



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Return of Private Foundation

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

OMB No. 1545-0052

2013Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

4/1/2013

, and ending

3/31/2014

Name of foundation

NESPOLA CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P O BOX 1501, NJ2-130-03-31

13-7152742

B Telephone number (see instructions)

City or town

State

ZIP code

PENNINGTON

NJ

08534-1501

609-274-6834

Foreign country name

Foreign province/state/county

Foreign postal code

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 changeD 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE 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) ☐ \$

2,151,846

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	48,612	46,267		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	184,930			
b Gross sales price for all assets on line 6a	948,064			
7 Capital gain net income (from Part IV, line 2)		184,930		
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)	14	14		
12 Total. Add lines 1 through 11	233,556	231,211	0	
13 Compensation of officers, directors, trustees, etc.	12,000			12,000
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,500			1,500
c Other professional fees (attach schedule)	26,104	15,662		10,442
17 Interest				
18 Taxes (attach schedule) (see instructions)	4,061	226		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	267	16		251
24 Total operating and administrative expenses. Add lines 13 through 23	43,932	15,904	0	24,193
25 Contributions, gifts, grants paid	62,950			62,950
26 Total expenses and disbursements. Add lines 24 and 25	106,882	15,904	0	87,143
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	126,674			
b Net investment income (if negative, enter -0-)		215,307		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

ENVELOPE
POSTMARK DATE
AUG 12 2014
AUG 29 2014
SCANNED

RECEIVED
AUG 16 2014
IRIS SC
OGDEN, UT

Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	302	1,934	1,934
	2	Savings and temporary cash investments	28,554	130,943	130,943
	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			
	10a	Investments—U S and state government obligations (attach schedule)	164,581	114,446	114,062
	b	Investments—corporate stock (attach schedule)	767,067	833,036	1,134,081
	c	Investments—corporate bonds (attach schedule)	130,295	97,803	103,727
	Liabilities	11	Investments—land, buildings, and equipment basis ▶		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	411,876	448,789	667,099
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)	1,502,675	1,626,951	2,151,846
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
27	Capital stock, trust principal, or current funds	1,502,675	1,626,951		
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)	1,502,675	1,626,951		
31	Total liabilities and net assets/fund balances (see instructions)	1,502,675	1,626,951		

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	1,502,675
2	Enter amount from Part I, line 27a	2	126,674
3	Other increases not included in line 2 (itemize) ▶ PURCHASE OF ACCRUED INTEREST C/O FROM	3	61
4	Add lines 1, 2, and 3	4	1,629,410
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,459
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,626,951

Form 990-PF (2013)

NESPOLA CHARITABLE FOUNDATION

13-7152742

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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			0
b			0
c			0
d			0
e			0

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

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	184,930
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	81,076	1,731,217	0.046832
2011	75,871	1,659,120	0.045730
2010	73,572	1,561,078	0.047129
2009	94,471	1,469,678	0.064280
2008	107,584	1,804,198	0.059630

2 Total of line 1, column (d)	2	0.263601
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052720
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,006,281
5 Multiply line 4 by line 3	5	105,771
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,153
7 Add lines 5 and 6	7	107,924
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	87,143

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		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
1			4,306
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0
3	Add lines 1 and 2		4,306
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		4,306
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,884
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		2,884
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		1,422
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐		0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	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 ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b	N/A	
6b		X
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
RICHARD P NESPOLA 7014 W 123RD TERR 407 OVERLAND PARK, KS 666	TRUSTEE 5 00	0		
FAYE NESPOLA 7014 W 123RD TERR 407 OVERLAND PARK, KS 666	TRUSTEE 1 00	0		
RICHARD P NESPOLA JR 3936 HIGHWOOD COURT NW WASHINGTON, DC 200	TRUSTEE 1 00	12,000		

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

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

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



0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,973,187
b	Average of monthly cash balances	1b	63,647
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,036,834
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	2,036,834
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	30,553
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,006,281
6	Minimum investment return. Enter 5% of line 5	6	100,314

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	100,314
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,306
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,306
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,008
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	96,008
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	96,008

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	87,143
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	87,143
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	87,143

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				96,008
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			60,743	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>87,143</u>				
a Applied to 2012, but not more than line 2a			60,743	
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				26,400
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				69,608
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

RICHARD P & FAYE NESPOLA

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

NONE

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

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

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

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	62,950
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

- | | | |
|---|---|----|
| 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 |
| | (2) Other assets | 1a |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b |
| | (3) Rental of facilities, equipment, or other assets | 1b |
| | (4) Reimbursement arrangements | 1b |
| | (5) Loans or loan guarantees | 1b |
| | (6) Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | |
| 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 | 1 |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

correct, and complete. Declaration of preparer (other than the taxpayer) is based on all information of which preparer has knowledge.

Richard P. [Signature]
Signature of officer or trustee

On all information of which preparer has any knowledge

Date	Title
7/23/14	TH EE

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

DONALD J ROMAN

Preparer's signature

0226

Date

7/15/2014

Check ☒ if self-employed

PTIN

P00364310

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

Phone no	412-355-6000
----------	--------------

NESPOLA CHARITABLE FOUNDATION

13-7152742 Page 1 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GUIDE DOG FOUNDATION FOR THE BLIND

Street

371 EAST JERICHO TURNPIKE

City

SMITHTOWN

State

NY

Zip Code

11787

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

EAST HAMPTON LIBRARY

Street

159 MAIN ST

City

EAST HAMPTON

State

NY

Zip Code

11937

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

HOLY CROSS HIGH SCHOOL OF BAYSIDE

Street

26-20 FRANCIS LEWIS BLVD

City

FLUSHING

State

NY

Zip Code

11358

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

COLD SPRING HARBOR LABS

Street

PO BOX 100

City

COLD SPRING HBR

State

NY

Zip Code

11724

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

INTERFAITH NUTRITION NETWORK

Street

211 FULTON AVENUE

City

HEMPSTEAD

State

NY

Zip Code

11550

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,500

Name

FISHER CENTER FOR ALZHEIMERS RESEARCH FOUNDATION

Street

199 WALTER STREET, 23RD FLOOR

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

NESPOLA CHARITABLE FOUNDATION

13-7152742 Page 2 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MT SINAI MEDICAL CENTER

