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

2013

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

Name of foundation <b>THE HILLIARD FOUNDATION</b>		A Employer identification number <b>16-1176159</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>100 WEST FOURTH ST.</b>		B Telephone number (see instructions) <b>607-733-7121</b>
City or town, state or province, country, and ZIP or foreign postal code <b>ELMIRA, NY 14901</b>		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► <b>\$ 1,006,360</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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)	<b>163,050</b>			
	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 . . . . .	<b>22,112</b>	<b>22,112</b>	<b>22,112</b>	
	5a Gross rents . . . . .				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<b>3,397</b>			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2) . . .		<b>3,397</b>		
	8 Net short-term capital gain . . . . .			<b>439</b>	
	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 . . . . .	<b>188,559</b>	<b>25,509</b>	<b>22,551</b>		
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) . . . . .				
	c Other professional fees (attach schedule) . . . . .	<b>3,535</b>	<b>3,535</b>	<b>3,535</b>	
	17 Interest . . . . .				
	RECEIVED				
	18 Taxes (attach schedule) (see instructions) . . . . .				
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	<b>360</b>			<b>198</b>
24 Total operating and administrative expenses.					
Add lines 13 through 23 . . . . .	<b>3,895</b>	<b>3,535</b>	<b>3,535</b>	<b>198</b>	
25 Contributions, gifts, grants paid . . . . .	<b>163,050</b>			<b>163,050</b>	
26 Total expenses and disbursements. Add lines 24 and 25	<b>166,945</b>	<b>3,535</b>	<b>3,535</b>	<b>163,248</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<b>21,614</b>				
b Net investment income (if negative, enter -0-) . . . . .		<b>21,974</b>			
c Adjusted net income (if negative, enter -0-) . . . . .			<b>19,016</b>		

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .	946	684	684
	2	Savings and temporary cash investments . . . . .	58,892	77,398	77,398
	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) . . . . .	236,536	238,328	221,442
	b	Investments—corporate stock (attach schedule) . . . . .	383,914	385,159	628,954
	c	Investments—corporate bonds (attach schedule) . . . . .	75,000	75,333	77,882
<b>Liabilities</b>	11	Investments—land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	755,288	776,902	1,006,360
	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ► <input type="checkbox"/></b> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/></b> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	755,288	776,902	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	755,288	776,902	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	755,288	776,902	

**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	755,288
2	Enter amount from Part I, line 27a . . . . .	2	21,614
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	776,902
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	776,902

**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.)
<b>1a SEE ATTACHED LISTING</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 3,397			<b>0</b>	<b>3,397</b>	
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(f) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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 }			<b>2</b>	<b>3,397</b>	
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 . . . . .			<b>3</b>	<b>439</b>	

**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.

(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	123,712	897,094	.1379
2011	97,609	794,692	.1228
2010	20,361	675,679	.0301
2009	95,415	606,767	.1573
2008	40,493	488,850	.0828
<b>2 Total of line 1, column (d)</b>			<b>.5309</b>
<b>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</b>			<b>.1062</b>
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>959,013</b>
<b>5 Multiply line 4 by line 3</b>			<b>101,847</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>220</b>
<b>7 Add lines 5 and 6</b>			<b>102,067</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>163,248</b>
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	220	00	
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			
3		220	00
4			
5		220	00
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	220 00
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b>	Refunded	► 11

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		✓	
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>			
1c		✓	
c	Did the foundation file <b>Form 1120-POL</b> for this year?		
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>	✓	
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>		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	✓	
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	✓	
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>		
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?	✓	
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>	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>NEW YORK</b>		
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>	✓	
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>	✓	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	✓	

**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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓
Website address ►			
14	The books are in care of ► GORDON WEBSTER Located at ► 100 WEST FOURTH ST. ELMIRA, NY	Telephone no. ►	6077337121
		ZIP+4 ►	14901
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	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 ✓

**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 type="checkbox"/> Yes	<input checked="" 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	
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 ✓	
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		
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? . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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 ✓	
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? . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .	4a ✓	
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 ✓	

**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)? 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? If "Yes" to 6b, file Form 8870.  Yes  No

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	
6b	✓
7b	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE				
.....				
.....				
.....				
.....				

