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Form **990-PF**Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning **JUN 1, 2013**, and ending **MAY 31, 2014**

Name of foundation
**THE ROBERT MAPPLETHORPE FOUNDATION, INC.
C/O MICHAEL STOUT, ESQ.**

Number and street (or P.O. box number if mail is not delivered to street address)
477 MADISON AVENUE 15TH FLOOR

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10022

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)
\$ 222,416,246. (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) **SEE STATEMENT 11**

A Employer identification number
13-3480472

B Telephone number
212-754-6120

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 ☐

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))		(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				
	2 Check ☒ RECEIVED if the foundation is not required to attach Schedule B				
	3 Interest on savings and temporary cash investments	108.	108.	108.	STATEMENT 1
	4 Dividends and interest from securities	137,922.	137,922.	137,922.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	42,156.			
	b Gross sales price for all assets on line 6a	2,498,691.			
	7 Capital gain net income (from Part IV, line 2)		42,156.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances	3,451,500.			STATEMENT 3
b Less Cost of goods sold	3,344,650.			STATEMENT 4	
c Gross profit or (loss)	106,850.		106,850.		
11 Other income	154,576.	53,576.	154,576.	STATEMENT 5	
12 Total. Add lines 1 through 11	441,612.	233,762.	399,456.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages	483,774.	0.	0.	222,536.
	15 Pension plans, employee benefits	55,728.	0.	0.	25,635.
	16a Legal fees STMT 6	741,354.	0.	0.	69,662.
	b Accounting fees STMT 7	26,205.	10,482.	0.	13,102.
	c Other professional fees STMT 8	38,705.	0.	0.	38,705.
	17 Interest				
	18 Taxes STMT 9	39,664.	508.	0.	16,464.
	19 Depreciation and depletion	143.	0.	0.	
	20 Occupancy	130,550.	0.	0.	21,000.
	21 Travel, conferences, and meetings	245,073.	0.	0.	166,650.
	22 Printing and publications				
	23 Other expenses STMT 10	224,334.	38,949.	0.	13,887.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,985,530.	49,939.	0.	587,641.
	25 Contributions, gifts, grants paid	1,295,793.			1,295,793.
26 Total expenses and disbursements. Add lines 24 and 25	3,281,323.	49,939.	0.	1,883,434.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,839,711.				
b Net investment income (if negative, enter -0-)		183,823.			
c Adjusted net income (if negative, enter -0-)			399,456.		

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		783,372.	553,020.	553,020.	
	2	Savings and temporary cash investments		1,000.	1,000.	1,000.	
	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					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use		6,548,100.	6,980,100.	7,956,911.	
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations STMT 14		280,199.	155,667.	154,106.	
	b	Investments - corporate stock STMT 15		4,345,593.	3,833,692.	4,486,406.	
	c	Investments - corporate bonds STMT 16		25,000.	162,500.	165,710.	
	11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 17		177,284.	113,290.	113,291.		
14	Land, buildings, and equipment basis ▶ 10,124.						
	Less accumulated depreciation STMT 18 ▶ 9,743.		524.	381.	381.		
15	Other assets (describe ▶ STATEMENT 19)		217,444,023.	208,985,421.	208,985,421.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		229,605,095.	220,785,071.	222,416,246.		
Liabilities	17	Accounts payable and accrued expenses		57,501.	75,748.		
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶ DEFERRED REVENUE)		48,000.	0.		
23	Total liabilities (add lines 17 through 22)		105,501.	75,748.			
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		0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds		229,499,594.	220,709,323.		
30	Total net assets or fund balances		229,499,594.	220,709,323.			
31	Total liabilities and net assets/fund balances		229,605,095.	220,785,071.			

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	229,499,594.
2	Enter amount from Part I, line 27a	2	-2,839,711.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	52,040.
4	Add lines 1, 2, and 3	4	226,711,923.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	6,002,600.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	220,709,323.

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,498,691.		2,456,535.	42,156.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			42,156.

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	42,156.
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). If (loss), enter -0- in Part I, line 8	3	-35,954.

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	1,855,946.	11,810,914.	.157138
2011	18,894,488.	13,241,968.	1.426864
2010	1,712,870.	12,662,059.	.135276
2009	1,192,804.	11,945,051.	.099858
2008	757,623.	5,896,731.	.128482

2 Total of line 1, column (d)	2	1.947618
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	.389524
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,199,477.
5 Multiply line 4 by line 3	5	5,531,037.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,838.
7 Add lines 5 and 6	7	5,532,875.
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	1,883,434.

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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	3,676.
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	3,676.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,676.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,903.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,403.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,727.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 2,727. 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 ► WWW.MAPPLETHORPE.ORG	13	X	
14	The books are in care of ► MICHAEL WARD STOUT ESQ. Telephone no. ► 212-754-6120 Located at ► 477 MADISON AVENUE 15TH FLOOR, NEW YORK, NY ZIP+4 ► 10022			
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 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(i)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	N/A	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. ►		
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.)	N/A	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

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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)?

☐ 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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

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.

(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 STATEMENT 20		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
MONICA EULITZ - 477 MADISON AVENUE 15TH FLOOR, NEW YORK, NY 10022	SALES DIRECTOR 40.00	170,385.	10,008.	0.
JOREE ADILMAN WEINSTEIN - 477 MADISON AVENUE 15TH FLOOR, NEW YORK,	FOUNDATION MANAGER 40.00	125,192.	10,008.	0.
ADAM ROSENTHAL - 477 MADISON AVENUE 15TH FLOOR, NEW YORK, NY 10022	ART HANDLERS 32.00	59,468.	10,008.	0.

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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.

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
-----------	--

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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THE ROBERT MAPPLETHORPE FOUNDATION, INC.
C/O MICHAEL STOUT, ESQ.

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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	4,979,592.
b Average of monthly cash balances	1b	447,062.
c Fair market value of all other assets	1c	8,989,059.
d Total (add lines 1a, b, and c)	1d	14,415,713.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	14,415,713.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	216,236.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,199,477.
6 Minimum investment return. Enter 5% of line 5	6	709,974.

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	709,974.
2a Tax on investment income for 2013 from Part VI, line 5	2a	3,676.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,676.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	706,298.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	706,298.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	706,298.

Part XIII

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	1,883,434.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	1,883,434.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,883,434.

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.

Form 990-PF (2013)

THE ROBERT MAPPLETHORPE FOUNDATION, INC.