Street

ONE GUSTAVE L LEVY PL

City

NEW YORK

State

NY

Zip Code

10029

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

CITY HARVEST

Street

6 EAST 32ND STREET 5TH FLOOR

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,500

Name

BREAST CANCER RESEARCH FOUNDATION

Street

60 E 56TH ST 8TH FL

City

NEW YORK

State

NY

Zip Code

10022

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

OVARIAN CANCER RESEARCH FUND

Street

14 PENNSYLVANIA PLAZA SUITE 1710

City

NEW YORK

State

NY

Zip Code

10122

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

JOB PATH

Street

22 W 38TH ST FL 11

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250

Name

MICHAEL J FOX FOUNDATION FOR PARKINSONS RESEARCH

Street

CHURCH STREET STATION PO BOX 780

City

NEW YORK

State

NY

Zip Code

10008

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

NESPOLA CHARITABLE FOUNDATION

13-7152742 Page 3 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

AMERICAN HEART ASSOCIATION

Street

7272 GREENVILLE AVENUE

City

DALLAS

State

TX

Zip Code

75231

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

12,000

Name

ANIMAL RESCUE FUND OF THE HAMPTONS

Street

PO BOX 901

City

WAINSCOTT

State

NY

Zip Code

11975

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250

Name

FARM OF THE CHILD

Street

1616 NOTTINGHAM KNOLL DR

City

JACKSONVILLE

State

FL

Zip Code

32225

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

THE SHEPHERD FOUNDATION

Street

3504 DUNLOP ST

City

CHEVY CHASE

State

MD

Zip Code

20815

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

200

Name

ST PATRICKS EPISCOPAL CHURCH

Street

4700 WHITEHAVEN PKWY NW

City

WASHINGTON

State

DC

Zip Code

20007

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

CORCORAN GALLERY OF ART

Street

500 SEVENTEENTH ST NW

City

WASHINGTON

State

DC

Zip Code

20006

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

NESPOLA CHARITABLE FOUNDATION

13-7152742 Page 4 of 4

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NATIONAL MULTIPLE SCLEROSIS SOCIETY NATIONAL CAPITAL CHAPTER

Street

1800 M STREET NW SUITE 750

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250

Name

NATIONAL GALLERY OF ART

Street

2000 S CLUB DR

City

LANDOVER

State

MD

Zip Code

20785

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

SOUTHEASTERN GUIDE DOGS

Street

4210 77TH STREET EAST

City

PALMETTO

State

FL

Zip Code

34221

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

AUBURN UNIVERSITY FOUNDATION/RURAL STUDIO

Street

317 S COLLEGE ST

City

AUBURN

State

AL

Zip Code

36849

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

MEDICAL TEAMS INTERNATIONAL

Street

PO BOX 10

City

PORTLAND

State

OR

Zip Code

97207

Foreign Country**Relationship**

NON

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss
								Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses	Adjustments	
	Long Term CG Distributions	360						Other sales	948,064	763,134	0	184,930
1	X AFLAC INC COM	001055102			6/27/2011		1/16/2014	909	631			278
2	X AT&T INC	002068102			4/2/2009		1/16/2014	238	177			61
3	X AT&T INC	002068102			5/20/2008		7/16/2014	747	537			210
4	X AT&T INC	002068101			2/20/2008		7/16/2014	1,151	984			167
5	X ABBVIE INC SHS	00287Y109			1/16/2013		7/17/2013	5,658	4,567			1,091
6	X ABBVIE INC SHS	00287Y109			12/6/2010		7/17/2013	5,965	3,316			2,649
7	X AETNA INC NEW	00817Y108			2/14/2012		12/31/2013	1,906	1,319			587
8	X VERIZON COMMUNICATIONS	92343VAV0			8/25/2011		12/31/2013	1,046	1,018			28
9	X VIACOM INC NEW CL B	92553P201			4/27/2012		12/31/2013	4,979	2,706			2,273
10	X VORNADO REALTY TRUST CC	929042109			4/1/2013		7/17/2013	5,864	5,846			18
11	X VORNADO REALTY TRUST CC	929042109			4/1/2013		7/17/2013	704	694			10
12	X WADDELL & REED FINL A	930059100			4/5/2012		1/16/2014	3,847	1,785			2,061
13	X WALGREEN CO	931422109			7/19/2013		1/16/2014	9,530	8,029			1,501
14	X WELLS FARGO & CO NEW DE	949746101			9/11/2012		1/16/2014	699	516			183
15	X WELLS FARGO & COMPANY	949748F60			1/9/2013		7/24/2013	978	1,004			-26
16	X AGNICO EAGLE MINES LTD	008474108			10/2/2013		2/13/2014	10,307	8,197			2,110
17	X AGNICO EAGLE MINES LTD	008474108			1/16/2014		2/13/2014	266	227			39
18	X AIR PRODUCTS & CHEM	009158106			9/11/2012		7/17/2013	7,613	6,656			957
19	X AIR PRODUCTS & CHEM	009158106			9/13/2012		7/17/2013	1,738	1,495			243
20	X AMGEN INC COM PV \$0.0001	031162100			9/6/2012		4/25/2013	13,826	10,841			2,985
21	X AMGEN INC COM PV \$0.0001	031162100			2/11/2013		4/25/2013	2,592	2,052			540
22	X AMGEN INC COM PV \$0.0001	031162100			9/14/2012		4/25/2013	3,675	2,785			890
23	X ANHEUSER-BUSCH INBEV WC	035231BP2			7/16/2012		7/24/2013	939	1,013			-74
24	X ANHEUSER-BUSCH INBEV WC	035231BP2			7/16/2012		3/4/2014	5,686	6,072			-386
25	X ANHEUSER-BUSCH INBEV WC	035231BP2			7/20/2012		10/1/2013	3,017	4,490			-1,473
26	X ANNALY CAP MGMT INC	035710409			9/20/2010		10/1/2013	176	270			-94
27	X ANNALY CAP MGMT INC	035710409			4/5/2012		10/1/2013	1,385	1,843			-458
28	X ANNALY CAP MGMT INC	035710409			4/15/2013		10/1/2013	335	440			-105
29	X APPLE INC	037833AK6			5/13/2013		2/28/2014	927	978			-51
30	X AUTOMATIC DATA PROC	053015103			1/16/2013		1/16/2014	1,043	767			276
31	X AVALONBAY COMMUN INC	053484101			10/22/2013		1/16/2014	5,161	5,363			-202
32	X BB&T CORPORATION	054937107			4/11/2013		1/16/2014	925	749			176
33	X BAXTER INTERNL INC	071813109			6/18/2012		4/11/2013	10,119	7,039			3,080
34	X BLACKROCK INC	08247X101			4/5/2012		5/13/2013	8,108	5,953			2,155
35	X BOEING COMPANY	097023105			10/20/2011		12/31/2013	6,552	2,987			3,565
36	X CE INDS HLDGS INC	125269100			4/30/2012		4/22/2013	4,090	4,457			-367
37	X CE INDS HLDGS INC	125269100			5/7/2012		4/22/2013	8,529	8,890			-361
38	X CE INDS HLDGS INC	125269100			12/5/2012		4/22/2013	3,909	4,315			-406
39	X CMS ENERGY CORP	125896100			6/27/2011		1/16/2014	5,244	3,895			1,349
40	X CMS ENERGY CORP	125896100			12/5/2010		1/16/2014	268	248			20
41	X CMS ENERGY CORP	125896100			4/11/2013		1/16/2014	1,115	1,194			-79
42	X CSX CORP	126408103			1/16/2013		4/11/2013	8,089	6,967			1,122
43	X CSX CORP	126408103			2/6/2013		4/11/2013	926	737			189
44	X WISCONSIN ENERGY CORP	976657106			4/11/2013		1/16/2014	1,138	1,209			-71
45	X WISCONSIN ENERGY CORP	976657106			10/15/2009		1/16/2014	655	357			298
46	X WISCONSIN ENERGY CORP	976657106			9/16/2009		1/16/2014	735	406			329
47	X WISCONSIN ENERGY CORP	976657106			12/16/2009		1/16/2014	653	384			269
48	X WISCONSIN ENERGY CORP	976657106			1/16/2013		1/16/2014	447	416			31
49	X WISCONSIN ENERGY CORP	976657106			11/17/2009		1/16/2014	653	360			293
50	X WISCONSIN ENERGY CORP	976657106			8/19/2009		1/16/2014	653	355			298
51	X WISCONSIN ENERGY CORP	976657106			12/20/2010		1/16/2014	732	454			278
52	X WISCONSIN ENERGY CORP	976657106			9/20/2010		1/16/2014	653	462			191
53	X WISCONSIN ENERGY CORP	976657106			7/27/2009		1/16/2014	369	194			175
54	X EATON CORP PLC	G29183103			12/4/2012		1/16/2014	1,304	872			432
55	X ENSCO PLC SHS CL A	G3157S106			4/11/2013		10/2/2013	7,178	7,768			-590
56	X CAMDEN PTY TR COM SBI	133131102			4/30/2012		4/11/2013	5,414	5,074			340
57	X CAMDEN PTY TR COM SBI	133131102			4/27/2012		4/11/2013	938	878			59
58	X CAMDEN PTY TR COM SBI	133131102			10/3/2012		1/16/2014	5,184	5,396			-212
59	X CAMPBELL SOUP CO	134429108			4/5/2012		4/11/2013	2,274	1,670			604
60	X CAMPBELL SOUP CO	134429108			10/19/2010		4/11/2013	458	405			53
61	X CAMPBELL SOUP CO	134429109			9/20/2010		4/11/2013	6,145	4,892			1,253
62	X CAMPUS CREST CMNTYS INC	13466Y105			7/19/2013		10/3/2013	3,004	3,598			-594
63	X CAMPUS CREST CMNTYS INC	13466Y105			7/19/2013		10/3/2013	1,596	1,908			-312
64	X CAMPUS CREST CMNTYS INC	13466Y105			7/22/2013		10/3/2013	346	413			-67
65	X CARNIVAL CORP PAIRED SHS	143658300			7/17/2013		7/17/2013	7,077	7,368			-291
66	X CATERPILLAR INC DEL	149123101			7/18/2013		12/3/2013	95	86			9
67	X CELGENE CORP COM	151020104			12/5/2013		12/3/2013	337	159			138
68	X CELGENE CORP COM	151020104			2/6/2013		1/31/2014	4,047	2,548			1,399

