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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

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.

For calendar year 2013 or tax year beginning 5/1/2013, and ending 4/30/2014

Name of foundation
CHU AND CHAN 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

City or town State ZIP code
PENNINGTON NJ 08534-1501

Foreign country name Foreign province/state/county Foreign postal code

A Employer identification number
11-3440906

B Telephone number (see instructions)
609-274-6834

C 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 change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,411,271

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	39,517	38,316		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	104,190			
	b Gross sales price for all assets on line 6a	569,271			
	7 Capital gain net income (from Part IV, line 2)		104,190		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	143,707	142,506	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	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)	20,618	12,371		8,247
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	52	52		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	250			250
	24 Total operating and administrative expenses. Add lines 13 through 23	22,420	12,423	0	9,997
	25 Contributions, gifts, grants paid	177,300			177,300
	26 Total expenses and disbursements. Add lines 24 and 25	199,720	12,423	0	187,297
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-56,013				
b Net investment income (if negative, enter -0-)		130,083			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

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	5,624	3,475	3,475
	2	Savings and temporary cash investments	51,889	31,959	31,959
	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)	240,304	185,234	188,706
	b	Investments—corporate stock (attach schedule)	777,653	732,629	916,341
	c	Investments—corporate bonds (attach schedule)	190,755	161,431	171,065
	Liabilities	11	Investments—land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)		99,144	99,725
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)	1,266,225	1,213,872	1,411,271
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒				
	27	Capital stock, trust principal, or current funds	1,266,225	1,213,872	
	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)	1,266,225	1,213,872		
31	Total liabilities and net assets/fund balances (see instructions)	1,266,225	1,213,872		

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	1,266,225
2	Enter amount from Part I, line 27a	2	-56,013
3	Other increases not included in line 2 (itemize) ☐ See Attached Statement	3	4,861
4	Add lines 1, 2, and 3	4	1,215,073
5	Decreases not included in line 2 (itemize) ☐ BOND AMORTIZATION	5	1,201
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,213,872

Form 990-PF (2013)

CHU AND CHAN FOUNDATION

11-3440906

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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	104,190
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	175,464	1,432,091	0.122523
2011	102,723	1,474,014	0.069689
2010	178,120	1,538,922	0.115743
2009	142,852	1,550,024	0.092161
2008	93,250	1,621,208	0.057519

2 Total of line 1, column (d)	2	0.457635
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	0.091527
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,438,737
5 Multiply line 4 by line 3	5	131,683
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,301
7 Add lines 5 and 6	7	132,984
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	187,297

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1		1,301
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2		0
3	Add lines 1 and 2	3		1,301
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5		1,301
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	971	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7		971
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		330
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11		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
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
4b 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		
8b 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	N/A
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)
- 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
TONY CHU 2705 VERDIS LANE CROFTON, MD 21114	PRESIDENT 20 00			
EMILY CHU 2705 VERDIS LANE CROFTON, MD 21114	DIRECTOR 20 00			
THOMAS SOBEL 1013 ROCKYSIDE RD NEW CUMBERLAND, WV 260	SECRETARY			
JEFF SOBEL 4323 HIDDEN LAKES DRIVE NICEVILLE, FL 32578	PRESIDENT			

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	1,407,648
b	Average of monthly cash balances	1b	52,999
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,460,647
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	1,460,647
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	21,910
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,438,737
6	Minimum investment return. Enter 5% of line 5	6	71,937

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	71,937
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,301
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,301
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,636
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	70,636
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	70,636

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	187,297
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	187,297
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	1,301
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	185,996

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				70,636
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
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	93,300			
d From 2011	30,990			
e From 2012	105,801			
f Total of lines 3a through e	230,091			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 187,297				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				70,636
e Remaining amount distributed out of corpus	116,661			
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	346,752			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	346,752			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010	93,300			
c Excess from 2011	30,990			
d Excess from 2012	105,801			
e Excess from 2013	116,661			

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).)

SEE LIST OF DIRECTORS

- 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

TONY CHU 2705 VERDIS LANE CROFTON, MD 21114

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

GRANT REQUESTOR AND PROPOSAL ON ORG LETTERHEAD WITH LATEST FINANCIAL STATEMENT & TAX RETURN

- c** Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			3a	177,300
b Approved for future payment NONE				
Total			3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Form **990-PF** (2013)

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		

[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

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 
 Date 22 Jun 14 Title President

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 	Date 6/10/2014	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	