Form 990-PF (2013)

C/O MICHAEL STOUT, ESQ.

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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				706,298.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	465,157.			
b From 2009	348,938.			
c From 2010	1,087,435.			
d From 2011	18,237,810.			
e From 2012	1,270,228.			
f Total of lines 3a through e	21,409,568.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	1,883,434.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				706,298.
e Remaining amount distributed out of corpus	1,177,136.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,586,704.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	465,157.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	22,121,547.			
10 Analysis of line 9:				
a Excess from 2009	348,938.			
b Excess from 2010	1,087,435.			
c Excess from 2011	18,237,810.			
d Excess from 2012	1,270,228.			
e Excess from 2013	1,177,136.			

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

N/A

1 a 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)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

[illegible]

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:

SEE STATEMENT 21

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

- c Any submission deadlines:**

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

THE ROBERT MAPPLETHORPE FOUNDATION, INC.

Form 990-PF (2013)

C/O MICHAEL STOUT, ESQ.

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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)				
a Paid during the year				
ACRIA 230 W. 38TH STREET, 17TH FLOOR NEW YORK, NY 10018	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	115,000.
ACRIA 230 W. 38TH STREET, 17TH FLOOR NEW YORK, NY 10018	NONE	PC	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	22,500.
AKRON ART MUSEUM ONE SOUTH HIGH STREET AKRON, OH 44308	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	7,500.
AMFAR 120 WALL STREET, 13TH FLOOR NEW YORK, NY 10005-3908	NONE	PC	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,500.
APERTURE FOUNDATION 547 WEST 27TH STREET #4 NEW YORK, NY 10001	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	8,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,295,793.
b Approved for future payment				
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	10,000.
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE	PC	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,933,000.
MODERN ART MUSEUM OF FORT WORTH 3200 DARNELL STREET FORT WORTH, TX 76107	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				18,451,000.

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Part XVI-A

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	108.	
		14	137,922.	
		18	42,156.	
423000	106,850.			
423000	101,000.			
		15	53,607.	
		01	1,761.	
		14	-1,792.	
	207,850.		233,762.	0
			13	441,612

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).
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[illegible]

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

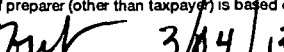
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|--|--|--|-----|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|----|--|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <table border="1"> <tr> <td></td> <td>Yes</td> </tr> <tr> <td>1a(1)</td> <td></td> </tr> <tr> <td>1a(2)</td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> </tr> <tr> <td>1b(2)</td> <td></td> </tr> <tr> <td>1b(3)</td> <td></td> </tr> <tr> <td>1b(4)</td> <td></td> </tr> <tr> <td>1b(5)</td> <td></td> </tr> <tr> <td>1b(6)</td> <td></td> </tr> <tr> <td>1c</td> <td></td> </tr> </table> | | Yes | 1a(1) | | 1a(2) | | 1b(1) | | 1b(2) | | 1b(3) | | 1b(4) | | 1b(5) | | 1b(6) | | 1c | |
| | Yes | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | | | | | | | | | | | | | | | | | | | | |
| 1c | | | | | | | | | | | | | | | | | | | | | |

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

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					
	 Signature of officer or trustee		Date 3/24/15	Title PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check ☐ if self-employed	PTIN
	MARTIN GREIF			3/23/15		P00029738
	Firm's name ▶ MCGLADREY LLP				Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036-2602				Phone no. 212-372-1000	

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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	ML #2097 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
b	ML #2097 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
c	ML #4001 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
d	ML #4001 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
e	ML #4002 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
f	ML #4002 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
g	ML #4024 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
h	ML #4024 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
i	ML #4025 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
j	ML #4025 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
k	ML #4027 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
l	ML #4027 - PUBLICLY TRADED SECURITIES	P	05/31/14	05/31/14
m	CASH IN LIEU	P	05/31/14	05/31/14
n	CAPITAL GAINS DIVIDENDS			
o				

(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	10,396.	7,859.	2,537.
b	60,996.	43,724.	17,272.
c	63,522.	67,481.	-3,959.
d	215,859.	217,048.	-1,189.
e	50,690.	57,190.	-6,500.
f	209,581.	220,491.	-10,910.
g	211,764.	215,581.	-3,817.
h	343,643.	344,541.	-898.
i	8,197.	6,399.	1,798.
j	55,204.	37,121.	18,083.
k	376,477.	402,490.	-26,013.
l	876,146.	836,610.	39,536.
m	61.		61.
n	16,155.		16,155.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 2,537.
b			17,272.
c			** -3,959.
d			-1,189.
e			** -6,500.
f			-10,910.
g			** -3,817.
h			-898.
i			** 1,798.
j			18,083.
k			** -26,013.
l			39,536.
m			61.
n			16,155.
o			

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	42,156.
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). If (loss), enter "-0-" in Part I, line 8 }	3	-35,954.

THE ROBERT MAPPLETHORPE FOUNDATION, INC.
C/O MICHAEL STOUT, ESQ.

13-3480472

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
ARTIST ROOMS FOUNDATION 9 DERING STREET LONDON, UNITED KINGDOM W1S 1AG	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	80,000.
BAILEY HOUSE, INC. 1751 PARK AVENUE NEW YORK, NY 10035	NONE	PC	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	10,000.
BARD COLLEGE PO BOX 5000, ANNADALE-ON-HUDSON NEW YORK, NY 12504	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	110,000.
BARD COLLEGE PO BOX 5000, ANNADALE-ON-HUDSON NEW YORK, NY 12504	NONE	PC	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,500.
BETH ISRAEL NURSING HOMES 327 EAST 17TH STREET NEW YORK, NY 10003	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	41,417.
BOMB MAGAZINE 80 HANSON PLACE, SUITE 703 BROOKLYN, NY 11217	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	2,000.
BOWDOIN COLLEGE MUSEUM OF ART 5800 COLLEGE STATION BRUNSWICK, ME 04011-8494	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	5,000.
BROOKLYN MUSEUM 200 EASTERN PARKWAY BROOKLYN, NY 11238	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	30,000.
CHEZ BUSHWICK 304 BOERUM STREET APT 23 BROOKLYN, NY 11206	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	10,000.
CINCINNATI CONTEMPORARY ARTS CENTER 44 EAST SIXTH STREET CINCINNATI, OH 45202	NONE	PC	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,500.
Total from continuation sheets				1,134,293.