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost, Other Basis and Expenses			Net Gain or Loss
									Capital Gains/Losses	Gross Sales	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
Long Term CG Distributions									Capital Gains/Losses		Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
Short Term CG Distributions									Other sales		948 064	763 134	184 930	
									360	0	0	0	0	
69	X	CELGENE CORP COM	151020104			1/25/2013		1/31/2014	2,548	1,692			0	856
70	X	CELGENE CORP COM	151020104			1/29/2013		1/31/2014	2,998	1,967			0	1,031
71	X	CELGENE CORP COM	151020104			2/4/2013		1/31/2014	3,748	2,480			0	1,268
72	X	CELGENE CORP COM	151020104			2/11/2013		1/31/2014	8,694	5,785			0	2,909
73	X	CELGENE CORP COM	151020104			2/11/2013		1/31/2014	1,349	907			0	442
74	X	CENTURYLINK INC SHS	156700106			2/14/2013		10/2/2013	1,208	1,274			0	-66
75	X	CENTURYLINK INC SHS	156700106			6/7/2010		10/2/2013	2,480	2,639			0	-159
76	X	CENTURYLINK INC SHS	156700106			9/20/2010		10/2/2013	1,240	1,526			0	-286
77	X	CENTURYLINK INC SHS	156700106			4/5/2012		10/2/2013	1,717	2,074			0	-357
78	X	CENTURYLINK INC SHS	156700106			6/11/2010		10/2/2013	257	274			0	-17
79	X	CHEVRON CORP	166764AA8			12/3/2012		7/24/2013	985	1,009			0	-24
80	X	CHEVRON CORP	166764AA8			12/3/2012		3/4/2014	11,936	12,090			0	-154
81	X	CISCO SYSTEMS INC	17275RAE2			2/24/2009		7/24/2013	1,147	982			0	165
82	X	CITIGROUP INC	17296FT3			11/17/2011		7/24/2013	1,052	957			0	95
83	X	CLIFFS NATURAL RESOURCE	18683K101			1/14/2013		3/5/2014	3,509	5,242			0	-1,733
84	X	COMMUNITY HEALTH SYS NE	203668108			9/14/2012		4/30/2013	4,730	2,980			0	1,750
85	X	COMMUNITY HEALTH SYS NE	203668108			9/6/2012		4/30/2013	17,794	11,122			0	6,672
86	X	CORP OFFICE PTYS TRUST	220027108			10/2/2013		1/16/2014	366	368			0	28
87	X	CORP OFFICE PTYS TRUST	220027108			10/3/2013		1/16/2014	5,365	4,989			0	376
88	X	CREDIT SUISSE FB USA INC	22541LARA4			1/1/2007		7/24/2013	1,060	969			0	91
89	X	OTE ENERGY COMPANY	233331107			7/18/2013		10/2/2013	7,019	7,539			0	-520
90	X	DEERE CO	244199105			10/30/2013		11/1/2013	1,550	1,566			0	-16
91	X	DEERE CO	244199105			12/28/2010		11/1/2013	3,100	3,174			0	-74
92	X	DEERE CO	244199105			1/5/2012		11/1/2013	3,834	3,784			0	50
93	X	DEERE CO	244199105			1/29/2010		11/11/2013	9,462	9,437			0	25
94	X	DEERE & COMPANY	244199BE4			6/12/2012		7/24/2013	951	1,004			0	-53
95	X	DIGITAL RLTY TR INC	253668103			4/15/2013		3/4/2014	11,539	12,050			0	-511
96	X	DIGITAL RLTY TR INC	253668103			4/15/2013		10/2/2013	383	496			0	-113
97	X	DIGITAL RLTY TR INC	253668103			4/16/2013		10/2/2013	164	212			0	-48
98	X	DIGITAL RLTY TR INC	253668103			4/5/2012		10/2/2013	4,546	6,062			0	-1,516
99	X	DISCOVER FINL SVCS	254709108			10/14/2011		12/31/2013	9,401	4,073			0	5,328
100	X	DOMINION RES INC NEW VA	25746U109			3/1/2010		1/16/2014	1,061	615			0	446
101	X	DR PEPPER SNAPPLE GROUP	26138E109			6/27/2011		1/15/2014	1,114	939			0	175
102	X	DU PONT E DE NEMOURS	263534109			7/18/2013		1/16/2014	446	401			0	45
103	X	DYNEX CAPITAL INC NEW	26817Q506			6/27/2011		10/2/2013	3,091	3,449			0	-358
104	X	DYNEX CAPITAL INC NEW	26817Q506			4/5/2012		10/2/2013	730	754			0	-24
105	X	DYNEX CAPITAL INC NEW	26817Q506			4/5/2012		10/3/2013	436	469			0	-33
106	X	DYNEX CAPITAL INC NEW	26817Q506			4/5/2012		10/4/2013	658	717			0	-61
107	X	DYNEX CAPITAL INC NEW	26817Q506			4/5/2012		10/7/2013	521	570			0	-49
108	X	DYNEX CAPITAL INC NEW	26817Q506			4/15/2013		10/7/2013	126	155			0	-29
109	X	EMERSON ELEC CO	291011104			4/5/2012		1/16/2014	688	512			0	186
110	X	EXXON MOBIL CORP COM	30231G102			7/18/2013		10/2/2013	7,811	8,612			0	-801
111	X	FEDERAL HOME LN MTG COR	31344AUK8			7/8/2008		7/24/2013	2,029	2,004			0	24
112	X	FEDERAL HOME LN MTG COR	31344AUK8			7/8/2008		11/15/2013	14,000	14,000			0	0
113	X	FEDERAL NATL MTG ASSOC	3135G0BA0			8/2/2012		7/24/2013	1,046	1,050			0	-4
114	X	FEDERAL NATL MTG ASSOC	3135G0BA0			8/2/2012		2/28/2014	1,042	1,039			0	3
115	X	FDL R INV TR SBI NEW MD	313747206			10/3/2013		1/16/2014	5,447	5,351			0	96
116	X	FEDERAL NATL MTG ASSOC	31398ADM1			1/7/2013		7/24/2013	1,158	1,174			0	-16
117	X	FEDERAL NATL MTG ASSOC	31398ADM1			1/7/2013		2/28/2014	1,144	1,147			0	-3
118	X	FIFTH THIRD BANCORP	316773100			4/17/2013		1/16/2014	1,027	807			0	220
119	X	FORD MOTOR CO	345370860			1/16/2013		1/16/2014	1,099	937			0	162
120	X	GALLAGHER ARTHUR J & CO	363576109			1/10/2012		5/13/2013	447	330			0	117
121	X	GALLAGHER ARTHUR J & CO	363576109			1/10/2012		1/16/2014	390	264			0	126
122	X	GENL DYNAMICS CORP COM	369550108			7/18/2013		1/16/2014	669	588			0	81
123	X	GENERAL ELECTRIC	369604103			12/3/2009		1/16/2014	651	300			0	351
124	X	GENERAL ELEC CAP CORP	36962G5R0			1/9/2013		7/24/2013	997	1,000			0	-3
125	X	GENERAL ELEC CAP CORP	36962G5R0			1/9/2013		3/4/2014	6,052	5,999			0	53
126	X	GENUINE PARTS CO	370334104			9/20/2010		1/16/2014	922	691			0	231
127	X	GENUINE PARTS CO	372460105			6/18/2009		1/16/2014	506	200			0	306
128	X	GOLDMAN SACHS GROUP INC	38141GEE0			6/20/2007		7/24/2013	1,088	951			0	137
129	X	HATTERAS FINL CORP	41902R103			3/24/2011		10/3/2013	503	772			0	-269
130	X	HATTERAS FINL CORP	41902R103			3/24/2011		10/4/2013	266	400			0	-144
131	X	HATTERAS FINL CORP	41902R103			4/5/2012		10/9/2013	1,066	1,559			0	-593
132	X	HATTERAS FINL CORP	41902R103			1/16/2013		10/9/2013	253	371			0	-118
133	X	HATTERAS FINL CORP	41902R103			3/24/2011		10/9/2013	2,095	3,318			0	-1,223
134	X	HIMAX TECHNOLOGIES - ADP	41902R103			4/15/2013		10/9/2013	181	274			0	-93
135	X	HIMAX TECHNOLOGIES - ADP	43289P106			4/26/2013		12/31/2013	8,458	2,405			0	4,053
136	X	HIMAX TECHNOLOGIES - ADP	43289P106			5/2/2013		3/25/2014	122	57			0	65

