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Return of Private Foundation

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

OMB No. 1545-0052

Department 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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning MAY 1, 2013, and ending APRIL 30, 2014

Name of foundation

D'AGOSTINO FOUNDATION

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

2239 SW BROOKHAVEN WAY

A Employer identification number

11-3437294

B Telephone number (see instructions)

(727) 221-8861C If exemption application is pending, check here ► D 1. Foreign organizations, check here ►

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► G Check all that apply: Initial return Initial return of a former public charity Final return Amended return Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2984,276 J Accounting method: Cash Accrual
 Other (specify) _____

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

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities			
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	<u>115 573</u>		
	b Gross sales price for all assets on line 6a	<u>520,775</u>		
	7 Capital gain net income (from Part IV, line 2)		<u>115,573</u>	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
Operating and Administrative Expenses	b Less: Cost of goods sold			
	c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	<u>204,592</u>	<u>204,592</u>	<u>89 019</u>
	13 Compensation of officers, directors, trustees, etc.	<u>30 000</u>	<u>0</u>	<u>0</u>
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)			
	17 Interest	<u>28 604</u>	<u>28 604</u>	<u>0</u>
	18 Taxes (attach schedule) (see instructions)	<u>3</u>	<u>0</u>	<u>0</u>
	19 Depreciation (attach schedule) and depletion	<u>3026</u>	<u>0</u>	<u>0</u>
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses. Add lines 13 through 23	<u>1120</u>	<u>0</u>	<u>0</u>
	25 Contributions, gifts, grants paid	<u>62,753</u>	<u>28 604</u>	<u>147,000</u>
	26 Total expenses and disbursements. Add lines 24 and 25	<u>147,000</u>	<u>0</u>	<u>147,000</u>
	27 Subtract line 26 from line 12:	<u>(5,161)</u>		
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)		<u>175,988</u>	
	c Adjusted net income (if negative, enter -0-)			<u>89 019</u>

20

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		3 002	70 923	70 923
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)		191 987	98 988	102 776
	b Investments—corporate stock (attach schedule)		1547 011	1540 086	2530 368
	c Investments—corporate bonds (attach schedule)		250 975	277 630	279 929
	11 Investments—land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► <u>ACCRUED INTEREST PAYD</u>)		85	282	282
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		1993 060	1981 899	3,984,276
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		1993 060	1981 899	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0	0	
	29 Retained earnings, accumulated income, endowment, or other funds		0	0	
	30 Total net assets or fund balances (see instructions)		1993 060	1981 899	
	31 Total liabilities and net assets/fund balances (see instructions)		1993 060	1981 899	

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)	1 993 060
2 Enter amount from Part I, line 27a	(3161)
3 Other increases not included in line 2 (itemize) ►	0
4 Add lines 1, 2, and 3	1 987 899
5 Decreases not included in line 2 (itemize) ►	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1 987 899

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 SCHEDULE ATTACHED		D, P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g).	
a 520,775		405,202	115,573	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	115,573
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. Yes No

(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	123,000	2,504,698	.0491 077
2011	120,000	2,373,146	.0505 658
2010	119,500	2,378,067	.0502 509
2009	112,500	2,274,370	.0494 643
2008	32,080	1,051,112	.0494 714
2 Total of line 1, column (d)			2,488,601
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			.0497720
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			2,907,135
5 Multiply line 4 by line 3			144,694
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,760
7 Add lines 5 and 6			146,454
8 Enter qualifying distributions from Part XII, line 4			147,000
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1 2 3 4 5	1760 0 1760 0 1760
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
3	Add lines 1 and 2		
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-		
6	Credits/Payments:	6a 6b 6c 6d	0 0 0 0
a	2013 estimated tax payments and 2012 overpayment credited to 2013		
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7 8 9 10 11	0 0 1760 0 0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► Refunded ►		

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	
1b	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	
1c	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?	X	
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) ► DELAWARE	X	
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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <u>ERNEST SCHAAL</u> Located at ► <u>2239 SW BROOKHAVEN WAY, PALM CITY, FL</u>	Telephone no. ► <u>(772) 221-8861</u> ZIP+4 ► <u>34990-5751</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year	15	<input type="checkbox"/>
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
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? If "Yes," list the years ► <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	<input type="checkbox"/> N/A
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.)	3a	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	3b	<input type="checkbox"/> N/A
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	4a	<input checked="" type="checkbox"/>
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.)	4b	<input checked="" type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	5b N/A		
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
ERNEST SCHRAAL PALM CITY, FL	PRESIDENT	0	0	0
ANITA SCHRAAL PALM CITY, FL	VICE PRES SECRETARY	30,000	0	0
MELVIN SCHREIBER LAKE SUCCESS, NY	TREASURER	0	0	0