THE ROBERT MAPPLETHORPE FOUNDATION, INC.
C/O MICHAEL STOUT, ESQ.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
CLEVELAND MUSEUM OF ART 1150 EAST BLVD CLEVELAND, OH 44106-1797	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	5,000.
CORCORAN GALLERY OF ART 500 SEVENTEENTH STREET, NW WASHINGTON, DC 20006	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	5,000.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD STREET DALLAS, TX 75201	NONE	PC	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,500.
DIA ART FOUNDATION 535 WEST 22ND STREET NEW YORK, NY 10011	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	2,500.
FOREIGN POLICY ASSOCIATION 470 PARK AVENUE NEW YORK, NY 10016	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	2,000.
FRIENDS IN DEED 594 BROADWAY SUITE 706 NEW YORK, NY 10012	NONE	PC	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,500.
GEORGE EASTMAN HOUSE 900 EAST AVENUE ROCHESTER, NY 14607	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	10,000.
HAMMER MUSEUM 10899 WILSHIRE BLVD LOS ANGELES, CA 90024	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	5,000.
INDEPENDENT CURATORS INTERNATIONAL 401 BROADWAY, SUITE 1620 NEW YORK, NY 10013	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	3,000.
LAMBDA LEGAL 120 WALL STREET, 19TH FLOOR NEW YORK, NY 10005	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	2,000.
Total from continuation sheets				

THE ROBERT MAPPLETHORPE FOUNDATION, INC.
C/O MICHAEL STOUT, ESQ.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
LGBT COMMUNITY CENTER 208 W 13TH STREET NEW YORK, NY 10011	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	25,000.
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	20,000.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	40,000.
MUSEUM OF THE CITY OF NEW YORK 1220 FIFTH AVENUE NEW YORK, NY 10029	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	5,000.
NATIONAL GALLERIES OF SCOTLAND 75 BEDFORD ROAD EDINBURGH, SCOTLAND, UNITED KINGDOM EH4 3DS	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	100,000.
NEW MUSEUM OF CONTEMPORARY ART 235 BOWERY STREET NEW YORK, NY 10002	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	7,000.
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK WEST NEW YORK, NY 10024	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	5,000.
PHILADELPHIA MUSEUM OF ART 2600 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	25,000.
ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 10065	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	50,000.
SOLOMON R GUGGENHEIM MUSEUM 1071 FIFTH AVENUE NEW YORK, NY 10128	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	40,150.
Total from continuation sheets				

THE ROBERT MAPPLETHORPE FOUNDATION, INC.
C/O MICHAEL STOUT, ESQ.

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Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
STERLING AND FRANCINE CLARK ART INSTITUTE 225 SOUTH STREET WILLIAMSTOWN, MA 01267	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	25,000.
TEMPLE UNIVERSITY SCHOOL OF MEDICINE 3500 N BROAD STREET ROOM 881A PHILADELPHIA, PA 19140	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	44,804.
THE ELIZABETH TAYLOR AIDS FOUNDATION 12400 WILSHIRE BLVD ST 1275E LOS ANGELES, CA 90025	NONE	PC	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	10,000.
THE J. PAUL GETTY MUSEUM RESEARCH INSTITUTE 1200 GETTY CENTER DRIVE, SUITE 1000 LOS ANGELES, CA 90049	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	118,522.
THE METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	64,000.
THE STUDIO MUSEUM IN HARLEM 144 WEST 125TH STREET NEW YORK, NY 10027	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	1,000.
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE NEW YORK, NY 10021	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	196,900.
Total from continuation sheets				

THE ROBERT MAPPLETHORPE FOUNDATION, INC.
C/O MICHAEL STOUT, ESQ.

13-3480472

Part XV: Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVENUE, NW WASHINGTON, DC 20005-3970	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	10,000.
SMITHSONIAN AMERICAN ART MUSEUM 750 NINTH STREET, SUITE 3100 WASHINGTON, DC 20001-4505	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	25,000.
THE ASPEN INSTITUTE PO BOX 222 QUEENSTOWN, MD 21658	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	5,000.
THE J. PAUL GETTY TRUST 1200 GETTY CENTER DRIVE, SUITE 1000 LOS ANGELES, CA 90049	NONE	PC	FOR DONEE'S EXEMPT PURPOSE - ARTWORK CONTRIBUTION	8,933,000.
THE MUSEUM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON, TX 77265-6826	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	25,000.
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE NEW YORK, NY 10021	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	500,000.
Total from continuation sheets				9,498,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	108.	108.	108.
TOTAL TO PART I, LINE 3	108.	108.	108.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND & INTEREST INCOME	137,922.	0.	137,922.	137,922.	137,922.
L-T CAPITAL GAIN DISTRIBUTION	16,155.	16,155.	0.	0.	0.
TO PART I, LINE 4	154,077.	16,155.	137,922.	137,922.	137,922.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS	3,451,500	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		3,451,500
4. COST OF GOODS SOLD (LINE 15)	3,344,650	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		106,850
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		106,850

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	6,548,100	
9. MERCHANDISE PURCHASED	2,371,000	
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS	1,405,650	
13. ADD LINES 8 THROUGH 12		10,324,750
14. INVENTORY AT END OF YEAR	6,980,100	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14) . .		3,344,650

FORM 990-PF	COST OF GOODS SOLD - OTHER COSTS	STATEMENT	4
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DESCRIPTION	AMOUNT
COMMISSIONS - GALLERIES	1,405,650.
TOTAL OTHER COSTS	1,405,650.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EXHIBITION/LOAN FEE	101,000.	0.	101,000.
LICENSING & ROYALTIES	53,607.	53,607.	53,607.
OTHER INCOME	1,761.	1,761.	1,761.
THRU ENDOWMENT TEI FUND K-1	-1,792.	-1,792.	-1,792.
TOTAL TO FORM 990-PF, PART I, LINE 11	154,576.	53,576.	154,576.

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	741,354.	0.	0.	69,662.
TO FM 990-PF, PG 1, LN 16A	741,354.	0.	0.	69,662.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,205.	10,482.	0.	13,102.
TO FORM 990-PF, PG 1, LN 16B	26,205.	10,482.	0.	13,102.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	38,705.	0.	0.	38,705.
TO FORM 990-PF, PG 1, LN 16C	38,705.	0.	0.	38,705.