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Capital Gains/Losses		Net Gain or Loss	
								Gross Sales		Cost or Other Basis		Gross Sales/Other sales		Net Gain or Loss	
								Price	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Other sales	0	0	0
137	X	HIMAX TECHNOLOGIES - ADR			5/7/2013		3/25/2014	402	211					191	
138	X	HIMAX TECHNOLOGIES - ADR			4/26/2013		3/25/2014	343	151					192	
139	X	HIMAX TECHNOLOGIES - ADR			5/2/2013		3/25/2014	4,119	1,932					2,187	
140	X	HIMAX TECHNOLOGIES - ADR			5/7/2013		3/25/2014	1,712	870					842	
141	X	HIMAX TECHNOLOGIES - ADR			5/6/2013		3/25/2014	3,311	1,558					1,753	
142	X	HIMAX TECHNOLOGIES - ADR			10/31/2012		3/25/2014	680	377					303	
143	X	HOLLYFRONTIER CORP			10/31/2012		5/9/2013	5,588	4,360					1,228	
144	X	HOLLYFRONTIER CORP			10/31/2012		5/9/2013	5,833	4,468					1,365	
145	X	HOLLYFRONTIER CORP			4/15/2013		5/9/2013	5,980	4,615					1,364	
146	X	HOLLYFRONTIER CORP			4/15/2013		5/9/2013	198	198					0	
147	X	HOLLYFRONTIER CORP			4/5/2012		7/17/2013	5,337	5,813					54	
148	X	HOLLYFRONTIER CORP			8/6/2008		12/31/2013	937	647					290	
149	X	INTL BUSINESS MACHINES			9/17/2009		12/31/2013	562	367					195	
150	X	INTL BUSINESS MACHINES			11/20/2009		12/31/2013	562	382					180	
151	X	INTL BUSINESS MACHINES			6/18/2009		12/31/2013	1,312	746					566	
152	X	INTL BUSINESS MACHINES			4/20/2009		12/31/2013	1,499	806					693	
153	X	INTL BUSINESS MACHINES			3/24/2009		12/31/2013	1,489	790					709	
154	X	INTL BUSINESS MACHINES			5/1/2008		12/31/2013	7,684	5,653					2,031	
155	X	INTL BUSINESS MACHINES			12/17/2009		12/31/2013	937	638					299	
156	X	INTL BUSINESS MACHINES			4/20/2009		12/31/2013	750	479					271	
157	X	INTL BUSINESS MACHINES			1/18/2008		12/31/2013	2,061	1,151					910	
158	X	INTL BUSINESS MACHINES			10/19/2009		12/31/2013	562	370					192	
159	X	INTL BUSINESS MACHINES			5/22/2009		12/31/2013	1,312	714					598	
160	X	INTL BUSINESS MACHINES			7/21/2009		12/31/2013	1,312	813					499	
161	X	SHARES MSCI EMERGING			4/26/2010		7/17/2013	159	172					13	
162	X	SHARES MSCI EMERGING			4/26/2010		12/31/2013	457	475					18	
163	X	SHARES S&P 500			3/17/2009		10/16/2013	728	320					408	
164	X	SHARES S&P 500			4/20/2009		12/31/2013	13,289	5,404					7,885	
165	X	SHARES S&P 500			4/20/2009		12/31/2013	20,277	8,959					11,318	
166	X	SHARES S&P 500			4/20/2009		11/7/2014	99	43					56	
167	X	SHARES S&P 500 VALUE			4/20/2009		10/16/2013	3,528	1,758					1,770	
168	X	SHARES S&P 500 VALUE			5/22/2009		12/31/2013	10,742	5,390					5,352	
169	X	SHARES S&P 500 VALUE			4/20/2009		12/31/2013	4,945	2,317					2,628	
170	X	SHARES S&P 500 VALUE			6/19/2009		12/31/2013	5,371	2,778					2,593	
171	X	SHARES S&P 500 VALUE			6/19/2009		11/7/2014	1,362	706					656	
172	X	SHARES MSCI EAFE			9/17/2009		7/17/2013	421	390					31	
173	X	SHARES MSCI EAFE			10/15/2009		7/17/2013	1,084	1,021					63	
174	X	SHARES MSCI EAFE			11/23/2009		12/31/2013	1,005	825					180	
175	X	SHARES MSCI EAFE			10/15/2009		12/31/2013	5,429	4,997					432	
176	X	SHARES S&P SMALLCAP 600			4/20/2009		7/17/2013	1,595	687					908	
177	X	SHARES S&P SMALLCAP 600			5/22/2009		12/31/2013	4,015	1,632					2,383	
178	X	SHARES S&P SMALLCAP 600			6/19/2009		12/31/2013	2,119	911					1,208	
179	X	SHARES S&P SMALLCAP 600			4/20/2009		12/31/2013	112	43					69	
180	X	SHARES S&P SMALLCAP 600			5/19/2009		11/7/2014	665	288					377	
181	X	SHARES S&P SMALLCAP 600			5/17/2009		7/17/2013	3,499	1,200					2,299	
182	X	SHARES S&P SMALLCAP 600			5/22/2009		12/31/2013	5,353	1,974					3,379	
183	X	SHARES S&P SMALLCAP 600			4/20/2009		12/31/2013	1,903	667					1,236	
184	X	SHARES S&P SMALLCAP 600			5/22/2009		11/7/2014	711	263					448	
185	X	JP MORGAN CHASE & CO			10/31/2012		12/31/2013	58	42					16	
186	X	JP MORGAN CHASE & CO			6/21/2011		11/6/2014	236	160					76	
187	X	JP MORGAN CHASE & CO			11/12/2008		2/28/2014	1,023	989					34	
188	X	JOHNSON AND JOHNSON CC			6/19/2009		11/6/2014	662	391					271	
189	X	JOHNSON AND JOHNSON CC			5/20/2009		11/6/2014	952	507					345	
190	X	JOHNSON AND JOHNSON CC			4/21/2009		11/6/2014	946	524					422	
191	X	JOHNSON AND JOHNSON CC			3/24/2009		11/6/2014	946	529					417	
192	X	KAYNE ANDERSON MLP			4/21/2009		11/6/2014	37	18					19	
193	X	KELLOGG CO			2/14/2013		7/17/2013	861	778					83	
194	X	KELLOGG CO			9/20/2010		7/17/2013	2,649	2,032					617	
195	X	KELLOGG CO			6/11/2010		7/17/2013	397	324					73	
196	X	KELLOGG CO			4/5/2012		7/17/2013	596	476					120	
197	X	KELLOGG CO			6/7/2010		7/17/2013	4,039	3,291					748	
198	X	KRAFT FOODS GROUP INC			11/6/2013		11/6/2014	7,540	6,486					1,054	
199	X	LEXINGTON REALTY TRUST			9/30/2011		11/6/2014	889	542					347	
200	X	LOCKHEED MARTIN CORP			9/30/2011		11/6/2014	2,293	1,092					1,198	
201	X	MICROSOFT CORP			9/30/2011		11/6/2014	1,092	761					331	
202	X	NEWMONT MINING CORP			11/6/2013		10/2/2013	5,088	8,312					3,224	
203	X	NEXTERA ENERGY INC SHS			9/30/2011		11/6/2014	870	547					323	
204	X	NORTHEAST UTILITIES CORP			12/6/2010		11/6/2014	4,992	3,761					1,231	