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

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

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	►	0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2 871 568
b	Average of monthly cash balances	1b	73 838
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2 951 406
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2 951 406
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	44 271
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2 907 135
6	Minimum investment return. Enter 5% of line 5	6	145 357

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	145 357
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1760
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	1760
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	143 597
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	143 597
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	143 597

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	147 000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	147 000
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	1760
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	145240

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				143,597
2 Undistributed income, if any, as of the end of 2013:				0
a Enter amount for 2012 only		0		
b Total for prior years: 20 20 20		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	0			
b From 2009	0			
c From 2010	0			
d From 2011	0			
e From 2012	233			
f Total of lines 3a through e	233			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 143,600				0
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)		0		
d Applied to 2013 distributable amount				643,364
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).)	3403	233		233
6 Enter the net total of each column as indicated below:	3403			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0		
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				0
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3403			
10 Analysis of line 9:				
a Excess from 2009	0			
b Excess from 2010	0			
c Excess from 2011	0			
d Excess from 2012	0			
e Excess from 2013	3403			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test—enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

IDA D'AGOSTINO, DEC'D; ESTATE OF IDA D. D'AGOSTINO

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
<u>SCHEDULE ATTACHED</u>				<u>147,000</u>
Total				► 3a <u>147,000</u>
<i>b Approved for future payment</i>				
Total				► 3b <u>0</u>

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		204592	0
13 Total. Add line 12, columns (b), (d), and (e)				13	204592

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

b If "Yes," complete the following schedule.

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

Sign 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.

Sign Here correct, and complete. Declaration of preparer (other than a spouse)
► *Eric J. Schaefer*
Signature of officer or trustee

7/8/14
Date

PRESIDENT

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

Signature of officer or trustee		Date	Date		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

Shares

Bought

Account

Security

Account

SHORT TERM	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
④ SMITH BARNEY-389-3691...NEWS CORP LTD. CLASS B	1,500,000	9/21/2012	7/5/2013	37,233.15	37,233.15	0.00
SMITH BARNEY-389-3691...NII HLDGS INC CLASS B N...	1,300,000	6/17/2013	3/5/2014	1,522.79	9,014.20	-7,491.41
TOTAL SHORT TERM				38,755.94	46,247.36	-7,491.41