**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 ►

**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
<b>NONE</b>		
<b>Total number of others receiving over \$50,000 for professional services</b>	►	

**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
<b>1</b>	N/A	
<b>2</b>		
<b>3</b>		
<b>4</b>		

**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
<b>1</b>	N/A	
<b>2</b>		
All other program-related investments. See instructions		
<b>3</b>		
<b>Total. Add lines 1 through 3</b>	►	

**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	966,079
b	Average of monthly cash balances	1b	7,538
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	973,617
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	973,617
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14,604
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	959,013
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	47,951

**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	47,951
2a	Tax on investment income for 2013 from Part VI, line 5	2a	220
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	220
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,731
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	47,731
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	47,731

**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	163,248
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:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	163,248
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	163,248
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 . . . . .				47,731
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only . . . . .				
b Total for prior years. 20 ____,20 ____,20 ____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . .	16,192			
b From 2009 . . . . .	65,281			
c From 2010 . . . . .	0			
d From 2011 . . . . .	58,274			
e From 2012 . . . . .	79,246			
f Total of lines 3a through e . . . . .	218,993			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 163,248				
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 . . . . .				47,731
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).)	115,517			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	334,510			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	16,192			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	318,318			
10 Analysis of line 9:				
a Excess from 2009 . . . . .	65,281			
b Excess from 2010 . . . . .	0			
c Excess from 2011 . . . . .	58,274			
d Excess from 2012 . . . . .	79,246			
e Excess from 2013 . . . . .	115,517			

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

<b>1a</b>	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>b</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)			
<b>2a</b>	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
<b>b</b>	85% of line 2a			
<b>c</b>	Qualifying distributions from Part XII, line 4 for each year listed			
<b>d</b>	Amounts included in line 2c not used directly for active conduct of exempt activities			
<b>e</b>	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c			
<b>3</b>	Complete 3a, b, or c for the alternative test relied upon:			
<b>a</b>	"Assets" alternative test—enter:			
(1)	Value of all assets			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
<b>b</b>	"Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed			
<b>c</b>	"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).)

**NONE**

**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:

**JAN VAN DEN BLINK 100 WEST FOURTH ST. ELMIRA, NY 14901**

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

**BY LETTER**

**c** Any submission deadlines:

**NONE**

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

**NONE**

**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>				
SEE ATTACHED SCHEDULE				
<b>Total</b>				► 3a
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b

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

Enter gross amounts unless otherwise indicated.

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	
<b>1</b>	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities					
<b>5</b>	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory					
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue: a					
b						
c						
d						
e						
<b>12</b>	Subtotal. Add columns (b), (d), and (e)					
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)					
						13
						25,509

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

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

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

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

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?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash . . . . .	1a(1)	✓
(2)	Other assets . . . . .	1a(2)	✓
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	✓
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	✓
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	✓
(4)	Reimbursement arrangements . . . . .	1b(4)	✓
(5)	Loans or loan guarantees . . . . .	1b(5)	✓
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	✓
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

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

**Sign  
Here**

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

5/19/14

## TREASURER

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

Signature of officer or trustee		Date	Title		
<b>Paid Preparer Use Only</b>	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	

**.Schedule B**

**(Form 990, 990-EZ,  
or 990-PF)**

Department of the Treasury  
Internal Revenue Service

## **Schedule of Contributors**

OMB No 1545-0047

2013

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

---

**Name of the organization**

**Employer identification number**

16-1176159

## **THE HILLIARD FOUNDATION**

**Organization type (check one):**

**Filers of:** \_\_\_\_\_ **Section:** \_\_\_\_\_

**Form 990 or 990-EZ**

- 501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

### General Rule

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

## Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year.

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

Name of organization

THE HILLIARD FOUNDATION

Employer identification number

16-1176159

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	THE HILLIARD CORPORATION 100 WEST FOURTH ST. ELMIRA, NY 14901	\$ 163,050.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

990-PF  
Hilliard Foundation, Inc.  
TIN 16-1176159  
Tax Year Ending April 30, 2014

Part 1, Line 1      Contributions Received from The Hilliard Corp    163,050.00

Part 1, Line 16c      Other Professional Fees  
                          Chemung Canal Trust Co. - Trustee Fees        3,534.61

Part 1, Line 23

Foreign tax from investment account	98.20
Internal Revenue Service	162.00
New York State Dept. of Law	<u>100.00</u>
 Total	 <u>360.20</u>