CHU AND CHAN FOUNDATION

11-3440906 Page 1 of 2

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

Recipient(s) paid during the year

Name

SARATOGA COUNTY RURAL PRESERVATION COMPANY

Street

COMPANY INC 1214 SARATOGA RD RT 50

City

BALLSTON SPA

State

NY

Zip Code

12020

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

HOSPICE OF SOUTHERN IL INC

Street

305 S ILLINOIS ST

City

BELLEVILLE

State

IL

Zip Code

62220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

70,000

Name

AMERICAN RED CROSS

Street

2025 E ST

City

WASHINGTON

State

DC

Zip Code

20006

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

ESOPHAGEAL CANCER EDUCATION FOUNDATION

Street

PO BOX 821

City

MANALAPAN

State

NJ

Zip Code

07726

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

NATIONAL MARFAN FOUNDATION

Street

22 MANHASSET AVE

City

PORT WASHINGTON

State

NY

Zip Code

11050

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

40,300

Name

NATIONAL MULTIPLE SCLEROSIS SOCIETY, SOUTH FLORIDA CHAPTER

Street

3201 W COMMERCIAL BLVD SUITE 127

City

FT LAUDERDALE

State

FL

Zip Code

33309-3452

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

CHU AND CHAN FOUNDATION

11-3440906 Page 2 of 2

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

Recipient(s) paid during the year

Name

CHARLES B WANG COMMUNITY HEALTH CENTER, INC

Street

268 CANAL STREET

City

NEW YORK

State

NY

Zip Code

10013

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

CHAUCIE'S PLACE

Street

4607 E 106TH ST

City

CARMEL

State

IN

Zip Code

46033

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

LITTLE SISTERS OF THE POOR- ST AUGUSTINE'S HOME

Street

2345 WEST 86TH STREET

City

INDIANAPOLIS

State

IN

Zip Code

46260

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

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

Long Term CG Distributions										Short Term CG Distributions										Amount																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																													
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Check "X" if Purchaser is a Business										Purchaser										Check "X" if Purchaser is a Business		Date Acquired		Acquisition Method		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																									
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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	Gross Sales Price	Totals				Net Gain or Loss
									Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses	Adjustments	
	Long Term CG Distributions	58							569,271		465,081		104,190
	Short Term CG Distributions								0				0
69	DEERE & COMPANY	2441998E4			6/12/2012		3/4/2014	16,348	17,070				-722
70	DEERE & COMPANY	2441998E4			9/12/2013		3/4/2014	1,923	1,844				79
71	DISNEY (WALT) CO COM STK	254687106			12/11/2012		6/7/2013	773	598				175
72	DISNEY (WALT) CO COM STK	254687106			12/11/2012		11/12/2013	1,359	997				362
73	DISNEY (WALT) CO COM STK	254687106			12/11/2012		2/3/2014	849	598				251
74	DISNEY (WALT) CO COM STK	254687106			12/11/2012		2/4/2014	498	348				149
75	DISCOVER FINL SVCS	254709108			5/24/2011		11/12/2013	660	312				348
76	DISCOVER FINL SVCS	254709108			5/24/2011		2/3/2014	1,272	576				696
77	DOVER CORP	260003108			5/30/2008		11/12/2013	1,558	921				637
78	DOVER CORP	260003108			5/30/2008		2/3/2014	417	271				146
79	DOW CHEMICAL CO	260543103			10/21/2013		2/3/2014	764	704				60
80	DR PEPPER SNAPPLE GROUP	26138E109			7/20/2010		11/12/2013	1,197	986				211
81	DR PEPPER SNAPPLE GROUP	26138E109			7/20/2010		2/3/2014	520	434				86
82	EXXON MOBIL CORP COM	30231G102			2/27/2008		6/7/2013	1,184	1,171				13
83	EXXON MOBIL CORP COM	30231G102			2/27/2008		8/8/2013	3,480	3,422				58
84	EXXON MOBIL CORP COM	30231G102			1/5/2008		8/8/2013	6,777	5,604				1,173
85	EXXON MOBIL CORP COM	30231G102			4/3/2008		8/8/2013	1,923	1,869				54
86	ALLEGION PLC SHS	G0176J109			11/4/2012		12/11/2013	338	225				113
87	ALLEGION PLC SHS	G0176J109			11/4/2012		12/11/2013	1,226	808				418
88	UNITED CONTL HLDGS INC	910047109			11/4/2013		6/7/2013	1,348	1,067				281
89	UNITED CONTL HLDGS INC	910047109			11/4/2013		11/12/2013	1,287	911				376
90	ALLEGION PLC SHS	G0176J109			11/15/2012		12/13/2013	28	19				9
91	INGERSOLL-RAND PLC	G47781101			11/13/2012		6/7/2013	575	462				113
92	INGERSOLL-RAND PLC	G47781101			11/13/2012		2/3/2014	687	441				246
93	INGERSOLL-RAND PLC	G47781101			11/15/2012		4/16/2014	1,370	868				504
94	INGERSOLL-RAND PLC	G47781101			11/14/2012		4/16/2014	3,539	2,256				1,283
95	INGERSOLL-RAND PLC	G47781101			11/14/2012		4/16/2014	1,655	1,055				600
96	INGERSOLL-RAND PLC	G47781101			11/15/2012		4/16/2014	1,199	772				427
97	INGERSOLL-RAND PLC	G47781101			11/15/2012		4/17/2014	3,708	2,310				1,398
98	INGERSOLL-RAND PLC	G47781101			11/13/2012		11/12/2013	1,484	1,016				468
99	U.S. TREASURY NOTE	912828RC6			8/25/2011		5/13/2013	8,337	7,921				416
100	U.S. TREASURY NOTE	912828RC6			10/26/2012		5/13/2013	8,337	8,354				-17
101	U.S. TREASURY NOTE	912828RM4			11/17/2011		3/4/2014	15,168	15,052				116
102	U.S. TREASURY NOTE	912828SF8			2/27/2012		2/3/2014	3,902	4,025				-123
103	U.S. TREASURY NOTE	912828SF8			2/27/2012		2/4/2014	974	1,006				-32
104	VALERO ENERGY CORP NEW	91913Y100			11/4/2011		6/7/2013	991	562				429
105	VALERO ENERGY CORP NEW	91913Y100			11/4/2011		11/12/2013	1,233	674				559
106	VALERO ENERGY CORP NEW	91913Y100			11/5/2011		11/12/2013	575	318				257
107	VALERO ENERGY CORP NEW	91913Y100			11/15/2011		2/3/2014	598	273				325
108	VERIZON COMMUNICATIONS CO	92343V104			2/13/2012		5/1/2013	3,712	2,678				1,034
109	VERIZON COMMUNICATIONS CO	92343V104			2/14/2012		5/1/2013	901	646				255
110	VERIZON COMMUNICATIONS CO	92343V104			5/6/2012		5/2/2013	3,410	2,643				767
111	VERIZON COMMUNICATIONS CO	92343V104			5/6/2012		5/2/2013	1,941	1,501				440
112	VERIZON COMMUNICATIONS CO	92343V104			2/14/2012		5/2/2013	1,574	1,140				434
113	WELLS FARGO & COMPANY	94974BFQ8			11/18/2013		2/4/2014	1,006	1,008				-2
114	ALLEGION PLC SHS	G0176J109			11/14/2012		12/10/2013	927	618				309
115	ALLEGION PLC SHS	G0176J109			11/13/2012		12/10/2013	463	312				151
116	EXXON MOBIL CORP COM	30231G102			7/10/2012		1/8/2014	302	251				51
117	EXXON MOBIL CORP COM	30231G102			7/18/2011		1/8/2014	2,010	1,650				360
118	EXXON MOBIL CORP COM	30231G102			7/8/2012		1/8/2014	5,628	4,882				846
119	EXXON MOBIL CORP COM	30231G102			11/5/2008		1/8/2014	905	882				223
120	FEDERAL HOME LN MTG COR	31344AUK8			6/9/2009		11/15/2013	2,000	2,000				0
121	FEDERAL HOME LN MTG COR	31344AUK8			7/8/2008		11/15/2013	19,000	18,000				0
122	FEDERAL HOME LN MTG COR	31344AUK8			11/9/2010		11/15/2013	2,000	2,000				0
123	FEDERAL HOME LN MTG COR	3137EADH9			11/18/2013		2/3/2014	1,002	1,003				-1
124	FEDERAL HOME LN MTG COR	3137EADH9			11/18/2013		2/4/2014	1,002	1,003				-1
125	FEDERAL NATL MTG ASSOC	31388ADM1			6/26/2007		2/3/2014	2,283	1,977				316
126	GENERAL ELECTRIC	369604103			11/4/2013		2/3/2014	418	452				-34
127	GENERAL ELEC CAP CORP	3696256R0			1/9/2013		3/4/2014	10,087	9,998				89
128	GENWORTH FINL INC COM	37247D106			1/9/2014		2/4/2014	365	418			53	0
129	GOLDMAN SACHS GROUP INC	38141G104			9/24/2012		6/7/2013	1,322	933				389
130	GOLDMAN SACHS GROUP INC	38141G104			9/25/2012		10/10/2013	8,624	6,384				2,240
131	GOLDMAN SACHS GROUP INC	38141G104			12/11/2012		2/3/2014	162	119				43
132	GOLDMAN SACHS GROUP INC	38141G104			9/25/2012		2/3/2014	873	686				277
133	GOOGLE INC CL A	38259P508			6/25/2012		6/7/2013	873	961				312
134	GOOGLE INC CL A	38259P508			6/25/2012		11/12/2013	1,072	961				451
135	GOOGLE INC CL A	38259P508			6/25/2012		11/12/2013	2,024	1,128				896
136	GOOGLE INC CL A	38259P508			6/25/2012		2/3/2014	2,309	1,128				1,181