FORM 990-PF	TAXES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	3,115.	0.	0.	0.
FOREIGN TAX PAID	508.	508.	0.	0.
NYS CORPORATION TAX	250.	0.	0.	0.
PAYROLL TAXES	35,791.	0.	0.	16,464.
TO FORM 990-PF, PG 1, LN 18	39,664.	508.	0.	16,464.

FORM 990-PF	OTHER EXPENSES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADP FEE	3,623.	0.	0.	1,667.
BANK CHARGES	1,089.	1,089.	0.	0.
CERTIFIED AND ADR FEES	33.	33.	0.	0.
COMPUTER EXPENSES	5,926.	0.	0.	0.
FILM & PROCESSING	5,465.	0.	0.	0.
FRAMING, STORAGE & INSURANCE	121,399.	0.	0.	0.
INSURANCE	5,767.	0.	0.	5,069.
INVESTMENT ADVISORY FEES	37,827.	37,827.	0.	0.
LIBRARY	2,160.	0.	0.	0.
MISCELLANEOUS	2,775.	0.	0.	0.
NY FILING FEE	1,500.	0.	0.	1,500.
OFFICE EXPENSE, SUPPLIES & MAINTENANCE	9,188.	0.	0.	4,594.
POSTAGE, DELIVERY & SHIPPING	6,376.	0.	0.	0.
TELEPHONE & UTILITIES	16,059.	0.	0.	0.
WEBSITE & WEB HOSTING	2,850.	0.	0.	0.
WORKER'S COMP & DISABILITY	2,297.	0.	0.	1,057.
TO FORM 990-PF, PG 1, LN 23	224,334.	38,949.	0.	13,887.

FOOTNOTES

STATEMENT 11

ACCOUNTING METHOD

THE CASH BASIS WHERE CERTAIN REVENUE ARE
RECOGNIZED WHEN RECEIVED RATHER THAN WHEN EARNED
AND CERTAIN EXPENSES ARE RECOGNIZED WHEN PAID
RATHER THAN WHEN THE OBLIGATION IS INCURRED.
THE "STUDIO" HOLDS THE WORKS OF ART (PHOTOGRAPHS)
HELD FOR SALE. AS A RESULT, THE "STUDIO"
MAINTAINS ITS ACCOUNTING POLICY ON THE ACCRUAL
METHOD, WHERE CERTAIN REVENUE ARE RECOGNIZED
WHEN EARNED, RATHER THAN RECEIVED, AND CERTAIN
EXPENSES ARE RECOGNIZED WHEN THE OBLIGATION
IS INCURRED RATHER THAN WHEN PAID.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 12
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DESCRIPTION	AMOUNT
ADJUSTMENT ON SECURITIES BASIS	4,040.
PRIOR PERIOD ADJUSTMENT	48,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	52,040.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 13
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DESCRIPTION	AMOUNT
EXCESS OF BOOK VALUE OVER FMV OF DONATED ARTWORK	9,500.
ADJUSTMENT ON ARTWORK INVENTORY	5,993,100.
TOTAL TO FORM 990-PF, PART III, LINE 5	6,002,600.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 14
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
THRU MERRILL LYNCH ACCOUNT 32S-04001	X		155,667.	154,106.
TOTAL U.S. GOVERNMENT OBLIGATIONS			155,667.	154,106.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			155,667.	154,106.

FORM 990-PF	CORPORATE STOCK	STATEMENT 15
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
THRU MERRILL LYNCH ACCOUNT 32S-04001	148,449.	145,138.
THRU MERRILL LYNCH ACCOUNT 32S-02097	430,752.	530,928.
THRU MERRILL LYNCH ACCOUNT 32S-04024	297,459.	380,014.
THRU MERRILL LYNCH ACCOUNT 32S-04025	321,051.	480,756.
THRU MERRILL LYNCH ACCOUNT 32S-04027	2,635,981.	2,949,570.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,833,692.	4,486,406.

FORM 990-PF	CORPORATE BONDS	STATEMENT	16
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
THRU MERRILL LYNCH ACCOUNT 32S-04002	162,500.	165,710.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	162,500.	165,710.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	17
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PMF TIE FUND, LP	FMV	113,290.	113,291.
TOTAL TO FORM 990-PF, PART II, LINE 13		113,290.	113,291.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	18
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTERS	4,113.	4,113.	0.
COPIER	3,433.	3,433.	0.
COMPUTERS	1,577.	1,577.	0.
FURNITURE & FIXTURES	1,001.	620.	381.
TOTAL TO FM 990-PF, PART II, LN 14	10,124.	9,743.	381.

FORM 990-PF	OTHER ASSETS	STATEMENT	19
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSETS HELD FOR CHARITABLE USE	217,443,950.	208,985,350.	208,985,350.
INTEREST RECEIVABLE	73.	71.	71.
TO FORM 990-PF, PART II, LINE 15	217,444,023.	208,985,421.	208,985,421.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 20

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MICHAEL W. STOUT 477 MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10022	PRESIDENT 5.00	0.	0.	0.
BURTON G. LIPSKY 254 EAST 68TH STREET, SUITE 27B NEW YORK, NY 10065	TREASURER 1.00	0.	0.	0.
STEWART SHINING 421 WEST 14TH STREET, SUITE 3F NEW YORK, NY 10014	VICE PRESIDENT 1.00	0.	0.	0.
DIMITRI LEVAS 108 WEST HOUSTON STREET NEW YORK, NY 10012	VICE PRESIDENT 1.00	0.	0.	0.
ERIC JOHNSON 477 MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10022	SECRETARY 3.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

*LEGAL FEES OF \$739,192 WERE PAID TO THE LAW FIRM OF STOUT THOMAS & JOHNSON
DURING THE FISCAL YEAR.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 21

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOREE ADILMAN WEINSTEIN
477 MADISON AVENUE 15TH FLOOR
NEW YORK, NY 10022

TELEPHONE NUMBER

212-755-3025

FORM AND CONTENT OF APPLICATIONS

APPLICANTS ARE INSTRUCTED TO SUBMIT A DESCRIPTION OF THE INSTITUTION AND SPECIFIC PROJECT FOR WHICH FUNDS ARE REQUESTED, A BUDGET, A SELECTION OF IMAGES (IF FOR A PHOTOGRAPHY EXHIBITION) AND ANY OTHER RELEVANT INFORMATION. APPLICATIONS ARE ACCEPTED ELECTRONICALLY OR BY POST.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE AWARDED IN THE UNITED STATES FOR PURPOSES DEFINED BY THE GUIDELINES OF THE FOUNDATION AND PROPOSED BY THE FOUNDER OF THE ORGANIZATION. THOSE PURPOSES ARE: PHOTOGRAPHY PROGRAMMING AT THE INSTITUTIONAL LEVEL INCLUDING EXHIBITIONS, PUBLICATIONS AND ACQUISITIONS; AND MEDICAL RESEARCH AND EDUCATION FOR THE TREATMENT, AND PREVENTION OF AIDS AND HIV INFECTION.