The Hilliard Foundation Inc.  
 16-1176159  
 990-PF  
 30-Apr-13

Part IV Capital Gains and Losses for Tax on Investment Income

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
1a	Cap gain Div. on 19844.287 shs Federated US Gov.	P	Various	6/7/2013	1,505.98	-	-	1,505.98
b	Cap gain Div. on 19581.614 shs Federated US Gov.	P	Various	6/7/2013	285.55	-	-	285.55
c	Cap gain Div. on 632.511 shs Columbia Mid Cap	P	Various	6/24/2013	38.53	-	-	38.53
d	Cap gain Div. on 634.824 shs Columbia Mid Cap	P	Various	12/10/2013	149.72	-	-	149.72
e	Cap gain Div. on 634.824 shs Columbia Mid Cap	P	Various	12/10/2013	1,053.38	-	-	1,053.38
f	Cap gain Div. on 4,976.775 shs Loomis Sayles Bond fund	P	Various	12/18/2013	332.95	-	-	332.95
g	Cap gain Div on 2545.608 shs Federated Intl. Strat Val	P	Various	12/27/2013	1.32	-	-	1.32
h	Cap gain Div on 2545.608 shs Federated Intl. Strat Val	P	Various	12/27/2013	3.65	-	-	3.65
	Rec. from Tyco SEC Fair Fund Misc Litigation	P	Various	12/24/2013	25.85	-	-	25.85
						3,396.93	-	3,396.93

990-PF  
**Hilliard Foundation, Inc.**  
**TIN 16-1176159**  
**Tax Year Ending April 30, 2014**

**Part VII - Statement regarding Officers, Directors, Trustees, etc.**

<u>Name and Address</u>	<u>Title and Average Hours Per Week</u>	<u>Expense Contributions</u>	<u>Expense Account</u>	<u>Expense To Employee</u>	<u>Expense Other</u>
	<u>Devoted to Position*</u>	<u>Benefit Plans</u>	<u>Allowances</u>	<u>Compensation</u>	
Jan van den Blink The Hilliard Corporation 100 West Fourth St. Elmira, NY 14901	Pres., Trustee	0	0	0	0
Mary Welles Mooers Smith 624 West Church Street Elmira, NY 14901	Vice Pres., Trustee	0	0	0	0
John Alexander One West Church Street Elmira, NY 14901	Secretary, Trustee	0	0	0	0
Gordon Webster The Hilliard Corporation 100 West Fourth St. Elmira, NY 14901	Treasurer, Trustee	0	0	0	0
Paul H. Schweizer PO Box 147 Elmira, NY 14902	Trustee	0	0	0	0
George L. Howell 79 Pennsylvania Avenue Elmira, NY 14902	Trustee	0	0	0	0

990-PF  
**Hilliard Foundation, Inc.**  
**TIN 16-1176159**  
**Tax Year Ending April 30, 2014**

**Part VII - Statement regarding Officers, Directors, Trustees, etc.**

<u>Name and Address</u>	Title and Average Hours Per Week Devoted to <u>Position*</u>	Expense Contributions To Employee <u>Benefit Plans</u>	Expense Account Other <u>Allowances</u>	Expense Compensation
Allen C. Smith PO Box 554 Elmira, NY 14902	Trustee	0	0	0
Richard W. Swan 208 Ridgehaven Drive Horseheads, NY 14845	Trustee	0	0	0
Gerald F. Schichtel 1917 Perry Point Road Penn Yan, NY 14527	Trustee	0	0	0
Nelson Mooers van den Blink 100 West Fouth Street Elmira, NY 14901	Trustee	0	0	0
Paul Webb 618 Austinville Road Troy, PA 16947	Trustee	0	0	0

\* Note - Less than (1) hour per week.

990-PF

The Hilliard Foundation, Inc.

TIN 16-1176159

Fund Year Ending April 30, 2014

Part XV 3a - Grants Paid during the year

<u>Recipients Name</u>	<u>If Recipient is Foundation an Individual</u>	<u>Status</u>	<u>Grant or Contributor</u>	<u>Amount</u>
Aim Independent Living Center	N/A	Public	Capital Support	
Arnot Ogden Medical Center Foundation	N/A	Public	Endowment	10,000.00
Bradford County Regional Arts Council	N/A	Public	Music Series	10,000.00
Carefirst	N/A	Public	Computer Equip.	5,000.00
Casa of the Southern Tier	N/A	Public	Peer Program	5,000.00
Chemung ARC	N/A	Public	Recreation Program	5,000.00
Chemung County Historical Society	N/A	Public	Operating Support	10,000.00
Chemung County YMCA	N/A	Public	Education website	1,500.00
Clemens Center	N/A	Public	Capital Support	10,000.00
Clemens Center	N/A	Public	Operating Support	10,000.00
Coming-Elmira Musical Arts, Inc.	N/A	Public	Holiday Concert	2,500.00
Elmira College	N/A	Public	Classroom upgrades	20,000.00
Family Reading Service of Chemung Valley	N/A	Public	Programming	1,500.00
Food Bank of the Southern Tier	N/A	Public	Food Pantry Program	7,000.00
Friends of the Chemung River Watershed	N/A	Public	Watershed Development	5,000.00
Health Ministry of the Southern Tier	N/A	Public	Med. Services	5,000.00
John W. Jones Museum	N/A	Public	Project expenses	10,000.00
Lake St. Presbyterian Church	N/A	Public	Fusion Youth prog.	5,000.00
National Soaring Museum	N/A	Public	Operating Support	10,000.00
Science & Discovery Center	N/A	Public	Stem Program	4,550.00

990-PF

The Hilliard Foundation, Inc.