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															58	
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	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
137	X	GOOGLE INC CL A			6/26/2012		2/4/2014	1,153	564					589		
138	X	E M C CORPORATION MASS			10/31/2012		11/12/2013	533	539					-6		
139	X	E M C CORPORATION MASS			10/31/2012		2/3/2014	576	588					13		
140	X	HALLIBURTON COMPANY			8/6/2013		2/3/2014	818	785					0		
141	X	INTL BUSINESS MACHINES			2/20/2013		8/8/2013	1,693	1,806					0		
142	X	INTL BUSINESS MACHINES			2/21/2013		8/8/2013	1,129	1,192					-63		
143	X	INTL BUSINESS MACHINES			2/22/2013		8/8/2013	4,702	5,005					-303		
144	X	INTL PAPER CO			10/22/2012		6/7/2013	726	601					125		
145	X	INTL PAPER CO			10/22/2012		10/10/2013	5,519	4,733					786		
146	X	INTL PAPER CO			10/24/2012		10/10/2013	613	514					99		
147	X	INTL PAPER CO			10/23/2012		10/10/2013	2,015	1,703					312		
148	X	MERCK AND CO INC SHS			6/26/2012		6/7/2013	822	679					143		
149	X	MERCK AND CO INC SHS			6/26/2012		11/12/2013	1,519	1,283					236		
150	X	NEW NEWS CORP LLC SHS			8/31/2010		7/18/2013	2,183	814					1,369		
151	X	MERCK AND CO INC SHS			6/25/2012		11/12/2013	1,472	1,238					234		
152	X	MERCK AND CO INC SHS			6/26/2012		2/3/2014	1,315	1,002					313		
153	X	NIKE INC CL B			12/11/2012		6/7/2013	562	447					115		
154	X	MERCK AND CO INC SHS			6/26/2012		2/4/2014	423	321					102		
155	X	NIKE INC CL B			12/11/2012		9/18/2013	2,254	1,638					616		
156	X	NIKE INC CL B			12/12/2012		9/19/2013	419	299					120		
157	X	MERCK AND CO INC SHS			6/27/2012		4/16/2014	3,707	2,686					1,021		
158	X	MERCK AND CO INC SHS			6/26/2012		9/19/2013	2,936	2,085					851		
159	X	NIKE INC CL B			12/12/2012		9/20/2013	2,480	1,792					688		
160	X	MICROSOFT CORP			11/16/2009		6/7/2013	178	149					29		
161	X	MICROSOFT CORP			12/12/2012		9/23/2013	4,287	3,086					1,181		
162	X	NIKE INC CL B			11/9/2009		6/7/2013	1,314	1,070					244		
163	X	MICROSOFT CORP			11/16/2009		8/8/2013	6,732	6,217					515		
164	X	MICROSOFT CORP			11/16/2009		2/3/2014	1,553	1,249					304		
165	X	ORACLE CORP \$0.01 DEL			10/31/2012		6/7/2013	714	655					59		
166	X	MICROSOFT CORP			11/16/2009		2/4/2014	402	327					75		
167	X	ORACLE CORP \$0.01 DEL			10/31/2012		11/12/2013	1,496	1,341					155		
168	X	NETAPP INC			8/6/2013		2/3/2014	886	891					-5		
169	X	NEWS CORP CL A			8/31/2010		6/7/2013	881	338					523		
170	X	ORACLE CORP \$0.01 DEL			10/31/2012		2/3/2014	649	561					88		
171	X	PACKAGING CORP AMERICA			2/20/2013		11/12/2013	1,081	718					363		
172	X	NEW NEWS CORP LLC SHS			10/4/2012		7/16/2013	8	6					2		
173	X	NEW NEWS CORP LLC SHS			10/4/2012		7/18/2013	511	375					136		
174	X	NEW NEWS CORP LLC SHS			2/20/2013		2/3/2014	829	519					310		
175	X	PACKAGING CORP AMERICA			8/13/2012		6/7/2013	848	715					133		
176	X	PRIZER INC			8/13/2012		11/12/2013	1,825	1,383					442		
177	X	PRIZER INC			8/14/2012		11/12/2013	881	675					206		
178	X	PRIZER INC			8/14/2012		2/3/2014	2,119	1,640					478		
179	X	REGIONS FINL CORP			10/10/2013		2/3/2014	832	806					26		
180	X	ROSS STORES INC COM			5/4/2009		6/7/2013	1,030	311					719		
181	X	ROSS STORES INC COM			5/4/2009		11/12/2013	1,418	350					1,068		
182	X	ROSS STORES INC COM			5/4/2009		2/3/2014	669	194					475		
183	X	SCHLUMBERGER LTD			10/10/2013		2/3/2014	1,294	1,334				39	-1		
184	X	SHELL INTERNATIONAL FIN			9/17/2009		2/3/2014	1,116	995					121		
185	X	SUNCOR ENERGY INC NEW			11/4/2013		11/12/2013	1,644	1,815					29		
186	X	UNITED CONTL HDGS INC			11/4/2013		2/4/2014	442	260					182		
187	X	UNITED CONTL HDGS INC			9/10047109		3/14/2014	7,594	4,411					3,183		
188	X	UNITED CONTL HDGS INC			9/10047109		3/14/2014	45	26					19		
189	X	U S TREASURY BOND			6/24/2009		2/3/2014	5,878	5,061					817		
190	X	U S TREASURY BOND			2/24/2012		2/3/2014	6,471	7,020					-549		
191	X	U S TREASURY BOND			2/24/2012		2/4/2014	918	1,003					-85		
192	X	U S TREASURY NOTE			11/9/2010		6/6/2013	1,027	1,001					26		
193	X	U S TREASURY NOTE			9/17/2009		6/6/2013	8,213	7,985					228		
194	X	U S TREASURY NOTE			10/28/2010		2/4/2014	1,097	1,014					83		
195	X	U S TREASURY NOTE			8/2/2012		2/3/2014	1,033	1,045					-12		
196	X	U S TREASURY NOTE			8/2/2012		3/4/2014	9,281	9,393					-112		
197	X	U S TREASURY NOTE			9/12/2013		3/4/2014	1,031	1,018					13		
198	X	U S TREASURY NOTE			5/27/2011		6/27/2013	9,340	9,081					259		
199	X	U S TREASURY NOTE			9/17/2012		2/3/2014	1,036	1,007					29		
200	X	TIME WARNER CABLE INC			8/732J207		6/3/2013	1,897	1,846					51		
201	X	TIME WARNER CABLE INC			8/732J207		6/3/2013	285	278					7		