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	COMPUTERS							
	05/31/07	SL	3.00	16	4,113.		4,113.	0.
2	COMPUTERS							
	05/31/04	SL	10.00	16	3,433.		3,433.	0.
3	COMPUTERS							
	12/03/09	SL	3.00	16	1,577.		1,577.	0.
4	FURNITURE & FIXTURES							
	02/04/10	SL	7.00	16	1,001.		477.	143.
* TOTAL 990-PF PG 1 DEPR					10,124.	0.	9,600.	143.

EMA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
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Equities

154	ALTRIA GROUP INC	04/25/11	4,012.95	6,400.24	2,387.29	296.00
48	ALTRIA GROUP INC	04/27/11	1,278.55	1,994.88	716.33	93.00
41	ALTRIA GROUP INC	07/25/11	1,075.12	1,703.96	628.84	79.00
13	ALTRIA GROUP INC	08/16/11	332.41	540.28	207.87	25.00
46	ALTRIA GROUP INC	10/12/11	1,288.00	1,911.76	623.76	89.00
66	ALTRIA GROUP INC	11/09/11	1,794.89	2,742.96	948.07	127.00
37	ALTRIA GROUP INC	05/09/12	1,180.50	1,537.72	357.22	72.00
62	ALTRIA GROUP INC	06/04/12	1,970.08	2,576.72	606.64	120.00
12	ALTRIA GROUP INC	01/04/13	391.14	498.72	107.58	24.00

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EMA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
72	ALTRIA GROUP INC	05/06/13	2,600.08	2,992.32	392.24	139.00
6	ALTRIA GROUP INC	12/18/13	225.45	249.36	23.91	12.00
5	ALTRIA GROUP INC	04/11/14	189.30	207.80	18.50	10.00
100	ABBVIE INC SHS	02/15/13	3,755.52	5,433.00	1,677.48	168.00
17	ABBVIE INC SHS	07/09/13	743.85	923.61	179.76	29.00
2	ABBVIE INC SHS	12/18/13	105.74	108.66	2.92	4.00
1	ABBVIE INC SHS	04/11/14	46.12	54.33	8.21	2.00
113	AT&T INC	04/25/11	3,441.45	4,008.11	566.66	208.00
65	AT&T INC	04/27/11	2,042.72	2,305.55	262.83	120.00
54	AT&T INC	07/25/11	1,616.35	1,915.38	299.03	100.00
21	AT&T INC	08/16/11	602.28	744.87	142.59	39.00
54	AT&T INC	11/09/11	1,566.52	1,915.38	348.86	100.00
36	AT&T INC	05/09/12	1,185.12	1,276.92	91.80	67.00
74	AT&T INC	06/04/12	2,528.35	2,624.78	96.43	137.00
58	AT&T INC	02/15/13	2,052.62	2,057.26	4.64	107.00
100	AT&T INC	06/03/13	3,517.74	3,547.00	29.26	184.00
7	AT&T INC	12/18/13	236.95	248.29	11.34	13.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
6	AT&T INC	04/11/14	210.44	212.82	2.38	12.00
87	AMN ELEC POWER CO	05/18/12	3,282.06	4,641.45	1,359.39	174.00
14	AMN ELEC POWER CO	06/04/12	536.27	746.90	210.63	28.00
2	AMN ELEC POWER CO	01/04/13	87.07	106.70	19.63	4.00
1	AMN ELEC POWER CO	07/09/13	44.63	53.35	8.72	2.00
2	AMN ELEC POWER CO	12/18/13	91.84	106.70	14.86	4.00
1	AMN ELEC POWER CO	04/11/14	51.21	53.35	2.14	2.00
139	BP PLC SPON ADR	01/09/13	6,144.68	7,012.55	867.87	326.00
47	BP PLC SPON ADR	01/10/13	2,093.18	2,371.15	277.97	110.00
72	BP PLC SPON ADR	02/15/13	3,018.58	3,632.40	613.82	169.00
109	BP PLC SPON ADR	04/18/13	4,466.72	5,499.05	1,032.33	256.00
5	BP PLC SPON ADR	07/09/13	207.34	252.25	44.91	12.00
6	BP PLC SPON ADR	12/18/13	275.09	302.70	27.61	15.00
8	BP PLC SPON ADR	04/11/14	382.85	403.60	20.75	19.00
3	BCE INC	08/16/11	115.82	137.79	21.97	7.00
28	BCE INC	05/09/12	1,132.03	1,286.04	154.01	64.00
40	BCE INC	06/04/12	1,570.06	1,837.20	267.14	91.00

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EMASM Fiscal Statement

THE ROBERT MAPPLETHORPE

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
33	BCE INC	08/08/12	1,474.59	1,515.69	41.10	75.00
3	BCE INC	08/09/12	134.12	137.79	3.67	7.00
16	BCE INC	01/04/13	699.16	734.88	35.72	37.00
2	BCE INC	04/11/14	87.87	91.86	3.99	5.00
4	BRISTOL-MYERS SQUIBB CO	08/16/11	112.94	198.96	86.02	6.00
37	BRISTOL-MYERS SQUIBB CO	05/09/12	1,221.74	1,840.38	618.64	54.00
53	BRISTOL-MYERS SQUIBB CO	06/04/12	1,769.53	2,636.22	866.69	77.00
7	BRISTOL-MYERS SQUIBB CO	01/04/13	233.14	348.18	115.04	11.00
2	BRISTOL-MYERS SQUIBB CO	04/11/14	98.37	99.48	1.11	3.00
9	CHEVRON CORP	04/25/11	963.76	1,105.11	141.35	39.00
14	CHEVRON CORP	04/25/11	1,554.36	1,719.06	164.70	60.00
4	CHEVRON CORP	07/25/11	435.78	491.16	55.38	18.00
4	CHEVRON CORP	05/09/12	408.52	491.16	82.64	18.00
5	CHEVRON CORP	06/04/12	482.23	613.95	131.72	22.00
1	CHEVRON CORP	12/18/13	119.35	122.79	3.44	5.00
20	CHEVRON CORP	04/28/14	2,518.97	2,455.80	(63.17)	86.00
70	CONOCOPHILLIPS	04/25/11	4,314.85	5,595.80	1,280.95	194.00