TIN 16-1176159

Fund Year Ending April 30, 2014

Part XV 3a - Grants Paid during the year

<u>Recipients Name</u>	<u>If Recipient is Foundation an Individual</u>	<u>Status</u>	<u>Grant or Contributor</u>	<u>Amount</u>
The Rockwell Museum	N/A	Public	Elementary school prog.	1,000.00
United Way of the Southern Tier	N/A	Public	Fund Drive	15,000.00
YWCA	N/A	Public	Electrical upgrades	10,000.00
				<u><b>\$163,050.00</b></u>



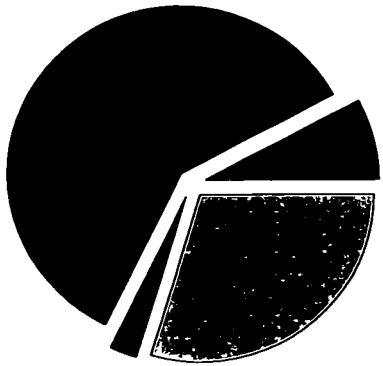
# Chemung Canal Trust Company

Page 2

Account Number **1050061705**

Statement Period April 01, 2014 Through April 30, 2014

## Investment Portfolio Summary



	Market Value	Percent
<b>CASH &amp; EQUIVALENTS</b>	77,397.63	7.7%
<b>EQUITIES</b>	604,255.60	60.1%
<b>MUTUAL FUNDS EQUITY</b>	24,698.30	2.5%
<b>MUTUAL FUNDS FIXED</b>	299,324.40	29.7%
<b>Total</b>	<b>1,005,675.93</b>	<b>100.0%</b>

## Portfolio Statement

Description		Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
<b>Cash &amp; Equivalents</b>					
FEDERATED PRIME OBLIGATIONS FUND		77,397.63	1.00	17.85	0.02
		77,397.63	1.00	1.51	
CASH		0.00			
<b>* Total Cash &amp; Equivalents</b>		<b>77,397.63</b>		<b>17.85</b>	<b>0.02</b>
		<b>77,397.63</b>		<b>1.51</b>	
Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc
<b>Equities</b>					
APPLE INC	AAPL	50,000	29,504.50	590.09	658.00
			22,652.00	453.04	
CANADIAN NATIONAL RAILWAY CO	CNI	400,000	23,428.00	58.57	362.80
			2,800.33	7.00	
CHEVRON CORPORATION	CVX	300,000	37,656.00	125.52	1,200.00
			13,500.38	45.00	
DENTSPLY INTERNATIONAL INC	XRAY	200,000	8,926.00	44.63	53.00
			5,782.40	28.91	
EXXON MOBIL CORP	XOM	300,000	30,723.00	102.41	756.00
			11,704.19	39.01	
FORD MOTOR COMPANY	F	2,000,000	32,300.00	16.15	1,000.00
			21,911.40	10.96	250.00