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

Totals										Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss																							
Gross Sales										Other sales		Depreciation		Adjustments		Net Gain or Loss																					
569,271										0		465,081		0		104,190																					
Long Term CG Distributions										Short Term CG Distributions		Amount		58																							
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		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss	
205	X	TIME WARNER CABLE INC	88732J207							9/18/2012		6/4/2013	2,097	2,037			60																				
206	X	TIME WARNER CABLE INC	88732J207							9/18/2012		6/5/2013	655	648			7																				
207	X	TIME WARNER CABLE INC	88732J207							9/19/2012		6/5/2013	1,403	1,395			8																				
208	X	TIME WARNER CABLE INC	88732J207							9/20/2012		6/6/2013	1,221	1,214			7																				
209	X	TIME WARNER CABLE INC	88732J207							9/24/2012		6/6/2013	658	672			-14																				
210	X	TIME WARNER CABLE INC	88732J207							9/19/2012		6/6/2013	282	279			3																				
211	X	TIME WARNER CABLE INC	88732J207							9/25/2012		8/5/2013	1,403	1,149			254																				
212	X	TIME WARNER CABLE INC	88732J207							9/24/2012		8/5/2013	2,688	2,210			478																				
213	X	TIME WARNER CABLE INC	88732J207							10/4/2012		8/5/2013	4,558	3,876			682																				
214	X	TIME WARNER CABLE INC	88732J207							10/4/2012		8/6/2013	686	596			90																				
215	X	TRAVELERS COS INC	89417E109							12/3/2007		6/7/2013	670	417			253																				
216	X	TRAVELERS COS INC	89417E109							12/3/2007		11/12/2013	777	469			308																				
217	X	TRAVELERS COS INC	89417E109							4/3/2008		2/3/2014	242	148			94																				
218	X	TRAVELERS COS INC	89417E109							12/3/2007		2/3/2014	564	365			199																				
219	X	TWENTY-FIRST CENTURY	90130A101							8/31/2010		10/10/2013	9,419	3,209			6,210																				
220	X	TWENTY-FIRST CENTURY	90130A101							8/31/2010		2/7/2014	3,253	1,122			3,984																				
221	X	TWENTY-FIRST CENTURY	90130A101							8/31/2010		2/7/2014	4,219	2,903			2,131																				
222	X	US BANCORP (NEW)	902973304							7/23/2012		6/7/2013	859	800			1,316																				
223	X	US BANCORP (NEW)	902973304							7/23/2012		11/12/2013	1,809	1,600			59																				
224	X	US BANCORP (NEW)	902973304							7/24/2012		2/3/2014	1,214	1,037			209																				
225	X	US BANCORP (NEW)	902973304							7/23/2012		2/3/2014	78	67			177																				
226	X	UNITED CONTL HDGS INC	910047109							1/14/2013		1/15/2014	2,111	1,197			11																				
227	X	TERADATA CORP DEL	88076W103							11/13/2012		2/26/2014	510	710			914																				
228	X	TERADATA CORP DEL	88076W103							11/5/2013		2/27/2014	917	1,316			-200																				
229	X	TERADATA CORP DEL	88076W103							11/4/2013		2/27/2014	1,788	2,967			-399																				
230	X	3M COMPANY	88579Y101							6/25/2012		6/7/2013	1,104	859			-779																				
231	X	3M COMPANY	88579Y101							6/28/2012		11/12/2013	1,669	1,120			245																				
232	X	3M COMPANY	88579Y101							6/25/2012		11/12/2013	514	344			549																				
233	X	3M COMPANY	88579Y101							6/26/2012		2/3/2014	1,256	862			170																				
234	X	3M COMPANY	88579Y101							6/27/2012		2/4/2014	127	87			394																				
235	X	3M COMPANY	88579Y101							6/28/2012		2/4/2014	637	431			40																				
236	X	SUNCOR ENERGY INC NEW	86722A107							11/4/2013		2/3/2014	1,008	1,065			206																				
237	X	SUNTRUST BKS INC COM	867914103							11/4/2013		6/7/2013	836	734			-57																				
238	X	SUNTRUST BKS INC COM	867914103							11/4/2013		11/12/2013	881	706			102																				
239	X	SUNTRUST BKS INC COM	867914103							11/4/2013		2/3/2014	690	536			175																				
240	X	TRW AUTOMOTIVE HDGS CF	87264S106							2/20/2013		11/12/2013	890	730			154																				
241	X	TRW AUTOMOTIVE HDGS CF	87264S106							2/20/2013		2/3/2014	429	365			160																				
242	X	TERADATA CORP DEL	88076W103							11/13/2012		6/7/2013	565	645			84																				
243	X	TERADATA CORP DEL	88076W103							11/13/2012		11/12/2013	703	1,032			-80																				
244	X	TERADATA CORP DEL	88076W103							11/13/2012		2/4/2014	489	774			-329																				
245	X	TERADATA CORP DEL	88076W103							11/13/2012		2/4/2014	489	774			-285																				
246	X	TERADATA CORP DEL	88076W103							11/15/2012		2/26/2014	556	747			-191																				
247	X	TERADATA CORP DEL	88076W103							11/4/2013		11/12/2013	93	132			-39																				
248	X	TERADATA CORP DEL	88076W103							11/14/2012		2/26/2014	2,782	3,860			-1,078																				
249	X	INTL PAPER CO	460146103							10/24/2012		2/3/2014	514	404			110																				
250	X	JP MORGAN CHASE & CO	46625H100							12/17/2012		6/7/2013	280	229			51																				
251	X	JP MORGAN CHASE & CO	46625H100							6/8/2012		6/7/2013	867	533			334																				
252	X	JP MORGAN CHASE & CO	46625H100							6/11/2012		11/12/2013	163	100			63																				
253	X	JP MORGAN CHASE & CO	46625H100							6/11/2012		11/12/2013	378	234			144																				
254	X	JP MORGAN CHASE & CO	46625H100							6/11/2012		11/12/2013	1,943	1,205			738																				
255	X	JP MORGAN CHASE & CO	46625H100							6/12/2012		2/3/2014	1,474	901			573																				
256	X	JP MORGAN CHASE & CO	46625H100							6/13/2012		2/4/2014	331	207			124																				
257	X	JP MORGAN CHASE & CO	46625H100							6/12/2012		2/4/2014	276	167			109																				
258	X	JP MORGAN CHASE & CO	46625H100							1/19/2006		2/3/2014	1,027	993			34																				
259	X	KLA TENCOR CORP PV\$0.001	482480100							8/28/2012		5/23/2013	1,699	1,594			105																				
260	X	KLA TENCOR CORP PV\$0.001	482480100							8/29/2012		5/24/2013	874	836			38																				
261	X	KLA TENCOR CORP PV\$0.001	482480100							8/29/2012		5/24/2013	874	836			38																				
262	X	KLA TENCOR CORP PV\$0.001	482480100							8/30/2012		5/28/2013	1,168	1,075			93																				
263	X	KLA TENCOR CORP PV\$0.001	482480100							8/29/2012		5/28/2013	556	522			34																				
264	X	KLA TENCOR CORP PV\$0.001	482480100							9/4/2012		5/29/2013	56	52			4																				
265	X	KLA TENCOR CORP PV\$0.001	482480100							8/30/2012		5/29/2013	278	256			22																				
266	X	KLA TENCOR CORP PV\$0.001	482480100							8/31/2012		5/29/2013	1,390	1,284			106																				
267	X	KLA TENCOR CORP PV\$0.001	482480100							9/4/2012		5/30/2013	1,406	1,296			110																				
268	X	KNOWLES CORP SHS	49926D109							3/10/2014		3/10/2014	0	0			0																				
269	X	KNOWLES CORP SHS	49926D109							5/30/2008		4/16/2014	505	304			201																				
270	X	KNOWLES CORP SHS	49926D109							11/5/2008		4/16/2014	713	259			454																				
271	X	KNOWLES CORP SHS	49926D109							7/19/2011		4/17/2014	300	217			83																				
272	X	LOWE'S COMPANIES INC	548661107							4/29/2013		11/12/2013	996	767			229																				