00-17-6150B-5000 (05-2011)

EMA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
21	CONOCOPHILLIPS	04/27/11	1,284.82	1,678.74	393.92	58.00
18	CONOCOPHILLIPS	07/25/11	1,043.72	1,438.92	395.20	50.00
6	CONOCOPHILLIPS	08/16/11	307.72	479.64	171.92	17.00
37	CONOCOPHILLIPS	05/03/12	2,005.69	2,957.78	952.09	103.00
12	CONOCOPHILLIPS	05/09/12	643.14	959.28	316.14	34.00
38	CONOCOPHILLIPS	05/18/12	1,932.45	3,037.72	1,105.27	105.00
33	CONOCOPHILLIPS	06/04/12	1,681.53	2,638.02	956.49	92.00
60	CONOCOPHILLIPS	06/03/13	3,716.96	4,796.40	1,079.44	166.00
4	CONOCOPHILLIPS	12/18/13	277.32	319.76	42.44	12.00
38	COCA COLA COM	04/25/11	1,284.21	1,554.58	270.37	47.00
32	COCA COLA COM	04/27/11	1,069.60	1,309.12	239.52	40.00
14	COCA COLA COM	07/25/11	486.19	572.74	86.55	18.00
10	COCA COLA COM	05/09/12	384.63	409.10	24.47	13.00
14	COCA COLA COM	06/04/12	512.84	572.74	59.90	18.00
3	COCA COLA COM	01/04/13	112.82	122.73	9.91	4.00
1	COCA COLA COM	07/09/13	40.89	40.91	0.02	2.00
2	COCA COLA COM	12/18/13	78.44	81.82	3.38	3.00

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ENNA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
2	COCA COLA COM	04/11/14	77.40	81.82	4.42	3 00
18	DOMINION RES INC NEW VA	04/27/11	823.86	1,241.28	417.42	44.00
33	DOMINION RES INC NEW VA	07/25/11	1,642.41	2,275.68	633.27	80 00
13	DOMINION RES INC NEW VA	08/16/11	643.83	896.48	252.65	32.00
6	DOMINION RES INC NEW VA	05/09/12	311.17	413.76	102.59	15.00
11	DOMINION RES INC NEW VA	06/04/12	566.94	758.56	191.62	27.00
1	DOMINION RES INC NEW VA	01/04/13	53.13	68.96	15.83	3.00
77	DOMINION RES INC NEW VA	02/15/13	4,227.31	5,309.92	1,082.61	185 00
1	DOMINION RES INC NEW VA	07/09/13	57.09	68.96	11.87	3 00
3	DOMINION RES INC NEW VA	12/18/13	192.07	206.88	14.81	8 00
3	DOMINION RES INC NEW VA	04/11/14	208.43	206.88	(1.55)	8 00
89	DUKE ENERGY CORP NEW	04/25/11	4,920.12	6,326.12	1,406.00	278.00
28	DUKE ENERGY CORP NEW	04/27/11	1,552.97	1,990.24	437.27	88 00
24	DUKE ENERGY CORP NEW	07/25/11	1,367.17	1,705.92	338.75	75.00
7	DUKE ENERGY CORP NEW	08/16/11	383.10	497.56	114.46	22.00
12	DUKE ENERGY CORP NEW	05/09/12	777.96	852.96	75.00	38 00
27	DUKE ENERGY CORP NEW	06/04/12	1,806.33	1,919.16	112.83	85.00

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THE ROBERT MAPPLETHORPE



Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1	DUKE ENERGY CORP NEW	07/05/12		71.08		4.00
41	DUKE ENERGY CORP NEW	10/22/12	2,675.66	2,914.28	238.62	128.00
2	DUKE ENERGY CORP NEW	01/04/13	129.99	142.16	12.17	7.00
2	DUKE ENERGY CORP NEW	07/09/13	136.01	142.16	6.15	7.00
3	DUKE ENERGY CORP NEW	12/18/13	205.20	213.24	8.04	10.00
2	DUKE ENERGY CORP NEW	04/11/14	143.69	142.16	(1.53)	7.00
70	GLAXOSMITHKLINE PLC ADR	04/25/11	2,890.05	3,775.80	885.75	180.00
48	GLAXOSMITHKLINE PLC ADR	04/27/11	2,059.80	2,589.12	529.32	123.00
40	GLAXOSMITHKLINE PLC ADR	07/25/11	1,770.64	2,157.60	386.96	103.00
14	GLAXOSMITHKLINE PLC ADR	08/16/11	589.38	755.16	165.78	36.00
34	GLAXOSMITHKLINE PLC ADR	05/09/12	1,548.59	1,833.96	285.37	87.00
38	GLAXOSMITHKLINE PLC ADR	06/04/12	1,652.13	2,049.72	397.59	98.00
40	GLAXOSMITHKLINE PLC ADR	07/19/12	1,868.70	2,157.60	288.90	103.00
9	GLAXOSMITHKLINE PLC ADR	01/04/13	397.99	485.46	87.47	24.00
2	GLAXOSMITHKLINE PLC ADR	07/09/13	102.97	107.88	4.91	6.00
3	GLAXOSMITHKLINE PLC ADR	12/18/13	152.18	161.82	9.64	8.00
8	GLAXOSMITHKLINE PLC ADR	04/11/14	417.18	431.52	14.34	21.00

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X 85953539

THE ROBERT MAPPLETHORPE

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
46	GLAXOSMITHKLINE PLC ADR	04/28/14	2,575.83	2,481.24	(94.59)	118.00
25	GLAXOSMITHKLINE PLC ADR	04/29/14	1,394.39	1,348.50	(45.89)	64.00
98	HCP INC	11/09/11	3,625.80	4,091.50	465.70	214.00
9	HCP INC	05/09/12	367.04	375.75	8.71	20.00
19	HCP INC	06/04/12	738.12	793.25	55.13	42.00
1	HCP INC	07/09/13	44.90	41.75	(3.15)	3.00
2	HCP INC	12/18/13	72.92	83.50	10.58	5.00
65	HCP INC	01/05/14	2,412.10	2,713.75	301.65	142.00
44	HCP INC	03/19/14	1,597.30	1,837.00	239.70	96.00
28	HCP INC	03/20/14	1,013.11	1,169.00	155.89	62.00
55	HEALTH CARE REIT INC COM REIT	04/25/11	2,786.27	3,477.65	691.38	175.00
16	HEALTH CARE REIT INC COM REIT	04/27/11	827.44	1,011.68	184.24	51.00
14	HEALTH CARE REIT INC COM REIT	07/25/11	720.04	885.22	165.18	45.00
5	HEALTH CARE REIT INC COM REIT	08/16/11	224.26	316.15	91.89	16.00