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount	
Short Term CG Distributions										360	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals		Net Gain or Loss
									Capital Gains/Losses		
									Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
									948,064	763,134	184,930
									0	0	0
205	X	NORTHEAST UTILITIES COM	664397106		4/11/2013		1/16/2014	1,133	1,198		-65
206	X	NORTHEAST UTILITIES COM	664397106		12/6/2010		1/16/2014	587	543		44
207	X	NORTHROP GRUMMAN CORP	668807102		4/5/2012		7/17/2013	6,556	4,333		2,223
208	X	NORTHROP GRUMMAN CORP	668807102		1/16/2013		7/17/2013	2,710	1,888		822
209	X	NV ENERGY INC	67073Y106		12/6/2010		5/30/2013	165	130		35
210	X	NV ENERGY INC	67073Y106		4/11/2013		5/30/2013	6,440	3,799		2,641
211	X	NV ENERGY INC	67073Y106		7/6/2012		9/19/2013	1,368	1,221		147
212	X	ORACLE CORP 50.01 DEL	68389X105		9/1/2012		4/4/2013	20,861	18,039		2,822
213	X	PPG INDUSTRIES INC SHS	693475105		5/30/2012		1/16/2014	645	513		132
214	X	PPG INDUSTRIES INC SHS	693506107		9/14/2012		4/4/2013	666	510		156
215	X	PPG INDUSTRIES INC SHS	693506107		2/14/2012		4/4/2013	3,597	3,219		378
216	X	PPG INDUSTRIES INC SHS	693506107		4/20/2009		7/17/2013	12,921	8,740		4,181
217	X	ISHARES S&P SMALLCAP 600	464287887		4/20/2009		10/16/2013	926	375		551
218	X	ISHARES S&P SMALLCAP 600	464287887		7/18/2013		1/16/2014	3,750	1,417		2,333
219	X	PARKWAY PPTYS INC (MD)	70159Q104		7/18/2013		10/2/2013	780	865		342
220	X	PARKWAY PPTYS INC (MD)	70159Q104		7/18/2013		10/2/2013	1,344	1,519		-85
221	X	PARKWAY PPTYS INC (MD)	70159Q104		7/18/2013		10/2/2013	1,089	1,230		-141
222	X	PARKWAY PPTYS INC (MD)	70159Q104		7/18/2013		10/2/2013	2,075	2,345		-270
223	X	PFIZER INC	717081103		4/5/2012		7/17/2013	2,842	2,208		634
224	X	PFIZER INC	717081103		3/24/2011		7/17/2013	7,349	5,179		2,170
225	X	PINNACLE WEST CAP CORP	723484101		1/16/2013		4/11/2013	354	311		43
226	X	PINNACLE WEST CAP CORP	723484101		6/27/2011		4/11/2013	5,491	4,108		1,383
227	X	PINNACLE WEST CAP CORP	723484101		7/18/2013		1/16/2014	959	880		79
228	X	PINNACLE FOOD INC DEL	72348P104		7/19/2013		1/16/2014	164	152		12
229	X	PINNACLE FOOD INC DEL	72348P104		9/20/2010		7/17/2013	2,332	1,775		557
230	X	PROCTER & GAMBLE CO	742718109		6/7/2010		7/17/2013	4,824	3,659		1,165
231	X	PROCTER & GAMBLE CO	742718109		4/5/2012		7/17/2013	161	135		26
232	X	PROCTER & GAMBLE CO	742718109		6/11/2010		7/17/2013	402	305		97
233	X	PRUDENTIAL FINANCIAL INC	744320102		9/11/2012		1/16/2014	2,072	1,302		770
234	X	PUBLIC STORAGE 50 10	74460D109		9/7/2012		1/16/2014	1,405	1,321		84
235	X	RAYTHEON CO DELAWARE N	755111507		4/5/2012		7/17/2013	2,086	1,204		882
236	X	REALTY INCM CRP MD PVS1	755109104		1/16/2013		7/17/2013	6,323	5,969		354
237	X	SAFEMAY INC NEW	786514208		4/22/2013		10/30/2013	6,407	5,001		1,406
238	X	SAFEMAY INC NEW	786514208		6/3/2013		10/30/2013	6,372	4,168		2,204
239	X	SAFEMAY INC NEW	786514208		5/24/2013		10/30/2013	770	506		264
240	X	SAFEMAY INC NEW	786514208		4/30/2013		10/30/2013	9,277	5,044		4,233
241	X	SAFEMAY INC NEW	786514208		6/5/2013		10/30/2013	1,820	1,170		650
242	X	SAFEMAY INC NEW	786514208		7/18/2013		1/16/2014	2,076	1,718		358
243	X	THE SCOTT'S MIRACLE GRO	810816106		4/15/2013		4/11/2013	2,395	1,711		684
244	X	SEMPRA ENERGY	816851109		1/10/2012		4/11/2013	82	72		10
245	X	SEMPRA ENERGY	816851109		9/17/2009		7/24/2013	5,769	3,913		1,856
246	X	SHELL INTERNATIONAL FIN	82582A11		10/3/2013		1/16/2014	1,112	985		117
247	X	SIMON PROPERTY GROUP DR	828606109		4/11/2013		7/17/2013	5,646	5,382		264
248	X	SOUTHERN COMPANY	842587107		4/11/2013		7/17/2013	1,308	1,380		-72
249	X	SOUTHERN COMPANY	842587107		1/16/2013		7/17/2013	1,038	988		50
250	X	SOUTHERN COMPANY	842587107		6/27/2011		7/17/2013	4,376	3,871		505
251	X	SOUTHERN COMPANY	842587107		10/2/2011		1/16/2014	1,475	1,477		-2
252	X	SOUTHERN COMPANY	842587107		10/3/2012		1/16/2014	5,407	5,418		-11
253	X	SOVRAN SELF STORAGE INC	84610H108		9/13/2012		4/11/2013	1,165	1,028		139
254	X	SOVRAN SELF STORAGE INC	84610H108		4/11/2012		4/11/2013	5,050	4,413		637
255	X	SOVRAN SELF STORAGE INC	84610H108		7/18/2013		7/18/2013	329	359		-30
256	X	SPECTRA ENERGY CORP	847560109		4/5/2012		4/11/2013	7,387	7,615		-228
257	X	SPECTRA ENERGY CORP	847560109		1/16/2013		4/11/2013	1,923	1,742		181
258	X	SPECTRA ENERGY CORP	847560109		10/2/2013		1/16/2014	3,979	3,935		44
259	X	SPECTRA ENERGY CORP	847560109		10/3/2013		1/16/2014	4,049	3,896		53
260	X	STATE STREET CORP	857477103		10/3/2012		12/31/2013	3,458	2,090		1,368
261	X	STATE STREET CORP	857477103		11/2/2012		3/18/2014	1,842	1,256		586
262	X	STATE STREET CORP	857477103		11/30/2012		3/18/2014	8,883	6,033		2,850
263	X	STATE STREET CORP	857477103		1/13/2012		3/19/2014	4,789	3,262		1,527
264	X	SWIFT TRANSPORTATION	87074U101		11/1/2013		1/29/2014	413	417		-4
265	X	SWIFT TRANSPORTATION	87074U101		8/22/2013		1/29/2014	6,485	5,559		926
266	X	SWIFT TRANSPORTATION	87074U101		8/27/2013		1/29/2014	1,850	1,326		524
267	X	SWIFT TRANSPORTATION	87074U101		8/30/2013		1/29/2014	4,831	3,984		847
268	X	SWIFT TRANSPORTATION	87074U101		10/30/2013		1/29/2014	4,483	4,483		-131
269	X	TJX COS INC NEW	872540109		10/21/2011		12/31/2013	5,456	2,563		2,893
270	X	TENET HEALTHCARE CORP	88033G407		1/29/2013		1/15/2013	3,398	2,983		415
271	X	TENET HEALTHCARE CORP	88033G407		2/4/2013		1/15/2013	2,667	2,417		250
272	X	TENET HEALTHCARE CORP	88033G407								

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Short Term CG Distributions										Amount																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																			
Check "X" to include in Part IV										Description										CUSIP #																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																			
Check "X" if Purchaser is a Business										Purchaser										360																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																			
Acquired										Date										Gross Sales		Capital Gains/Losses																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	
Acquisition Method										Sold										Price		Other sales																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	
Cost or Other Basis										Valuation Method										Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																													
273	X		TENET HEALTHCARE CORP			2/11/2013		1/15/2013	4,000	3,672																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																													</

Part I, Line 11 (990-PF) - Other Income

		14	14	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Partnership Income	14	14	

Part I, Line 16b (990-PF) - Accounting Fees

		1,500	0	0	1,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,500			1,500

Part I, Line 16c (990-PF) - Other Professional Fees

		26,104	15,662	0	10,442
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ML FEES AS AGENT	26,104	15,662		10,442

Part I, Line 18 (990-PF) - Taxes

		4,061	226	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	226	226		
2	PY EXCISE TAX DUE	951			
3	ESTIMATED EXCISE PAYMENTS	2,884			

Part I, Line 23 (990-PF) - Other Expenses

		267	16	0	251
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	16	16		
2	OTHER MISC FEES	1			1
3	STATE AG FEES	250			250

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local		Federal		State/Local		Federal		State/Local	
		164,581		0		114,446		0		0		114,062	
		Book Value		Num Shares/ Face Value		Book Value		Book Value		FMV		FMV	
		Beg. of Year				End of Year				Beg. of Year		End of Year	
1	Description												
2	FEDERAL NATL MTG ASSOC	0				11,411						11,416	
3	FEDERAL HOME LN MTG CORP	0				12,032						11,956	
4	FEDERAL NATL MTG ASSOC	0				12,585						12,458	
5	U S TREASURY BOND	0				10,122						11,738	
6	U S TREASURY BOND 3 125% FEB 15 20	0				18,281						16,661	
7	U S TREASURY NOTE	0				10,138						10,834	
8	U S TREASURY NOTE	0				5,033						5,158	
9	U S TREASURY NOTE 2 000% FEB 15 20	0				34,844						33,841	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1						
2	AETNA INC	0		16,612		28,938
3	AMERICAN AIRLIS GROUP INC	0		18,481		18,666
4	APPLE COMPUTER INC COM	0		17,519		17,712
5	ASBURY AUTOMOTIVE GROUP INC	0		12,872		21,239
6	AUTOZONE INC	0		16,660		22,558
7	BLACKSTONE GROUP LP	0		18,326		23,208
8	BOEING COMPANY	0		12,051		24,220
9	CLIFFS NATURAL RESOURCES	0		16,946		12,726
10	DISCOVER FINL SVCS	0		11,356		27,582
11	EXPRESS SCRIPTS HLDG CO	0		7,845		18,923
12	HIMAX TECHNOLOGIES - ADR	0		4,114		5,691
13	HOME DEPOT INC USD 0 05	0		18,828		19,308
14	J P MORGAN CHASE & CO	0		18,329		26,712
15	MACYS INC	0		20,086		26,918
16	MASCO CORPORATION	0		19,717		20,478
17	MYLAN LABS INC	0		11,317		25,978
18	PACKAGING CORP AMER	0		15,708		23,785
19	PHILLIPS 66 SHS	0		16,361		19,959
20	SKYWORKS SOLUTIONS INC	0		18,219		26,977
21	SONIC CORP	0		13,086		23,132
22	STERICYCLE INC	0		16,054		19,315
23	TJX COS INC NEW	0		12,633		25,109
24	TESORO PETROLEUM CORPORATION CC	0		16,636		22,968
25	TORCHMARK CORP COM	0		14,796		26,443
26	UBIQUITI NETWORKS INC	0		19,852		19,225
27	VIACOM INC NEW CL B	0		14,319		25,582
28	EATON CORP PLC	0		6,103		8,864
29	ENSCO PLC SHS CL A	0		9,202		8,973
30	AFLAC INC	0		6,847		9,078
31	AT&T INC	0		5,422		7,154
32	ALTRIA GROUP INC	0		3,838		7,673
33	AMERICAN WTR WKS CO INC	0		6,704		7,355
34	AUTOMATIC DATA PROCESSING INC COM	0		7,078		9,271
35	BB&T CORP COM	0		7,700		9,801
36	BOSTON PPTY INC	0		5,063		5,497
37	CAMPBELL SOUP COMPANY	0		7,584		7,944
38	CAMPUS CREST CMNTYS INC	0		5,242		4,939
39	CATERPILLAR INC	0		8,514		9,838
40	CENTURYTEL INC	0		6,668		7,225
41	CHEVRONTExACO CORP	0		6,123		9,156
42	CISCO SYS INC	0		8,237		9,459
43	CLOROX COMPANY COMMON	0		7,560		7,393
44	COCA-COLA CO USD	0		5,110		7,384
45	CONOCOPHILLIPS	0		9,337		9,427
46	DTE ENERGY CO	0		6,674		7,578