Amount _____

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

		20,618	12,371	0	8,247
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MERRILL LYNCH FEES AS AGENT	20,618	12,371		8,247

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

		52	52	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	52	52		

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

		250	0	0	250
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	250			250

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

		Federal		State/Local		185,234		0		188,706	
		240,304		0		0		0		0	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation				
1				0							
2	FEDERAL NATL MTG ASSOC		0	19,681		19,716					
3	FEDERAL HOME LN MTG CORP		0	20,051		20,005					
4	FEDERAL NATL MTG ASSOC		0	19,274		21,531					
5	U S TREASURY BOND		0	15,610		17,880					
6	U S TREASURY BOND 3 125% FEB 15 20		0	27,738		26,469					
7	U S TREASURY NOTE		0	16,218		17,400					
8	U S TREASURY NOTE		0	9,077		9,282					
9	U S TREASURY NOTE 2 000% FEB 15 20		0	57,585		56,423					

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						916,341
2	AETNA INC	0		8,222		8,859
3	AGILENT TECHNOLOGIES INC	0		6,716		9,727
4	AMERICAN INTERNATIONAL	0		8,405		13,017
5	AMGEN INC	0		6,990		11,398
6	APPLE COMPUTER INC COM	0		20,080		20,653
7	APPLIED MATERIALS INC	0		7,619		9,873
8	BP P L C SPONS ADR	0		7,925		8,200
9	BIOGEN IDEC INC	0		12,668		14,069
10	BORG WARNER INC	0		7,351		9,445
11	CVS CORP	0		14,923		22,761
12	CHEVRONTXACO CORP	0		5,728		7,908
13	CISCO SYS INC	0		15,366		14,328
14	CITIGROUP INC COM NEW	0		13,713		21,464
15	COCA-COLA CO USD	0		6,742		7,261
16	COMCAST CORP NEW CLA	0		16,442		23,292
17	DELTA AIR LINES INC	0		7,417		7,955
18	DISNEY (WALT) COMPANY HOLDING CO	0		9,735		15,551
19	DISCOVER FINL SVCS	0		7,640		13,696
20	DOVER CORPORATION	0		3,964		8,899
21	DOW CHEMICAL COMPANY COMMON	0		9,527		11,477
22	DR PEPPER SNAPPLE GROUP	0		5,963		8,258
23	EMC CORP(MASS) USD 0 01	0		12,896		13,029
24	EXXON MOBIL CORP	0		8,241		10,036
25	GENERAL ELECTRIC CO	0		7,288		7,395
26	GENWORTH FINL INC	0		7,585		8,068
27	GOLDMAN SACHS GROUP INC	0		8,014		10,548
28	GOOGLE INC	0		8,584		14,977
29		0		8,557		14,746
30	HSBC HLDGS ORD USD0 50	0		166,971		168,400
31	HALLIBURTON COMPANY COM	0		8,948		12,236
32	INTERNATIONAL PAPER COMPANY COMM	0		6,979		8,304
33	J P MORGAN CHASE & CO	0		13,781		21,328
34	LOWES COMPANIES INC COM	0		14,820		17,538
35	MASTERCARD INC	0		14,171		21,477
36	MCKESSON CORPORATION	0		5,234		12,182
37	MEDTRONIC INC	0		8,414		8,941
38	MERCK AND CO INC SHS	0		14,072		19,383
39	MICROSOFT CORP COM	0		16,942		22,624
40	NETAPP INC	0		7,571		6,339
41	ORACLE CORPORATION	0		11,625		15,126
42	PACKAGING CORP AMER	0		6,522		10,461
43	PARKER HANNIFIN CORP	0		8,163		8,755
44	PFIZER INC COM	0		15,759		20,363
45	PRICELINE COM INC	0		8,378		8,104
46	REGIONS FINL CORP NEW	0		7,633		8,041

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

		777,653	732,629	0	916,341
		Book Value	Book Value	FMV	FMV
		End of Year	End of Year	End of Year	End of Year
		Beg. of Year	Beg. of Year	Beg. of Year	Beg. of Year
		Num. Shares/ Face Value	Num. Shares/ Face Value	Num. Shares/ Face Value	Num. Shares/ Face Value
		Description	Description	Description	Description
47	ROSS STORES INC	0	3,039		10,689
48	SCHLUMBERGER LIMITED COM	0	15,731		17,771
49	SUNCOR ENERGY INC NEW	0	13,656		15,324
50	SUNTRUST BANKS INC	0	6,871		9,297
51	TRW AUTOMOTIVE HLDGS CORP	0	6,104		8,437
52	3M CO	0	14,056		21,559
53	TRAVELERS COS INC	0	4,932		9,873
54	US BANCORP DEL	0	15,085		18,392
55	UNION PACIFIC CORP	0	10,560		10,664
56	UNITED CONTL HLDGS INC	0	3,933		6,580
57	UNITED HEALTH GROUP INC	0	8,745		8,630
58	UNIVERSAL HEALTH SVCS INC CL B	0	8,011		7,688
59	VALERO ENERGY CORP NEW	0	6,816		18,866
60	WESTERN DIGITAL CORP	0	7,703		8,103
61	WHIRLPOOL CORPORATION COM	0	7,103		7,976

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

		190,755		161,431		0		171,065	
		Book Value		Book Value		FMV		FMV	
		Beg of Year		End of Year		Beg of Year		End of Year	
1	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year		
2	AT&T INC			0	16,058		18,141		
3	APPLE INC			0	19,563		18,687		
4	CISCO SYSTEMS INC			0	16,017		18,062		
5	CITIGROUP INC			0	9,638		10,691		
6	CREDIT SUISSE FIRST BOSTON USA			0	12,677		13,403		
7	GOLDMAN SACHS GROUP INC			0	16,343		18,240		
8	JPMORGAN CHASE & CO			0	16,720		17,295		
9	SHELL INTERNATIONAL FIN			0	17,005		18,838		
10	VERIZON COMMUNICATIONS			0	18,305		18,762		
11	WELLS FARGO & COMPANY			0	10,033		9,930		
12	WELLS FARGO & COMPANY			0	9,072		9,016		

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	BLACKROCK STRATEGIC		0	99,144	99,725