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THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
10	HEALTH CARE REIT INC COM REIT	05/09/12	540.41	632.30	91.89	32.00
15	HEALTH CARE REIT INC COM REIT	06/04/12	773.30	948.45	175.15	48.00
2	HEALTH CARE REIT INC COM REIT	01/04/13	120.31	126.46	6.15	7.00
33	HEALTH CARE REIT INC COM REIT	02/15/13	2,037.51	2,086.59	49.08	105.00
3	HEALTH CARE REIT INC COM REIT	12/18/13	161.55	189.69	28.14	10.00
2	HEALTH CARE REIT INC COM REIT	04/11/14	124.10	126.46	2.36	7.00
73	JOHNSON AND JOHNSON COM	04/25/11	4,670.20	7,406.58	2,736.38	205.00
23	JOHNSON AND JOHNSON COM	04/27/11	1,500.58	2,333.58	833.00	65.00
19	JOHNSON AND JOHNSON COM	07/25/11	1,258.37	1,927.74	669.37	54.00
6	JOHNSON AND JOHNSON COM	08/16/11	386.76	608.76	222.00	17.00
11	JOHNSON AND JOHNSON COM	05/09/12	708.84	1,116.06	407.22	31.00
22	JOHNSON AND JOHNSON COM	06/04/12	1,366.09	2,232.12	866.03	62.00
2	JOHNSON AND JOHNSON COM	01/04/13	143.09	202.92	59.83	6.00
3	JOHNSON AND JOHNSON COM	07/09/13	266.29	304.38	38.09	9.00

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THE ROBERT MAPPLETHORPE

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
2	JOHNSON AND JOHNSON COM	12/18/13	181.92	202.92	21.00	6.00
3	JOHNSON AND JOHNSON COM	04/11/14	289.28	304.38	15.10	9.00
187	KRAFT FOODS GROUP INC SHS	10/11/12	8,710.78	11,119.02	2,408.24	393.00
81	KRAFT FOODS GROUP INC SHS	12/03/12	3,704.17	4,816.26	1,112.09	171.00
2	KRAFT FOODS GROUP INC SHS	01/04/13	91.31	118.92	27.61	5.00
87	KRAFT FOODS GROUP INC SHS	05/06/13	4,650.29	5,173.02	522.73	183.00
8	KRAFT FOODS GROUP INC SHS	12/18/13	425.44	475.68	50.24	17.00
5	KRAFT FOODS GROUP INC SHS	04/11/14	278.82	297.30	18.48	11.00
2	KIMBERLY CLARK	04/25/11	128.05	224.70	96.65	7.00
28	KIMBERLY CLARK	04/27/11	1,818.04	3,145.80	1,327.76	95.00
25	KIMBERLY CLARK	07/25/11	1,666.89	2,808.75	1,141.86	84.00
9	KIMBERLY CLARK	08/16/11	594.94	1,011.15	416.21	31.00
15	KIMBERLY CLARK	05/09/12	1,189.58	1,685.25	495.67	51.00
30	KIMBERLY CLARK	08/04/12	2,355.90	3,370.50	1,014.60	101.00

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THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
2	KIMBERLY CLARK	01/04/13	171.95	224.70	52.75	7.00
1	KIMBERLY CLARK	07/09/13	98.58	112.35	13.77	4.00
2	KIMBERLY CLARK	12/18/13	206.55	224.70	18.15	7.00
1	KIMBERLY CLARK	04/11/14	110.65	112.35	1.70	4.00
54	LORILLARD INC	04/25/11	1,786.16	3,357.18	1,571.02	133.00
15	LORILLARD INC	04/27/11	520.00	932.55	412.55	37.00
15	LORILLARD INC	07/25/11	540.00	932.55	392.55	37.00
15	LORILLARD INC	05/09/12	643.40	932.55	289.15	37.00
15	LORILLARD INC	06/04/12	598.61	932.55	333.94	37.00
50	LORILLARD INC	02/15/13	2,060.88	3,108.50	1,047.62	123.00
36	LORILLARD INC	06/03/13	1,554.41	2,238.12	683.71	89.00
12	LORILLARD INC	06/04/13	520.76	746.04	225.28	30.00
5	LORILLARD INC	12/18/13	249.45	310.85	61.40	13.00
2	LORILLARD INC	04/11/14	104.48	124.34	19.86	5.00
9	ELI LILLY & CO	02/02/12	356.01	538.74	182.73	18.00
24	ELI LILLY & CO	05/09/12	989.24	1,436.64	447.40	48.00
51	ELI LILLY & CO	06/04/12	2,038.47	3,052.86	1,014.39	100.00

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EMATM Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1	ELI LILLY & CO	07/09/13	51.39	59.86	8.47	2.00
1	ELI LILLY & CO	12/18/13	49.24	59.86	10.62	2.00
1	ELI LILLY & CO	04/11/14	58.62	59.86	1.24	2.00
193	MERCK AND CO INC SHS	01/05/12	7,428.74	11,166.98	3,738.24	340.00
23	MERCK AND CO INC SHS	05/09/12	878.29	1,330.78	452.49	41.00
43	MERCK AND CO INC SHS	06/04/12	1,602.92	2,487.98	885.06	76.00
8	MERCK AND CO INC SHS	01/04/13	336.54	462.88	126.34	15.00
75	MERCK AND CO INC SHS	02/15/13	3,106.50	4,339.50	1,233.00	132.00
3	MERCK AND CO INC SHS	07/09/13	143.76	173.58	29.82	6.00
9	MERCK AND CO INC SHS	12/18/13	431.91	520.74	88.83	16.00
1	MERCK AND CO INC SHS	04/11/14	56.09	57.66	1.77	2.00
9	MCDONALDS CORP COM	04/25/11	691.52	912.87	221.35	30.00
14	MCDONALDS CORP COM	04/27/11	1,087.66	1,420.02	332.36	46.00
11	MCDONALDS CORP COM	07/25/11	972.46	1,115.73	143.27	36.00
4	MCDONALDS CORP COM	05/09/12	369.50	405.72	36.22	13.00
5	MCDONALDS CORP COM	06/04/12	431.43	507.15	75.72	17.00
76	MCDONALDS CORP COM	12/03/12	6,628.47	7,708.68	1,080.21	247.00

