINGAPORE TELECOMMUNICATIONS LTD ADR 82929R-30-4 SGAP Y	29 12	3,650 000	106,273 40	103,141 88	3,131 52	4,650 10	4 38 %
SMITHS GROUP PLC SPONSORED ADR 83238P-20-3 SMGZ Y	21 50	3,750 000	80,625 00	82,500 40	(1,875 40)	2,283 75 613 67	2 83 %
P **SSE PLC** ADR 78467K-10-7 SSEZ Y	24 71	4,650 000	114,901 50	115,770 42	(868 92)	6,221 70	5 41 %
STATOIL ASA SPONS ADR 85771P-10-2 STO	28 22	4,080 000	115,137 60	107,129 60	8,008 00	3,480 24	3 02 %
TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD SPONS ADR 874039-10-0 TSM	20 02	880 000	17,617 60	16,534 67	1,082 93	352 88	2 00 %
TELEKOMUNIKASI IND SPONS ADR 715684-10-6 TLK	39 37	730 000	28,740 10	29,635 88	(895 78)	889 87	3 10 %

J.P. Morgan

THE WALKER FAMILY FDN - OAP IHD

For the Period 3/1/14 to 3/31/14

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
EAFE Equity							
TESCO PLC SPONS ADR 881575-30-2 TSCD Y	14 93	4,150 000	61,959 50	68,027 91	(6,068 41)	2,676 75	4 32%
TOTAL SA SPONS ADR 89151E-10-9 TOT	65 60	2,510 000	164,656 00	138,192 97	26,463 03	6,899 99 1,289 13	4 19%
UNILEVER N V 904784-70-9 UN	41 12	3,200 000	131,584 00	124,991 69	6,592 31	3,907 20	2 97%
UNITED OVERSEAS BANK LTD SPONS ADR 911271-30-2 UOVE Y	34 57	2,150 000	74,325 50	68,168 05	6,157 45	2,040 35	2 75%
VODAFONE GROUP PLC-SP ADR 92857W-30-8 VOD	36 81	1,982 000	72,957.42	109,939 63	(36,982 21)	5,860 77	8 03%
ZURICH INSURANCE GROUP-ADR 989825-10-4 ZURV Y	30 74	4,610 000	141,711 40	131,936 79	9,774 61		
Total EAFE Equity			4,515,779.57	4,276,451.56	239,328.01	$160,614.08 $26,997.38	3.45%