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

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

1	COST BASIS ADJUSTMENT	1	3
2	GAIN ON PY SALES SETTLED IN CY	2	4,821
3	PURCHASE OF ACCRUED INTEREST C/O FROM PY	3	9
4	FEDERAL EXCISE TAX REFUND	4	28
5	Total	5	4,861

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

1	BOND AMORTIZATION	1	1,201
2	Total	2	1,201

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

Long Term CG Distributions										58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84				
Short Term CG Distributions										Amount	Amount	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Description of Property Sold	CUSIP #	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 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses																											
1 ACTIVISION BLIZZARD INC	00507V109		11/14/2011	8/6/2013	3,038				2,211	827			104,132																											
2 ACTIVISION BLIZZARD INC	00507V109		8/19/2011	8/6/2013	2,233				1,384	839			0																											
3 ACTIVISION BLIZZARD INC	00507V109		11/14/2011	8/9/2013	1,653				1,243	410			0																											
4 ACTIVISION BLIZZARD INC	00507V109		11/15/2011	8/9/2013	2,812				2,016	796			0																											
5 AETNA INC NEW	008177Y08		9/18/2012	2/12/2014	678				669	7			0																											
6 AGILENT TECHNOLOGIES INC	00846U101		8/27/2012	11/12/2013	1,380				1,017	363			0																											
7 AGILENT TECHNOLOGIES INC	00846U101		8/27/2012	2/3/2014	685				452	233			0																											
8 AMERICAN INTERNATIONAL	028874784		9/17/2012	2/3/2014	1,351				314	92			0																											
9 AMERICAN INTERNATIONAL	028874784		9/17/2012	2/3/2014	408				976	375			0																											
10 AMERICAN INTERNATIONAL	028874784		9/17/2012	2/3/2014	943				279	104			0																											
11 AMERICAN INTERNATIONAL	028874784		9/17/2012	2/3/2014	383				288	208			0																											
12 AMGEN INC COM PV \$0.0001	031182100		10/18/2010	8/7/2013	494				572	606			0																											
13 AMGEN INC COM PV \$0.0001	031182100		10/18/2010	2/3/2014	1,178				10,119	842			0																											
14 ANHEUSER-BUSCH INBEV WOR	033231P2		7/19/2012	3/4/2014	9,177				287	174			0																											
15 APPLE INC	037833100		5/3/2010	8/6/2013	441				3,343	572			0																											
16 APPLE INC	037833100		6/4/2012	8/6/2013	2,771				4,531	3,320			0																											
17 APPLE INC	037833100		5/2/2010	8/6/2013	7,851				2,824	2,771			0																											
18 APPLE INC	037833100		6/25/2012	2/3/2014	2,015				978	58			0																											
19 APPLE INC	037833100		5/13/2013	2/3/2014	920				440	89			0																											
20 APPLIED MATERIAL INC	037833AK6		5/23/2013	11/12/2013	529				548	181			0																											
21 APPLIED MATERIAL INC	038222105		5/23/2013	2/3/2014	738				444	171			0																											
22 BIOGEN IDEC INC	038222105		5/23/2013	2/3/2014	609				444	171			0																											
23 BIOGEN IDEC INC	038222105		5/23/2013	2/3/2014	615				576	40			0																											
24 BORG WARNER INC COM	069721106		8/8/2013	2/3/2014	616				384	32			0																											
25 BORG WARNER INC COM	069721106		8/8/2013	2/3/2014	418				10	10			0																											
26 BORG WARNER INC COM	069721106		11/29/2011	5/13/2013	21				227	227			0																											
27 BORG WARNER INC COM	069721106		11/13/2011	5/13/2013	522				365	365			0																											
28 BORG WARNER INC COM	069721106		11/13/2011	5/13/2013	722				87	87			0																											
29 BORG WARNER INC COM	069721106		11/28/2011	5/13/2013	196				805	182			0																											
30 BORG WARNER INC COM	069721106		11/14/2011	5/13/2013	987				1,846	648			0																											
31 BORG WARNER INC COM	069721106		7/8/2012	8/7/2013	2,494				344	344			0																											
32 BORG WARNER INC COM	069721106		7/8/2012	11/12/2013	1,186				47	19			0																											
33 BORG WARNER INC COM	069721106		7/10/2012	2/3/2014	1,186				660	660			0																											
34 BORG WARNER INC COM	069721106		7/9/2012	2/3/2014	66				172	2495			0																											
35 BORG WARNER INC COM	069721106		8/31/2004	8/7/2013	1,032				2,811	1,575			0																											
36 BORG WARNER INC COM	069721106		8/31/2004	10/10/2013	4,270				740	368			0																											
37 BORG WARNER INC COM	069721106		2/5/2007	10/10/2013	4,366				1,406	766			0																											
38 BORG WARNER INC COM	069721106		2/5/2007	2/3/2014	1,108				2,158	1,043			0																											
39 BORG WARNER INC COM	069721106		2/5/2007	3/14/2014	2,172				1,969	306			0																											
40 BORG WARNER INC COM	069721106		11/5/2008	3/14/2014	3,201				259	259			0																											
41 BORG WARNER INC COM	069721106		2/20/2008	2/4/2014	2,275				884	245			0																											
42 BORG WARNER INC COM	069721106		4/3/2008	3/14/2014	1,143				10,141	377			0																											
43 BORG WARNER INC COM	069721106		12/3/2012	3/4/2014	18,898				406	812			0																											
44 BORG WARNER INC COM	069721106		11/2/2009	8/7/2013	783				768	812			0																											
45 BORG WARNER INC COM	069721106		11/2/2009	11/12/2013	1,580				1,400	1,445			0																											
46 BORG WARNER INC COM	069721106		11/2/2009	11/12/2013	2,845				1,443	1,443			0																											
47 BORG WARNER INC COM	069721106		11/2/2009	11/12/2013	2,843				1,400	1,419			0																											
48 BORG WARNER INC COM	069721106		11/2/2009	11/12/2013	2,819				1,384	1,368			0																											
49 BORG WARNER INC COM	069721106		3/28/2012	11/15/2014	813				1,225	581			0																											
50 BORG WARNER INC COM	069721106		7/18/2011	11/15/2014	1,806				45	45			0																											
51 BORG WARNER INC COM	069721106		11/2/2009	11/15/2014	90				2,384	704			0																											
52 BORG WARNER INC COM	069721106		3/26/2012	11/17/2014	2,968				817	80			0																											
53 BORG WARNER INC COM	069721106		8/8/2013	11/12/2013	737				923	187			0																											
54 BORG WARNER INC COM	069721106		8/8/2013	2/3/2014	2,285				1,864	322			0																											
55 BORG WARNER INC COM	069721106		2/24/2009	2/3/2014	1,343				713	630			0																											
56 BORG WARNER INC COM	069721106		8/12/2012	8/7/2013	2,231				1,235	996			0																											
57 BORG WARNER INC COM	069721106		8/12/2012	11/12/2013	1,780				1,043	737			0																											
58 BORG WARNER INC COM	069721106		8/12/2012	2/3/2014	518				302	216			0																											
59 BORG WARNER INC COM	069721106		8/10/2012	8/7/2013	486				454	42			0																											
60 BORG WARNER INC COM	069721106		8/10/2012	8/7/2013	798				757	41			0																											
61 BORG WARNER INC COM	069721106		9/10/2012	11/12/2013	525				530	5			0																											
62 BORG WARNER INC COM	069721106		9/10/2012	2/3/2014	1,145				1,023	122			0																											
63 BORG WARNER INC COM	069721106		9/24/2012	8/7/2013	2,165				1,681	484			0																											
64 BORG WARNER INC COM	069721106		9/24/2012	11/12/2013	1,707				1,169	538			0																											
65 BORG WARNER INC COM	069721106		9/24/2012	2/3/2014	642				438	204			0																											
66 BORG WARNER INC COM	069721106		9/24/2012	2/4/2014	1,931				969	71			0																											
67 BORG WARNER INC COM	069721106		11/17/2007	2/4/2014	1,840				2,008	177			0																											
68 BORG WARNER INC COM	069721106		8/12/2012	2/4/2014	16,348				17,070	722			0																											
69 BORG WARNER INC COM	069721106		8/12/2012	3/4/2014	1,923				1,844	78			0																											
70 BORG WARNER INC COM	069721106		8/12/2012	8/7/2013	1,359				997	392			0																											
71 BORG WARNER INC COM	069721106		12/11/2012	11/12/2013	773				598	175			0																											
72 BORG WARNER INC COM	069721106		12/11/2012	11/12/2013	498				348	251			0																											
73 BORG WARNER INC COM	069721106		12/11/2012	2/3/2014	649				312	348			0																											
74 BORG WARNER INC COM	069721106		5/24/2011	11/12/2013	660				976	696			0																											
75 BORG WARNER INC COM	069721106		5/24/2011	11/12/2013	1,552				921	637			0																											
76 BORG WARNER INC COM	069721106		5/24/2011	11/12/2013	1,552				271	146			0																											
77 BORG WARNER INC COM	069721106		5/24/2011	11/12/2013	1,552				704	60			0																											
78 BORG WARNER INC COM	069721106		10/21/2013	2/3/2014	784				966	211			0																											
79 BORG WARNER INC COM	069721106		7/20/2010	11/12/2013	1,197				434	86			0																											
80 BORG WARNER INC COM	069721106		7/20/2010	2/3/2014	520				1,171	13			0																											
81 BORG WARNER INC COM	069721106		2/27/2008	8/7/2013	3,480				3,422	58			0																											
82 BORG WARNER INC COM	069721106		2/27/2008	8/7/2013	3,480				5,604	1,173			0																											
83 BORG WARNER INC COM	069721106		11/5/2008	8/6/2013	6,777								0																											