LONG TERM	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SMITH BARNEY-389-3691...COMCAST CORP. CL A-SPL	600,000	5/24/2007	5/1/2013	23,351.83	16,140.00	7,211.83
SMITH BARNEY-389-3691...REGENERON PHARMACEU...	100,000	12/11/2008	5/15/2013	27,088.30	1,680.75	25,407.55
SMITH BARNEY-389-3691...COMPAGIE GENERALE DE ...	100,000	10/15/2007	5/15/2013	2,468.76	6,604.50	-4,135.74
SMITH BARNEY-389-3691...COMPAGIE GENERALE DE ...	100,000	11/14/2007	5/15/2013	2,468.76	6,355.00	-3,886.24
SMITH BARNEY-389-3691...COMPAGIE GENERALE DE ...	100,000	11/25/2008	5/15/2013	2,468.76	4,699.71	-2,230.95
SMITH BARNEY-389-3691...COMPAGIE GENERALE DE ...	60,000	8/22/2008	5/15/2013	1,481.26	2,402.24	-920.98
SMITH BARNEY-389-3691...COMPAGIE GENERALE DE ...	200,000	8/22/2008	5/15/2013	4,937.53	8,012.46	-3,074.93
SMITH BARNEY-389-3691...YAHOO INC.	100,000	4/18/2007	5/31/2013	2,595.01	2,845.91	-250.90
SMITH BARNEY-389-3691...SUFFOLK CNTY NY WTR 6/...	20,000,000	1/2/2007	6/3/2013	20,200.00	20,254.00	-54.00
SMITH BARNEY-389-3691...HOME DEPOT INC.	100,000	6/28/2007	6/6/2013	7,877.86	4,004.99	3,872.87
SMITH BARNEY-389-3691...NEXTERRA ENERGY INC.	100,000	7/11/2007	6/6/2013	7,636.86	5,530.70	2,106.16
SMITH BARNEY-389-3691...SEATTLE GENETICS INC.	200,000	8/18/2009	6/6/2013	6,823.88	2,298.86	4,525.02
SMITH BARNEY-389-3691...LAS VEGAS SANDS CORP	100,000	8/5/2009	6/6/2013	5,752.89	1,130.98	4,621.91
SMITH BARNEY-389-3691...SPRINT NEXTEL CORP.	100,000	8/31/2000	6/6/2013	715.99	3,111.97	-2,395.98
SMITH BARNEY-389-3691...SPRINT NEXTEL CORP.	100,000	9/28/2001	6/6/2013	715.99	2,203.68	-1,487.69
SMITH BARNEY-389-3691...SPRINT NEXTEL CORP.	200,000	2/27/2007	6/6/2013	1,431.97	3,788.00	-2,356.03
SMITH BARNEY-389-3691...SPRINT NEXTEL CORP.	100,000	4/26/2007	6/6/2013	715.99	2,050.00	-1,334.01
SMITH BARNEY-389-3691...REGENERON PHARMACEU...	50,000	5/5/2009	6/11/2013	11,752.79	740.82	11,011.97
SMITH BARNEY-389-3691...SPRINT NEXTEL CORP.	1,900,000	4/27/2007	7/1/2013	10,730.55	10,735.09	-4.54
SMITH BARNEY-389-3691...SPRINT NEXTEL CORP.	1,200,000	4/29/2009	7/1/2013	6,777.19	3,406.10	3,371.09
SMITH BARNEY-389-3691...SPRINT NEXTEL CORP.	1,200,000	5/7/2009	7/1/2013	6,777.19	4,873.70	1,903.49
SMITH BARNEY-389-3691...SPRINT NEXTEL CORP.	3,200,000	4/5/2010	7/1/2013	18,072.51	7,940.52	10,131.99
SMITH BARNEY-389-3691...ONYX PHARMACEUTICALS...	500,000	10/7/2011	10/8/2013	62,500.00	16,773.90	45,726.10
SMITH BARNEY-389-3691...REGENERON PHARMACEU...	50,000	5/5/2009	11/27/2013	14,121.75	740.82	13,380.93
SMITH BARNEY-389-3691...NEXTERRA ENERGY INC.	100,000	7/11/2007	11/27/2013	8,616.84	5,530.70	3,086.14
SMITH BARNEY-389-3691...HOME DEPOT INC.	100,000	6/28/2007	11/27/2013	7,911.86	4,004.99	3,906.87
SMITH BARNEY-389-3691...PLUM CREEK TIMER CO.	700,000	4/20/2010	2/12/2014	29,677.87	28,489.72	1,188.15
SMITH BARNEY-389-3691...US TREASURY NOTES DU...	50,000,000	1/2/2007	2/18/2014	50,000.00	47,645.00	2,355.00
④ SMITH BARNEY-389-3691...VODAFONE GROUP PLC A...	900,000	9/22/2011	2/21/2014	22,102.92	22,102.92	0.00
④ SMITH BARNEY-389-3691...VODAFONE GROUP PLC A...	400,000	6/6/2012	2/21/2014	10,531.40	10,531.40	0.00
SMITH BARNEY-389-3691...COCA-COLA CO.	50,000	10/17/2008	2/28/2014	1,884.07	2,272.63	-388.56