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
47	DOMINION RES INC VA NEW	0		4,535		7,241
48	DR PEPPER SNAPPLE GROUP	0		6,520		8,605
49	E I DU PONT DE NEMOURS & CO COMM	0		8,196		9,595
50	EDISON INTL	0		6,667		8,152
51	EMERSON ELECTRIC COMPANY	0		6,726		8,684
52	EQUITY LIFESTYLE PPTYS INC	0		5,032		5,528
53	EQUITY RESIDENTIAL SBI	0		5,021		5,393
54	FIFTH THIRD BANCORP	0		7,492		10,031
55	FORD MOTOR CO DEL	0		7,599		8,486
56	GALLAGHER ARTHUR J & CO	0		6,676		9,135
57	GENERAL DYNAMICS CORPORATION CO	0		7,980		10,347
58	GENERAL ELECTRIC CO	0		5,518		8,621
59	GENERAL MILLS INC COM	0		5,884		8,188
60	GENUINE PARTS CO	0		4,278		9,554
61	HELMERICH & PAYNE INCORPORATED C	0		8,411		10,648
62	INTEL CORPORATION	0		7,989		9,370
63	J P MORGAN CHASE & CO	0		6,598		9,592
64	JOHNSON & JOHNSON COM	0		6,406		9,823
65	LEXINGTON CORP PPTYS TR COM	0		3,135		5,400
66	LOCKHEED MARTIN CORP	0		4,423		9,794
67	MC DONALDS CORPORATION COMMON	0		6,612		9,509
68	MICROSOFT CORP COM	0		6,824		10,862
69	NATIONAL HEALTH INVS INC	0		5,135		5,200
70	NEXTERA ENERGY INC SHS	0		4,705		7,458
71	OCCIDENTAL PETROLEUM CORPORATIO	0		7,746		8,767
72	PNC FINANCIAL SERVICES GROUP INC	0		7,533		10,092
73	PACKAGING CORP AMER	0		7,271		9,781
74	PFIZER INC COM	0		9,169		9,411
75	PHILIP MORRIS INTL INC	0		4,859		7,368
76	PINNACLE FOOD INC DEL	0		7,115		8,271
77	PINNACLE WEST CAP CORP COM	0		6,894		7,160
78	PRINCIPAL FINL GROUP INC	0		9,218		8,830
79	PROCTER & GAMBLE CO COM	0		7,504		7,496
80	PRUDENTIAL FINL INC	0		6,063		8,804
81	PUBLIC STORAGE INC COM	0		4,844		5,560
82	RAYTHEON CO	0		5,235		9,879
83	REYNOLDS AMERN INC	0		5,104		8,334
84	SAFEWAY INC COM NEW	0		6,326		8,976
85	SCOTT'S COMPANY	0		6,439		8,763
86	SOVRAN SELF STORAGE INC COM	0		5,600		5,729
87	TAL INTL GROUP INC	0		4,032		8,188
88	TEXAS INSTRUMENTS INC	0		7,932		10,422
89	3M CO	0		8,832		8,682
90	UNITED PARCEL SVC INC CL B	0		7,588		8,764
91	VENTAS INC	0		5,303		5,270
92	VERIZON COMMUNICATIONS INC	0		4,484		6,898

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		767,067	833,036	0	1,134,081
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
93	WADDELL & REED FINL INC CL A	0	4,702		10,012
94	WELLS FARGO & CO NEW	0	7,152		10,047

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		130,295		97,803		0		103,727	
	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1									
2	CISCO SYSTEMS INC			0	9,818		11,252		
3	CITIGROUP INC			0	5,743		6,357		
4	CREDIT SUISSE FIRST BOSTON USA			0	7,750		8,274		
5	GOLDMAN SACHS GROUP INC			0	10,792		11,829		
6	JPMORGAN CHASE & CO			0	9,924		10,210		
7	SHELL INTERNATIONAL FIN			0	9,949		11,038		
8	VERIZON COMMUNICATIONS			0	10,176		10,428		
9	WELLS FARGO & COMPANY			0	6,020		5,943		
10	WELLS FARGO & COMPANY			0	6,049		5,986		
11	AT&T INC			0	9,844		11,283		
12	APPLE INC			0	11,738		11,127		

Part II, Line 13 (990-PF) - Investments - Other

		411,876	448,789	667,099
		Book Value	Book Value	FMV
		Beg of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation		
2	BLACKROCK STRATEGIC		0	58,262
3	KAYNE ANDERSON MLP INVT CO		0	21,072
4	ISHARES TR		0	19,603
5	ISHARES TR		0	232,028
6	ISHARES TR		0	167,109
7	ISHARES TR		0	72,442
8	ISHARES TR		0	46,968
9	ISHARES TR		0	49,615

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PURCHASE OF ACCRUED INTEREST C/O FROM PY	1	61
2	Total	2	61

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORTIZATION	1	1,165
2	COST BASIS ADJUSTMENT	2	1,294
3	Total	3	2,459

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount	
		350	0	947,704	0
CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price
001055102	1 AFLAC INC COM		6/27/2011	1/16/2014	909
021208102	2 AT&T INC COM		6/27/2011	1/16/2014	177
020681102	3 AT&T INC COM		5/20/2009	1/16/2014	236
020681102	4 AT&T INC COM		2/20/2008	7/24/2013	747
020681102	5 ABVE INC SHS		1/16/2013	7/17/2013	1,151
020871109	6 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	7 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	8 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	9 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	10 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	11 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	12 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	13 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	14 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	15 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	16 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	17 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	18 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	19 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	20 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	21 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	22 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	23 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	24 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	25 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	26 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	27 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	28 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	29 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	30 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	31 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	32 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	33 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	34 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	35 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	36 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	37 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	38 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	39 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	40 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	41 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	42 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	43 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	44 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	45 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	46 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	47 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	48 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	49 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	50 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	51 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	52 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	53 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	54 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	55 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	56 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	57 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	58 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	59 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	60 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	61 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	62 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	63 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	64 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	65 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	66 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	67 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	68 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	69 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	70 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	71 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	72 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	73 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	74 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	75 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	76 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	77 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	78 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	79 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	80 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	81 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	82 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	83 ABVE INC SHS		1/16/2013	7/17/2013	5,656
020871109	84 ABVE INC SHS		1/16/2013	7/17/2013	5,656