1

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

Long Term CG Distributions		Amount	569,213	0	105	465,188	104,132	0	Adjusted Basis	Excess of FMV	0	104,132	Gains Minus Excess
Short Term CG Distributions		0							123,169	Over Adj Basis			of FMV Over Adj Basis
Description of Property Sold		CUSIP #	Date Acquired	How Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expenses of Sale	Gain or Loss	FMV as of 12/31/13	Adjusted Basis 12/31/13	Gains Minus Excess of FMV Over Adj Basis
169	NETMAD INC CL A	841110104	8/1/2010		2/2/2014	889			891	-2	-5	0	104,132
170	NETMAD INC CL A	841110104	8/1/2010		2/2/2014	881			881	8	523	0	523
171	PG&E CORP 10.01 DEL	85248E105	8/31/2013		2/2/2014	649			338	311	68	0	88
172	PG&E CORP 10.01 DEL	85248E105	10/31/2013		2/2/2014	649			561	88	363	0	363
173	PACKAGING CORP AMERICA	695158109	2/20/2013		1/1/2013	1,081			718	363	0	0	363
174	NEW NEWS CORP LLC SHS	85248B103	10/4/2012		7/16/2013	6			6	0	0	0	0
175	NEW NEWS CORP LLC SHS	85248B103	10/4/2012		7/16/2013	511			375	136	136	0	136
176	PACKAGING CORP AMERICA	695158109	2/20/2013		2/3/2014	829			519	310	310	0	310
177	PRIZER INC	717081103	8/1/2012		6/7/2013	848			715	133	133	0	133
178	PRIZER INC	717081103	8/1/2012		6/7/2013	1,825			1,383	442	442	0	442
179	PRIZER INC	717081103	8/1/2012		6/7/2013	881			675	206	206	0	206
180	REGIONS FINL CORP	7591EP100	8/14/2012		2/3/2014	2,119			1,640	478	478	0	478
181	ROSS STORES INC COM	77828B103	10/19/2013		2/3/2014	832			808	26	26	0	26
182	ROSS STORES INC COM	77828B103	5/4/2009		6/7/2013	1,030			311	719	719	0	719
183	ROSS STORES INC COM	77828B103	5/4/2009		1/1/2013	1,418			350	1,068	1,068	0	1,068
184	SCHLUMBERGER LTD	606851708	5/4/2009		2/3/2014	669			194	475	475	0	475
185	SHELL INTERNATIONAL FIN	872592A11	10/19/2013		2/3/2014	1,294		39	1,334	121	121	0	121
186	SUNCOR ENERGY INC NEW	887224107	1/14/2013		1/1/2013	1,844			1,615	229	229	0	229
187	UNITED CONTL HDGS INC	910047109	1/14/2013		2/4/2014	442			260	182	182	0	182
188	UNITED CONTL HDGS INC	910047109	1/15/2013		3/14/2014	7,594			4,411	3,183	3,183	0	3,183
189	UNITED CONTL HDGS INC	910047109	1/14/2013		3/14/2014	45			28	19	19	0	19
190	U.S. TREASURY BOND	912810F10	6/24/2009		2/3/2014	5,878			5,081	817	817	0	817
191	U.S. TREASURY BOND	912810Q05	2/24/2012		2/3/2014	6,471			7,020	-549	-549	0	-549
192	U.S. TREASURY BOND	912810Q05	2/24/2012		2/4/2014	918			1,003	-85	-85	0	-85
193	U.S. TREASURY NOTE	912828L14	1/19/2010		6/6/2013	1,027			1,001	26	26	0	26
194	U.S. TREASURY NOTE	912828L14	6/11/2009		6/6/2013	8213			7,985	228	228	0	228
195	U.S. TREASURY NOTE	912828N08	8/11/2010		2/4/2014	1,097			1,014	83	83	0	83
196	U.S. TREASURY NOTE	912828N13	10/29/2010		3/4/2014	9,346			8,854	392	392	0	392
197	U.S. TREASURY NOTE	912828N13	10/29/2010		6/27/2013	10,179			10,003	176	176	0	176
198	U.S. TREASURY NOTE	912828PA2	8/2/2012		2/3/2014	1,033			1,045	-12	-12	0	-12
199	U.S. TREASURY NOTE	912828PA2	8/2/2012		3/4/2014	9,281			9,393	-112	-112	0	-112
200	U.S. TREASURY NOTE	912828PA2	9/12/2013		3/4/2014	1,031			1,018	13	13	0	13
201	U.S. TREASURY NOTE	912828OF0	5/27/2011		2/3/2014	9,340			9,081	259	259	0	259
202	U.S. TREASURY NOTE	912828OF0	5/27/2011		2/3/2014	1,036			1,007	29	29	0	29
203	TIME WARNER CABLE INC	88732J207	8/17/2012		6/3/2013	1,897			1,846	51	51	0	51
204	TIME WARNER CABLE INC	88732J207	8/19/2012		8/3/2013	285			278	7	7	0	7
205	TIME WARNER CABLE INC	88732J207	8/19/2012		8/4/2013	2,097			2,037	60	60	0	60
206	TIME WARNER CABLE INC	88732J207	9/19/2012		8/5/2013	655			648	7	7	0	7
207	TIME WARNER CABLE INC	88732J207	9/19/2012		8/5/2013	1,403			1,395	8	8	0	8
208	TIME WARNER CABLE INC	88732J207	9/20/2012		8/6/2013	1,221			1,214	7	7	0	7
209	TIME WARNER CABLE INC	88732J207	9/24/2012		8/6/2013	658			672	-14	-14	0	-14
210	TIME WARNER CABLE INC	88732J207	9/19/2012		8/6/2013	282			279	3	3	0	3