Capital Gains
5/1/2013 through 4/30/2014

6/25/2014

Page 2

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SMITH BARNEY-389-3691...COCA-COLA CO.		200,000	10/17/2008	2/28/2014	7,536.27	9,090.50	-1,554.23
SMITH BARNEY-389-3691...COCA-COLA CO.		200,000	3/19/2009	2/28/2014	7,536.27	8,399.54	-863.27
SMITH BARNEY-389-3691...COCA-COLA CO.		450,000	8/10/2012	2/28/2014	16,956.60	0.00	16,956.60
SMITH BARNEY-389-3691...NII HLDGS INC CLASS B N...		1,300,000	4/25/2012	3/5/2014	1,522.79	24,085.62	-22,562.83
SMITH BARNEY-389-3691...SPRINT CORP COM SER 1		497,314	4/23/2007	3/13/2014	4,287.52	28,214.91	-23,927.39
SMITH BARNEY-389-3691...SPRINT CORP COM SER 1		314,093	4/29/2009	3/13/2014	2,707.90	1,834.30	873.60
SMITH BARNEY-389-3691...SPRINT CORP COM SER 1		314,093	5/7/2009	3/13/2014	2,707.90	1,834.30	873.60
SMITH BARNEY-389-3691...SPRINT CORP COM SER 1		837,500	4/5/2010	3/13/2014	7,220.38	4,891.48	2,328.90
SMITH BARNEY-389-3691 YAHOO INC.		200,000	4/18/2007	3/13/2014	7,591.86	5,691.82	1,900.04
SMITH BARNEY-389-3691...ORIENT EXPRESS HOTELS...		400,000	6/21/2010	3/13/2014	5,645.90	3,782.32	1,863.58
SMITH BARNEY-389-3691...FOSTER WHEELER AG		900,000	7/20/2011	4/1/2014	28,492.37	25,028.73	3,463.64
SMITH BARNEY-389-3691...TWENTY FIRST CENTURY ...		400,000	9/21/2012	4/1/2014	12,380.72	8,787.02	3,593.70
SMITH BARNEY-389-3691...MICRON CVR 1/1/14		25,000,000	10/19/2010	4/4/2014	42,111.31	23,179.69	18,931.62
SMITH BARNEY-389-3691...BROOME CO NY PUB G/O 4...		25,000,000	1/2/2007	4/15/2014	25,000.00	25,100.00	-100.00
TOTAL LONG TERM					551,886.37	428,822.29	123,064.08
OVERALL TOTAL					590,642.31	475,069.64	115,572.67

④ COST BASIS OF SECURITIES IN MEMBERS

OVERALL TOTAL

**\$ 69,867.41) (69,861.41) 9.00
\$20,714.64 40,526.21 115,572.67**

D'AGOSTINO FOUNDATION

11-3437294

FYE 4/30/14

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Prepared By	TKs	Date
Approved By		

2 3

1 PART 1

3 LINE 16C - PROFESSIONAL FEES

2 PINNACLE ASSOCIATES LTD

1 28604

7 LINE 18 - TAXES

8 FICA AND MEDICARE TAXES

7 2295

9 EXCISE TAX

6 731

5 3026

13 LINE 23 - OTHER EXPENSES

14 CT CORPORATION-REPRESENTATIVE FEE

4 365

15 CT CORPORATION-ANNUAL REPORT

3 65

16 ALM-ADVERTISERENT FEE

2 135

17 CUSTODY FEES & OTHER EXPENSES

1 555

0 1120

PART XV 'SUPPLEMENTARY INFORMATION

3 Contributions Paid During the Year

<u>Recipient – Name and Address</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
Church of St. Patrick Brooklyn, NY	Life & faith of community	\$ 2,500
The Visitation Monastery Brooklyn, NY	Support monastery	2,000
St. Bernard Church Brooklyn, NY	Support R.C. Church	2,000
Sisters of Life Suffern, NY	Build culture of life	3,000
Little Sisters of the Poor Queens Village, NY	Support ministry – elderly	2,000
Memorial Sloan Kettering New York, NY	Support the Patient Free Care Fund	4,000
St. Jude's Children Research Hospital Memphis, TN	Pediatric childhood cancer research	12,500
Martin Health Foundation Stuart, FL	Senior care and gerontology education	30,000
Martin Health Foundation Stuart, FL	Renovate entire 5 th floor Martin Medical Center, Stuart, FL	10,000
The ALS Association Florida Charter Tampa, FL	Support ALS patient care and comfort	6,000
National Multiple Sclerosis Fort Lauderdale, FL	Support MS patient care and comfort	6,000
Cystic Fibrosis Foundation West Palm Beach, FL	Support CF patient care and treatment	5,000
Leukemia & Lymphoma Society West Palm Beach, FL	Improve quality of life of patients	2,000
Center for Development Disabilities Woodbury, NY	Support programs – disabilities	4,000
Martin Memorial Foundation Stuart, FL	Support Mother/Baby Visit Program	5,000