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions	Short Term CG Distributions	Amount		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/169	Adjusted Basis as of 12/31/169	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		360	0												
169	ISHARES S&P 500 VALUE	464287409			12/31/2013	12/31/2013	4,945			2,317	2,628	0	0	0	184,570
170	ISHARES S&P 500 VALUE	464287409			6/19/2009	1/17/2013	5,371			2,778	2,593	0	0	0	2,628
171	ISHARES S&P 500 VALUE	464287409			6/19/2009	1/17/2013	1,362			706	656	0	0	0	2,593
172	ISHARES MSCI EAFE	464287465			9/17/2009	7/17/2013	421			330	31	0	0	0	656
173	ISHARES MSCI EAFE	464287465			10/15/2009	7/17/2013	1,084			825	63	0	0	0	31
174	ISHARES MSCI EAFE	464287465			11/20/2009	12/31/2013	1,005			825	180	0	0	0	63
175	ISHARES MSCI EAFE	464287465			10/15/2009	12/31/2013	5,429			4,597	832	0	0	0	180
176	ISHARES S&P SMALLCAP 600	464287479			4/20/2009	7/17/2013	1,595			1,632	908	0	0	0	832
177	ISHARES S&P SMALLCAP 600	464287479			5/22/2009	12/31/2013	4,015			1,632	2,383	0	0	0	908
178	ISHARES S&P SMALLCAP 600	464287479			6/19/2009	12/31/2013	2,119			911	1,208	0	0	0	2,383
179	ISHARES S&P SMALLCAP 600	464287479			4/20/2009	12/31/2013	112			43	69	0	0	0	1,208
180	ISHARES S&P SMALLCAP 600	464287479			6/19/2009	1/17/2014	665			288	377	0	0	0	69
181	ISHARES S&P SMALLCAP 600	464287479			5/22/2009	12/31/2013	3,499			1,200	2,299	0	0	0	377
182	ISHARES S&P SMALLCAP 600	464287479			5/22/2009	12/31/2013	5,353			1,974	3,379	0	0	0	2,299
183	ISHARES S&P SMALLCAP 600	464287479			4/20/2009	12/31/2013	1,903			667	1,236	0	0	0	3,379
184	ISHARES S&P SMALLCAP 600	464287479			5/22/2009	1/17/2014	711			263	448	0	0	0	1,236
185	ISHARES S&P SMALLCAP 600	464287479			10/31/2012	12/31/2013	58			42	16	0	0	0	448
186	JPMORGAN CHASE & CO	46625H100			6/27/2011	1/16/2014	236			160	76	0	0	0	16
187	JPMORGAN CHASE & CO	46625H100			1/11/2006	1/16/2014	1,023			989	34	0	0	0	76
188	JPMORGAN CHASE & CO	46625H100			6/18/2009	1/16/2014	562			391	171	0	0	0	34
189	JOHNSON AND JOHNSON COM	478160104			5/20/2009	1/16/2014	852			507	345	0	0	0	171
190	JOHNSON AND JOHNSON COM	478160104			4/21/2009	1/16/2014	946			524	422	0	0	0	345
191	JOHNSON AND JOHNSON COM	478160104			3/24/2009	1/16/2014	946			529	417	0	0	0	422
192	KAYNE ANDERSON MLP	48695105			4/21/2009	1/16/2014	37			18	19	0	0	0	417
193	KELLOGG CO	487635108			2/14/2013	7/17/2013	861			778	83	0	0	0	19
194	KELLOGG CO	487635108			9/20/2010	7/17/2013	2,849			2,032	617	0	0	0	83
195	KELLOGG CO	487635108			6/11/2010	7/17/2013	397			324	73	0	0	0	617
196	KELLOGG CO	487635108			4/5/2012	7/17/2013	596			476	120	0	0	0	73
197	KELLOGG CO	487635108			6/7/2010	7/17/2013	4,039			3,291	748	0	0	0	120
198	KRAFT FOODS GROUP INC	50076Q106			1/16/2013	1/16/2014	7,540			542	1,054	0	0	0	748
199	LEXINGTON REALTY TRUST	529043101			9/30/2011	1/16/2014	889			542	347	0	0	0	1,054
200	LOCKHEED MARTIN CORP	539630109			9/30/2011	1/16/2014	2,293			1,085	1,198	0	0	0	347
201	MICROSOFT CORP	594818104			9/30/2011	1/16/2014	1,092			761	331	0	0	0	1,198
202	NEWMONT MINING CORP	651639105			1/16/2013	10/2/2013	5,088			831	-3,224	0	0	0	331
203	NEXTERA ENERGY INC SHS	664397106			9/30/2011	1/16/2014	4,992			547	323	0	0	0	323
204	NORTHEAST UTILITIES COM	664397106			1/16/2013	1/16/2014	1,133			3,761	1,231	0	0	0	323
205	NORTHEAST UTILITIES COM	664397106			4/11/2013	1/16/2014	1,133			1,198	-65	0	0	0	1,231
206	NORTHEAST UTILITIES COM	664397106			1/16/2013	1/16/2014	587			543	44	0	0	0	65
207	NORTHROP GRUMMAN CORP	666807102			1/16/2013	1/16/2014	6,556			1,868	822	0	0	0	44
208	NORTHROP GRUMMAN CORP	666807102			4/5/2012	7/17/2013	2,710			1,868	822	0	0	0	822
209	NV ENERGY INC	6703Y1106			1/16/2013	5/30/2013	185			3,799	2,641	0	0	0	2,641
210	NV ENERGY INC	6703Y1106			1/16/2013	5/30/2013	6,440			3,799	2,641	0	0	0	2,641
211	NV ENERGY INC	6703Y1106			4/11/2013	5/30/2013	1,368			1,809	147	0	0	0	147
212	ORACLE CORP 0.01 DEL	6838X105			7/6/2012	9/19/2013	20,861			18,039	2,822	0	0	0	2,822
213	PNC FINCL SERVICES GROUP	693475105			9/11/2012	1/16/2014	645			513	132	0	0	0	132
214	PPG INDUSTRIES INC SHS	693506107			5/30/2012	4/4/2013	666			510	156	0	0	0	156
215	PPG INDUSTRIES INC SHS	693506107			9/14/2012	4/4/2013	3,597			3,219	378	0	0	0	378
216	PPG INDUSTRIES INC SHS	693506107			2/14/2012	4/4/2013	12,971			8,740	4,181	0	0	0	4,181
217	SHARES S&P SMALLCAP 600	464287487			4/20/2009	7/17/2013	926			375	551	0	0	0	551
218	SHARES S&P SMALLCAP 600	464287487			4/20/2009	10/16/2013	3,750			1,417	2,333	0	0	0	2,333
219	PACKAGING CORP AMERICA	695158109			7/18/2013	1/16/2014	1,700			1,358	342	0	0	0	342
220	PARKWAY PTYS INC (MD)	70159Q104			7/18/2013	10/2/2013	780			865	-85	0	0	0	-85
221	PARKWAY PTYS INC (MD)	70159Q104			7/18/2013	10/2/2013	1,344			1,519	175	0	0	0	175
222	PARKWAY PTYS INC (MD)	70159Q104			7/18/2013	10/4/2013	1,089			1,230	-141	0	0	0	-141
223	PARKWAY PTYS INC (MD)	70159Q104			7/19/2013	10/4/2013	2,075			2,345	270	0	0	0	270
224	PFIZER INC	717081103			4/5/2012	7/17/2013	2,842			2,208	634	0	0	0	634
225	PFIZER INC	717081103			3/24/2011	7/17/2013	7,349			5,179	2,170	0	0	0	2,170
226	PINNACLE WEST CAP CORP	723484101			1/16/2013	4/11/2013	354			311	43	0	0	0	43
227	PINNACLE WEST CAP CORP	723484101			6/27/2011	4/11/2013	5,491			4,108	1,383	0	0	0	1,383
228	PINNACLE WEST CAP CORP	723484101			7/18/2013	1/16/2014	959			880	79	0	0	0	79
229	PINNACLE WEST CAP CORP	723484101			7/19/2013	1/16/2014	164			152	12	0	0	0	12
230	PROCTER & GAMBLE CO	742718109			9/20/2010	7/17/2013	2,332			3,659	1,327	0	0	0	1,327
231	PROCTER & GAMBLE CO	742718109			6/7/2010	7/17/2013	4,824			3,659	1,165	0	0	0	1,165
232	PROCTER & GAMBLE CO	742718109			4/5/2012	7/17/2013	161			135	26	0	0	0	26
233	PROCTER & GAMBLE CO	742718109			6/11/2010	7/17/2013	402			305	97	0	0	0	97
234	PUBLIC SERVICE FINANCIAL INC	744320102			9/11/2012	1/16/2014	2,072			1,302	770	0	0	0	770
235	PUBLIC SERVICE FINANCIAL INC	744320102			9/7/2012	1/16/2014	1,405			1,321	84	0	0	0	84
236	RAYTHEON CO DELAWARE NEW	755111507			4/5/2012	1/16/2014	2,086			1,204	882	0	0	0	882
237	REALTY INCM GRP MD PV31	756091014			1/16/2013	7/17/2013	6,332			5,969	364	0	0	0	364
238	SAFARIWAY INC	78551208			4/22/2013	10/30/2013	6,407			5,001	1,406	0	0	0	1,406
239	SAFARIWAY INC	78551208			6/3/2013	10/30/2013	6,372			4,168	2,204	0	0	0	2,204
240	SAFARIWAY INC	78551208			4/20/2013	10/30/2013	9,277			6,044	3,233	0	0	0	3,233
241	SAFARIWAY INC	78551208			6/5/2013	10/30/2013	1,820			1,170	650	0	0	0	650
242	SAFARIWAY INC	78551208			7/18/2013	1/16/2014	2,076			1,718	358	0	0	0	358
243	SAFARIWAY INC	78551208			4/15/2013	1/16/2014	2,385			1,711	674	0	0	0	674
244	THE SCOTT'S MIRACLE	810818106			1/16/2013	4/11/2013	82			72	10	0	0	0	10
245	SEMPRA ENERGY	816851109			1/16/2013	4/11/2013	5,769			3,913	1,856	0	0	0	1,856
246	SEMPRA ENERGY	816851109			1/10/2012	4/11/2013	1,112			995	117	0	0	0	117
247	SHELL INTERNATIONAL FIN	825522A11			9/17/2009	7/24/2013	5,648			3,382	2,266	0	0	0	2,266
248	SIMON PROPERTY GROUP DEL	825522A11			10/3/2013	1/16/2014	1,308			1,390	-72	0	0	0	-72
249	SOUTHERN COMPANY	842587107			4/11/2013	7/17/2013	1,038			988	50	0	0	0	50
250	SOUTHERN COMPANY	842587107			1/16/2013	7/17/2013	1,038			988	50	0	0	0	50
251	SOUTHERN COMPANY	842587107			6/27/2011	7/17/2013	4,376			3,871	505	0	0	0	505
252	SOUTHERN COMPANY	842587107			10/2/2013	1/16/2014	1,475			1,477	-2	0	0	0	-2