211	TIME WARNER CABLE INC	88732J207	9/25/2012		8/5/2013	1,403			1,149	254	254	0	254
212	TIME WARNER CABLE INC	88732J207	9/24/2012		8/5/2013	2,688			2,210	478	478	0	478
213	TIME WARNER CABLE INC	88732J207	10/4/2012		8/5/2013	4,558			3,676	882	882	0	882
214	TIME WARNER CABLE INC	88732J207	10/4/2012		8/6/2013	686			596	90	90	0	90
215	TRAVELERS COS INC	88417E109	1/23/2007		6/7/2013	670			417	253	253	0	253
216	TRAVELERS COS INC	88417E109	1/23/2007		1/1/2013	771			469	308	308	0	308
217	TRAVELERS COS INC	88417E109	4/3/2008		2/3/2014	242			148	94	94	0	94
218	TRAVELERS COS INC	88417E109	1/23/2007		2/3/2014	584			365	199	199	0	199
219	TWENTY-FIRST CENTURY	90130A101	8/31/2010		10/10/2013	9,418			3,209	6,210	6,210	0	6,210
220	TWENTY-FIRST CENTURY	90130A101	8/31/2010		10/10/2013	5,950			1,968	3,984	3,984	0	3,984
221	TWENTY-FIRST CENTURY	90130A101	8/31/2010		2/7/2014	3,253			1,122	2,131	2,131	0	2,131
222	TWENTY-FIRST CENTURY	90130A101	10/4/2012		2/7/2014	4,219			2,003	1,316	1,316	0	1,316
223	US BANCORP (NEW)	902973304	7/23/2012		6/7/2013	859			800	59	59	0	59
224	US BANCORP (NEW)	902973304	7/23/2012		1/1/2013	1,009			1,600	-209	-209	0	-209
225	US BANCORP (NEW)	902973304	7/23/2012		2/3/2014	1,214			1,037	177	177	0	177
226	US BANCORP (NEW)	902973304	7/23/2012		2/3/2014	78			67	11	11	0	11
227	UNITED CONTL HDGS INC	910047109	1/14/2013		1/15/2014	2,111			1,197	914	914	0	914
228	TERADATA CORP DEL	88078W103	1/11/2012		2/29/2014	510			710	-200	-200	0	-200
229	TERADATA CORP DEL	88078W103	1/15/2013		2/27/2014	917			1,316	-399	-399	0	-399
230	TERADATA CORP DEL	88078W103	1/14/2013		2/27/2014	1,788			2,897	-779	-779	0	-779
231	3M COMPANY	86579Y101	6/25/2012		6/7/2013	1,104			859	245	245	0	245
232	3M COMPANY	86579Y101	6/28/2012		1/1/2013	1,689			1,120	549	549	0	549
233	3M COMPANY	86579Y101	6/25/2012		1/1/2013	514			344	170	170	0	170
234	3M COMPANY	86579Y101	6/28/2012		2/3/2014	1,256			862	394	394	0	394
235	3M COMPANY	86579Y101	6/27/2012		2/4/2014	127			87	40	40	0	40
236	3M COMPANY	86579Y101	6/28/2012		2/4/2014	637			431	206	206	0	206
237	SUNCOR ENERGY INC NEW	887224107	1/14/2013		2/3/2014	1,008			1,065	-57	-57	0	-57
238	SUNTRUST BKS INC COM	887814103	1/14/2013		6/7/2013	836			734	102	102	0	102
239	SUNTRUST BKS INC COM	887814103	1/14/2013		1/1/2013	881			706	175	175	0	175
240	SUNTRUST BKS INC COM	887814103	1/14/2013		2/3/2014	690			536	154	154	0	154
241	TRW AUTOMOTIVE HDGS CRP	8728AS108	2/20/2013		1/1/2013	890			730	160	160	0	160
242	TRW AUTOMOTIVE HDGS CRP	8728AS108	2/20/2013		2/3/2014	429			365	64	64	0	64
243	TERADATA CORP DEL	88078W103	1/11/2012		6/7/2013	565			845	-80	-80	0	-80
244	TERADATA CORP DEL	88078W103	1/11/2012		1/1/2013	703			1,032	-329	-329	0	-329
245	TERADATA CORP DEL	88078W103	1/11/2012		2/4/2014	489			774	-285	-285	0	-285
246	TERADATA CORP DEL	88078W103	1/11/2012		2/26/2014	550			747	-191	-191	0	-191
247	TERADATA CORP DEL	88078W103	1/14/2013		2/26/2014	83			132	-39	-39	0	-39
248	TERADATA CORP DEL	88078W103	1/14/2012		2/26/2014	2,782			3,660	-1,078	-1,078	0	-1,078
249	INTL PAPER CO	460146103	10/24/2012		2/3/2014	514			404	110	110	0	110
250	INTL PAPER CO	460146103	12/17/2012		2/3/2014	280			229	51	51	0	51
251	UPMORGAN CHASE & CO	46925H100	6/8/2012		6/7/2013	867			533	334	334	0	334
252	UPMORGAN CHASE & CO	46925H100	6/11/2012		6/7/2013	163			100	63	63	0	63

Amount
Long Term CG Distributions 58

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	TONY CHU		2705 VERDIS LANE	CROFTON	MD	21114		PRESIDENT	20.00			
2	EMILY CHU		2705 VERDIS LANE	CROFTON	MD	21114		DIRECTOR	20.00			
3	THOMAS SOBEL		1013 ROCKYSIDE RD	NEW CUMBERLAND	WV	26047		SECRETARY				
4	JEFF SOBEL		4323 HIDDEN LAKES DRIVE	NICEVILLE	FL	32578		PRESIDENT				

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

		Date	Amount
1	Credit from prior year return	1	971
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	
7	Total	7	971