Martin Memorial Foundation Stuart, FL	Support Capen Fund for Kids	7,000
Molly's House Stuart, FL	Provides housing for families of hospital patients	5,000
Caring Children Clothing Children Stuart, FL	Provides needy school-age children with clothing and literary skills	4,000
House of Hope Jensen Beach, FL	Provides food, clothing and financial assistance	3,000
ARC of Martin County Stuart, FL	Support mission – developmental disabilities	2,000
Packer Collegiate Institute New York, NY	Support student education	2,000
Tuesday's Children Manhasset, NY	Support programs for families directly impacted by events of 9/11/2001	4,000
Council on Aging of Martin County Stuart, FL	Support seniors to live young and engaged with life	2,000
A Tail to Tell, Inc. Mount Gretna, PA	Mission in rescuing dogs and placing them with responsible families	4,500
For Our Friends, Inc. Briarwood, NY	Rescue group for dogs/puppies in need of help	4,500
Guiding Eyes for the Blind, Inc. Yorktown Heights, NY	Dogs guiding eyes – blind travel safely	6,000
Muttville San Francisco, CA	Rescuing senior dogs, placing them with responsible families	4,500
Hobe Sound Animal Protection League Palm City, FL	New Sanctuary – no kill feline rescue group	2,500
TOTAL		\$147,000

Portfolio Value - As of 4/30/2014:2

As of 4/30/2014

6/24/2014

Page 1

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
(No Type)						
-Cash-				82,586.03	0.00	82,586.03
TOTAL (No Type)				82,586.03	0.00	82,586.03
				<u>OUTSTANDING CHECKS</u>	<u>(14,500.00)</u>	<u>68,086.03</u>
Common Stock						
AMC NETWORKS INC-A	375,000	65.670		9,583.85	15,042.40	24,626.25
AMGEN INC.	500,000	111.750		26,418.22	29,456.78	55,875.00
AT & T INC.	1,000,000	35.700		35,605.29	94.71	35,700.00
BOEING CO.	600,000	129.020		33,279.82	44,132.18	77,412.00
BROADCOM CORP CL A	1,000,000	30.800		30,983.40	-183.40	30,800.00
CABELVISIONS SYSTEMS ...	1,500,000	16.700		25,345.22	-295.22	25,050.00
CAE INC.	2,500,000	13.190		27,200.00	5,775.00	32,975.00
CAMECO CORP.	1,800,000	21.290		67,130.32	-28,808.32	38,322.00
CENTURYLINK	1,500,000	34.910		49,366.01	2,998.99	52,365.00
CF INDUSTRIES HOLDINGS...	250,000	245.170		12,709.52	48,582.98	61,292.50
CITIGROUP INC.	1,100,000	47.910		30,908.90	21,792.10	52,701.00
COMCAST CORP CL A-SPL	1,400,000	51.040		27,158.50	44,297.50	71,456.00
CORNING INC.	1,800,000	20.910		24,115.32	13,522.68	37,638.00
CVS CAREMARK CORP.	1,000,000	72.720		31,569.30	41,150.70	72,720.00
CYRUSONE INC	1,000,000	20.000		21,844.70	-1,844.70	20,000.00
DANA HOLDING CORP.	2,000,000	21.170		25,683.00	16,657.00	42,340.00
DR. PEPPER SNAPPLE GR...	1,100,000	55.420		21,126.90	39,835.10	60,962.00
EATON CORP.	900,000	72.640		33,954.84	31,421.16	65,376.00
EMC CORP-MASS	1,900,000	25.800		29,507.00	19,513.00	49,020.00
EXXON MOBIL CORP.	700,000	102.410		35,860.15	35,826.85	71,687.00
FEDEX CORP.	400,000	136.250		40,660.00	13,840.00	54,500.00
FREEPORT MCMORAN	1,400,000	34.370		44,453.90	3,664.10	48,118.00
GANNETT CO INC.	2,600,000	27.170		38,560.62	32,081.38	70,642.00
GENERAL ELECTRIC CO.	1,600,000	26.890		37,375.04	5,648.96	43,024.00
HASBRO INC.	700,000	55.260		25,631.76	13,050.24	38,682.00
HOME DEPOT INC.	1,000,000	79.510		36,800.89	42,709.11	79,510.00
INTEL CORP.	1,200,000	26.690		21,388.00	10,640.00	32,028.00
INTERNATIONAL GAME TE...	2,200,000	12.550		36,690.80	-9,080.80	27,610.00
JPMORGAN CHASE & CO.	900,000	55.980		41,541.02	8,840.98	50,382.00
LAS VEGAS SANDS CORP.	1,100,000	79.130		12,721.79	74,321.21	87,043.00
MERCK & CO INC NEW	1,000,000	58.560		33,791.80	24,768.20	58,560.00
METLIFE INC.	800,000	52.350		26,334.64	15,545.36	41,880.00
MGM MIRAGE	2,000,000	25.230		24,755.71	25,704.29	50,460.00
MICROSOFT CORP.	1,300,000	40.400		35,169.32	17,350.68	52,520.00
NEWS CORP LTD. CLASS B	1,675,000	16.540		27,387.62	316.88	27,704.50
NEXTERRA ENERGY INC.	600,000	99.850		36,915.44	22,994.56	59,910.00
NORTHEAST UTILITIES	1,200,000	47.260		29,211.93	27,500.07	56,712.00
ORACLE CORP.	1,100,000	40.880		18,306.25	26,661.75	44,968.00
ORIENT EXPRESS HOTELS...	2,000,000	13.100		18,911.60	7,288.40	26,200.00
PFIZER INC	1,700,000	31.280		45,855.15	7,320.85	53,176.00
REGENERON PHARMACEU.	500,000	296.890		7,554.21	140,890.79	148,445.00
ROWAN COMPANIES INC.	1,000,000	30.920		34,866.50	-3,946.50	30,920.00
SCHLUMBERGER LTD	500,000	101.550		27,361.25	23,413.75	50,775.00
SEATTLE GENETICS INC.	1,800,000	38.480		20,509.27	48,754.73	69,264.00
STILLWATER MINING CO	1,200,000	15.780		15,995.88	2,940.12	18,936.00