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions															360	0
Short Term CG Distributions															Amount	0
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses	184,570		
253 SOUTHERN COMPANY	842587107		10/3/2013	1/16/2014	5,407			5,418	-11					184,570		
254 SOVRAN SELF STORAGE INC	84610H108		9/13/2012	4/11/2013	1,165			1,043	122					139		
255 SOVRAN SELF STORAGE INC	84610H108		9/13/2012	4/11/2013	5,050			4,413	637					570		
256 SOVRAN SELF STORAGE INC	84610H108		7/18/2013	1/16/2014	329			359	-30					58		
257 SPECTRA ENERGY CORP	847560109		4/6/2012	4/11/2013	7,387			7,615	-228					228		
258 SPECTRA ENERGY CORP	847560109		1/16/2013	4/11/2013	1,923			1,742	181					181		
259 SPECTRA ENERGY CORP	847560109		10/2/2013	1/16/2014	3,979			3,935	44					53		
260 SPECTRA ENERGY CORP	847560109		10/3/2013	1/16/2014	4,049			3,996	53					53		
261 STATE STREET CORP	857477103		10/31/2012	12/31/2013	3,438			2,090	1,348					1,348		
262 STATE STREET CORP	857477103		1/2/2012	3/18/2014	1,842			1,256	586					586		
263 STATE STREET CORP	857477103		1/2/2012	3/18/2014	8,883			6,033	2,850					2,850		
264 STATE STREET CORP	857477103		1/2/2012	3/18/2014	4,789			3,262	1,527					1,527		
265 SWIFT TRANSPORTATION	87074U101		1/11/2013	1/29/2014	413			417	-4					-4		
266 SWIFT TRANSPORTATION	87074U101		8/22/2013	1/29/2014	6,485			5,559	925					925		
267 SWIFT TRANSPORTATION	87074U101		8/27/2013	1/29/2014	1,950			1,526	424					424		
268 SWIFT TRANSPORTATION	87074U101		8/30/2013	1/29/2014	4,831			3,984	847					847		
269 SWIFT TRANSPORTATION	87074U101		10/30/2013	1/29/2014	4,483			4,614	131					131		
270 TJX COS INC NEW	872540109		10/21/2011	12/31/2013	5,456			2,563	2,893					2,893		
271 TENET HEALTHCARE CORP	88033G407		1/29/2013	1/15/2013	3,998			2,983	1,015					1,015		
272 TENET HEALTHCARE CORP	88033G407		2/4/2013	1/15/2013	2,657			2,417	250					250		
273 TENET HEALTHCARE CORP	88033G407		2/11/2013	1/15/2013	4,000			3,672	328					328		
274 TENET HEALTHCARE CORP	88033G407		1/25/2013	1/15/2013	3,183			2,873	310					310		
275 TENET HEALTHCARE CORP	88033G407		2/1/2013	1/15/2013	4,129			3,738	391					391		
276 TESORO CORP	881609101		10/25/2012	12/31/2013	2,945			1,905	1,040					1,040		
277 TORCHMARK CORP COM	891027104		4/28/2011	12/31/2013	3,126			1,774	1,352					1,352		
278 UOR INC	902653104		10/1/2013	1/16/2014	5,373			5,009	364					364		
279 U S SILICA HDGS INC	90346E103		1/16/2013	12/31/2013	8,486			4,700	3,786					3,786		
280 STATE STREET CORP	857477103		1/12/2012	3/13/2014	4,738			3,231	1,507					1,507		
281 STATE STREET CORP	857477103		10/31/2012	3/13/2014	3,422			2,313	1,109					1,109		
282 U S SILICA HDGS INC	90346E103		1/24/2013	12/31/2013	886			512	374					374		
283 U S SILICA HDGS INC	90346E103		2/1/2013	2/6/2014	2,904			2,145	759					759		
284 U S SILICA HDGS INC	90346E103		2/11/2013	2/6/2014	1,411			1,104	307					307		
285 U S SILICA HDGS INC	90346E103		2/14/2013	2/6/2014	434			303	131					131		
286 U S SILICA HDGS INC	90346E103		1/24/2013	2/6/2014	5,781			4,191	1,590					1,590		
287 U S SILICA HDGS INC	90346E103		1/29/2013	2/6/2014	3,654			2,612	1,042					1,042		
288 U S SILICA HDGS INC	90346E103		2/14/2013	2/7/2014	2,083			1,459	624					624		
289 U S SILICA HDGS INC	90346E103		2/20/2013	2/7/2014	3,652			2,531	1,121					1,121		
290 U S SILICA HDGS INC	90346E103		2/21/2013	2/7/2014	920			622	298					298		
291 UNITED PARCEL SVC CL B	911312108		4/11/2013	1/16/2014	201			169	32					32		
292 U S TREASURY BOND	912810F0		6/24/2008	5/13/2013	1,272			1,012	260					260		
293 U S TREASURY BOND	912810Q05		2/24/2012	5/13/2013	1,007			1,003	4					4		
294 U S TREASURY BOND	912810Q05		2/24/2012	2/28/2013	917			1,003	-86					-86		
295 U S TREASURY NOTE	912828L04		9/17/2009	6/6/2013	6,160			5,989	171					171		
296 U S TREASURY NOTE	912828N08		6/11/2010	2/28/2014	1,094			1,014	80					80		
297 U S TREASURY NOTE	912828N03		10/28/2010	3/4/2014	6,230			5,969	261					261		
298 U S TREASURY NOTE	912828N08		10/28/2010	6/7/2013	7,125			7,002	123					123		
299 U S TREASURY NOTE	912828P02		8/2/2012	5/13/2013	1,052			1,053	-1					-1		
300 U S TREASURY NOTE	912828P02		8/2/2012	3/4/2014	6,187			6,262	-75					-75		
301 U S TREASURY NOTE	912828Q00		5/27/2011	5/13/2013	1,047			1,009	38					38		
302 U S TREASURY NOTE	912828Q00		5/27/2011	2/28/2014	5,189			5,045	144					144		
303 U S TREASURY NOTE	912828R06		8/25/2011	5/13/2013	7,295			6,931	364					364		
304 U S TREASURY NOTE	912828R06		10/26/2012	5/13/2013	4,169			4,177	-8					-8		
305 U S TREASURY NOTE	912828R04		1/17/2011	3/4/2014	10,112			10,035	77					77		
306 U S TREASURY NOTE	912828S08		2/27/2012	5/13/2013	1,026			1,007	19					19		
307 U S TREASURY NOTE	912828S08		2/27/2012	2/28/2014	1,948			2,012	-64					-64		
308 U S TREASURY NOTE	912828S08		6/18/2009	1/16/2014	920			537	383					383		
309 VERIZON COMMUNICATIONS COM	92343V104		8/18/2009	1/16/2014	48			28	20					20		
310 VERIZON COMMUNICATIONS COM	92343V104		5/20/2009	1/16/2014	97			56	41					41		
311 VERIZON COMMUNICATIONS COM	92343V104		7/27/2009	1/16/2014	871			519	352					352		
312 VERIZON COMMUNICATIONS COM	92343V104		8/25/2011	7/24/2013	1,048			1,023	25					25		
313 VERIZON COMMUNICATIONS COM	92343V104															

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check 'X' if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	RICHARD P NESPOLA		7014 W 123RD TERR 407	OVERLAND PARK	KS	66209		TRUSTEE	5.00	0		
2	FAYE NESPOLA		7014 W 123RD TERR 407	OVERLAND PARK	KS	66209		TRUSTEE	1.00	0		
3	RICHARD P NESPOLA JR		3936 HIGHWOOD COURT NW	WASHINGTON	DC	20007		TRUSTEE	1.00	12,000		
										12,000	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	2,884
7 Total	7	2,884

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	60,743
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	60,743