# Chemung Canal Trust Company

Page 3

Account Number **1050061705**

Statement Period April 01, 2014 Through April 30, 2014

## Portfolio Statement (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Income/ Accrued Inc	Current Yield
<b>Equities</b>						
GENERAL DYNAMICS	GD	150 000	16,417.50 6,275.25	109.45 41.84	372.00 93.00	2.27
GENERAL ELECTRIC	GE	1,000 000	26,890.00 23,479.90	26.89 23.48	880.00	3.27
HILLIARD CORPORATION	HLRD	387 000	193,500.00 86,803.00	500.00 224.30		
INTEL CORP	INTC	400 000	10,676.00 8,435.00	26.69 21.09	360.00	3.37
NATIONAL OILWELL VARCO INC	NOV	150 000	11,779.50 13,179.00	78.53 87.86	156.00	1.32
PEPSICO	PEP	250 000	21,472.50 10,030.00	85.89 40.12	567.50	2.64
PFIZER	PFE	1,000 000	31,280.00 24,023.60	31.28 24.02	1,040.00	3.32
PROCTER & GAMBLE	PG	292 000	24,104.60 9,604.55	82.55 32.89	751.61 187.93	3.12
QUALCOMM INC	QCOM	400 000	31,484.00 21,668.32	78.71 54.17	672.00	2.13
SANDISK CORP	SNDK	500 000	42,485.00 27,572.20	84.97 55.14	450.00	1.06
VERIZON	VZ	300 000	14,019.00 8,870.53	46.73 29.57	636.00 159.00	4.54
SEADRILL LTD	SDRL	500 000	17,610.00 16,744.80	35.22 33.49	1,960.00	11.13
<b>* Total Equities</b>			<b>604,255.60</b> <b>335,036.85</b>		<b>11,874.91</b> <b>689.93</b>	<b>1.97</b>
<i>14,471</i>						
<b>Mutual Funds Fixed</b>						
FEDERATED US GOVT 2-5 YEAR INSTL	FIGTX	20,003.817	221,442.25 238,327.98	11.07 11.91	2,300.44 216.60	1.04
LOOMIS SAYLES BOND FUND - INS	LSBDX	4,998.854	77,882.15 75,332.95	15.58 15.07	3,614.17	4.64
<b>* Total Mutual Funds Fixed</b>			<b>299,324.40</b> <b>313,660.93</b>		<b>5,914.61</b> <b>216.60</b>	<b>1.98</b>
<b>Mutual Funds Equity</b>						
COLUMBIA MID CAP VALUE FD-Z	NAMAX	704 367	13,263.23 11,241.63	18.83 15.96	71.85	0.54
FEDERATED INTL STRAT VAL-IS	IVFIX	2,546 786	11,435.07 10,009.21	4.49 3.93	501.72	4.39
<b>* Total Mutual Funds Equity</b>			<b>24,698.30</b> <b>21,250.84</b>		<b>573.57</b> <b>0.00</b>	<b>2.32</b>
<b>Grand Total Assets</b>			<b>1,005,675.93</b> <b>747,346.25</b>		<b>18,380.94</b> <b>908.04</b>	<b>1.83</b>



# Chemung Canal Trust Company

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Account Number **1050061705**

Statement Period April 01 2014 Through April 30, 2014

## Transaction Statement

Date	Description	Principal Cash	Income Cash	Cost	Gain / Loss
	<b>Beginning Balance</b>	<b>573.31-</b>	<b>627.56</b>	<b>747,461.62</b>	
	<b>Additions</b>				
	<b>Income</b>				
04/01/14	INTEREST ON FEDERATED PRIME OBLIGATIONS FUND PAYABLE 04/01/14		1 34		
04/01/14	DIVIDEND ON 400 SHS CANADIAN NATIONAL RAILWAY CO AT 226285 PER SHARE PAYABLE 03/31/14 EX DATE 03/06/14		90 51		
04/03/14	DIVIDEND ON FEDERATED US GOVT 2.5 YEAR INSTL PAYABLE 04/01/14		195 78		
04/11/14	DIVIDEND ON 200 SHS DENTSPLY INTERNATIONAL INC AT 06625 PER SHARE PAYABLE 04/11/14 EX DATE 03/26/14		13 25		
04/25/14	DIVIDEND ON 1,000 SHS GENERAL ELECTRIC AT 0 22 PER SHARE PAYABLE 04/25/14 LX DATE 02/20/14		220 00		
04/25/14	DIVIDEND ON 4,998 854 SHS LOOMIS SAYLES BOND FUND - INS AT 0464 PER SHARE PAYABLE 04/25/14 EX DATE 04/24/14		231 95		
	<b>Total Income</b>	<b>0 00</b>	<b>752 83</b>	<b>0 00</b>	<b>0 00</b>
	<b>Total Additions</b>	<b>0.00</b>	<b>752 83</b>	<b>0 00</b>	<b>0.00</b>
	<b>Withdrawals</b>				
	<b>Fees</b>				
	NET FEES FOR THE PERIOD		899 82-		
	<b>Total Fees</b>	<b>0 00</b>	<b>899 82-</b>	<b>0 00</b>	<b>0 00</b>
	<b>Payments</b>				
04/01/14	FOREIGN TAX WITHHELD ON CANADIAN NATIONAL RAILWAY CO		22 63-		
	<b>Total Payments</b>	<b>0 00</b>	<b>22 63-</b>	<b>0 00</b>	<b>0 00</b>
	<b>Total Withdrawals</b>	<b>0.00</b>	<b>922.45-</b>	<b>0.00</b>	<b>0.00</b>
	NET CASH MANAGEMENT	115 37		115 37-	
	<b>Total</b>	<b>115.37</b>	<b>0.00</b>	<b>115.37-</b>	<b>0.00</b>
	<b>Ending Balance</b>	<b>457.94-</b>	<b>457.94</b>	<b>747,346 25</b>	<b>0.00</b>