Portfolio Value - As of 4/30/2014:2

As of 4/30/2014

6/24/2014

Page 2

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
SYNGENTA AG ADR	500,000	78.550		25,076.84	14,198.16	39,275.00
TELEPHONE & DATA SYST...	1,032,000	27.190		35,993.49	-7,933.41	28,060.08
THE MOSAIC CO	700,000	50.040		31,345.23	3,682.77	35,028.00
TREE COM INC.	3,000	29.080		20.89	66.35	87.24
TWENTY FIRST CENTURY ...	1,100,000	31.320		24,164.32	10,287.68	34,452.00
VERIZON COMMUNICATIONS	341,000	46.730		16,407.22	-472.29	15,934.93
VODAFONE GROUP PLC	709,000	37.960		32,630.27	-5,716.63	26,913.64
YAHOO INC.	1,400,000	35.950		37,138.21	13,191.79	50,330.00
TOTAL Common Stock				1,540,877.12	989,491.02	2,530,368.14

Corporate Oblig

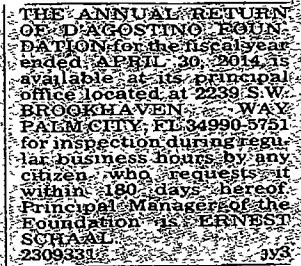
BERKSHIRE HATHWY GLO...	50,000,000	1.023	50,094.00	1,041.00	51,135.00
CINCINNATI BELL 3/15/18	25,000,000	1.050	25,157.01	1,092.99	26,250.00
CREDIT SUISSE NEW YOR...	50,000,000	1.000	50,434.00	-429.00	50,005.00
ORACLE CORP. 10/15/17	50,000,000	0.996	49,824.50	-32.00	49,792.50
PETROBRAS INTL FINANC ..	50,000,000	1.031	50,536.85	1,025.65	51,562.50
PETROBRAS INTL FINANC...	50,000,000	1.024	51,658.31	-476.31	51,182.00
TOTAL Corporate Oblig			277,704.67	2,222.33	279,927.00

Municipal Bond

MONROE CO NY PUB IMP ..	50,000,000	1.024	49,325.00	1,888.00	51,213.00
MONTICELLO NEW YORK ...	25,000,000	1.023	24,665.00	905.25	25,570.25
ROMULUS CENT SCH 6/15/...	25,000,000	1.040	24,998.00	995.00	25,993.00
TOTAL Municipal Bond			98,988.00	3,788.25	102,776.25

TOTAL Investments**1,985,655.82 995,501.60 2,981,157.42**

STATE OF NEW YORK
County of New York, ss:



Emogene Hayes, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** one time on the 3rd day of July, 2014.

TO WIT: JULY 3, 2014

SWORN BEFORE ME, this 3rd day }
Of July, 2014.

Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015