ENNA™ Fiscal Statement

THE ROBERT MAPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1	MCDONALDS CORP COM	01/04/13	89.91	101.43	11.52	4.00
1	MCDONALDS CORP COM	07/09/13	99.87	101.43	1.56	4.00
1	MCDONALDS CORP COM	12/18/13	94.59	101.43	6.84	4.00
2	MCDONALDS CORP COM	04/11/14	198.29	202.86	4.57	7.00
60	MCDONALDS CORP COM	04/28/14	6,028.91	6,085.80	56.89	195.00
18	NATIONAL GRID PLC SP ADR	04/25/11	893.70	1,345.14	451.44	63.00
18	NATIONAL GRID PLC SP ADR	04/27/11	909.23	1,345.14	435.91	63.00
8	NATIONAL GRID PLC SP ADR	05/09/11	405.51	597.84	192.33	28.00
41	NATIONAL GRID PLC SP ADR	05/10/11	2,112.16	3,063.93	951.77	142.00
29	NATIONAL GRID PLC SP ADR	06/09/11	1,427.85	2,167.17	739.32	101.00
30	NATIONAL GRID PLC SP ADR	07/25/11	1,491.30	2,241.90	750.60	104.00
62	NATIONAL GRID PLC SP ADR	01/05/12	2,964.48	4,633.26	1,668.78	214.00
22	NATIONAL GRID PLC SP ADR	05/09/12	1,195.31	1,844.06	448.75	76.00
42	NATIONAL GRID PLC SP ADR	06/04/12	2,112.34	3,138.66	1,026.32	145.00
8	NATIONAL GRID PLC SP ADR	01/04/13	456.00	597.84	141.84	28.00
4	NATIONAL GRID PLC SP ADR	07/09/13	225.19	298.92	73.73	14.00
1	NATIONAL GRID PLC SP ADR	12/18/13	62.94	74.73	11.79	4.00

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EMASM Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
5	NATIONAL GRID PLC SP ADR	04/11/14	339.81	373.65	33.84	18.00
121	PPL CORPORATION	05/09/11	3,312.64	4,245.89	933.25	181.00
67	PPL CORPORATION	06/02/11	1,866.92	2,351.03	484.11	100.00
38	PPL CORPORATION	07/25/11	1,081.10	1,333.42	252.32	57.00
25	PPL CORPORATION	05/09/12	686.90	877.25	190.35	38.00
41	PPL CORPORATION	06/04/12	1,125.75	1,438.69	312.94	62.00
6	PPL CORPORATION	01/04/13	174.95	210.54	35.59	9.00
59	PPL CORPORATION	02/15/13	1,800.98	2,070.31	269.33	88.00
5	PPL CORPORATION	07/09/13	149.80	175.45	25.65	8.00
6	PPL CORPORATION	12/18/13	176.09	210.54	34.45	9.00
5	PPL CORPORATION	04/11/14	164.74	175.45	10.71	8.00
7	PHILIP MORRIS INTL INC	04/27/11	471.77	619.78	148.01	27.00
23	PHILIP MORRIS INTL INC	07/25/11	1,659.22	2,036.42	377.20	87.00
7	PHILIP MORRIS INTL INC	08/16/11	477.33	619.78	142.45	27.00
12	PHILIP MORRIS INTL INC	05/09/12	1,033.76	1,062.48	28.72	46.00
23	PHILIP MORRIS INTL INC	06/04/12	1,874.67	2,036.42	161.75	87.00
1	PHILIP MORRIS INTL INC	01/04/13	86.21	88.54	2.33	4.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
25	PHILIP MORRIS INTL INC	05/06/13	2,328.47	2,213.50	(114.97)	94.00
29	PHILIP MORRIS INTL INC	01/06/14	2,464.25	2,567.66	103.41	110.00
83	PHILIP MORRIS INTL INC	02/26/14	6,585.83	7,348.82	762.99	313.00
36	PHILIP MORRIS INTL INC	03/19/14	2,870.57	3,187.44	316.87	136.00
7	PHILIP MORRIS INTL INC	03/20/14	557.97	619.78	61.81	27.00
1	PHILIP MORRIS INTL INC	04/11/14	83.28	88.54	5.26	4.00
47	PEPSICO INC	10/12/11	2,944.93	4,151.51	1,206.58	124.00
4	PEPSICO INC	05/09/12	264.64	353.32	88.68	11.00
8	PEPSICO INC	06/04/12	538.78	706.64	167.86	21.00
2	PEPSICO INC	01/04/13	138.32	176.66	38.34	6.00
1	PEPSICO INC	12/18/13	80.62	88.33	7.71	3.00
22	PROCTER & GAMBLE CO	04/25/11	1,387.41	1,777.38	389.97	57.00
14	PROCTER & GAMBLE CO	04/27/11	895.30	1,131.06	235.76	37.00
11	PROCTER & GAMBLE CO	07/25/11	698.45	888.69	190.24	29.00
3	PROCTER & GAMBLE CO	08/16/11	184.91	242.37	57.46	8.00
3	PROCTER & GAMBLE CO	05/09/12	191.54	242.37	50.83	8.00
10	PROCTER & GAMBLE CO	06/04/12	613.25	807.90	194.65	26.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1	PROCTER & GAMBLE CO	01/04/13	68.92	80.79	11.87	3.00
1	PROCTER & GAMBLE CO	12/18/13	81.21	80.79	(0.42)	3.00
1	PROCTER & GAMBLE CO	04/11/14	80.93	80.79	(0.14)	3.00
133	REALTY INCM CRP MD PV\$1. REIT	07/02/13	5,679.43	5,758.90	79.47	292.00
1	REALTY INCM CRP MD PV\$1. REIT	07/09/13	42.95	43.30	0.35	3.00
3	REALTY INCM CRP MD PV\$1. REIT	12/18/13	117.48	129.90	12.42	7.00
2	REALTY INCM CRP MD PV\$1. REIT	04/11/14	82.59	86.60	4.01	5.00
124	REYNOLDS AMERICAN INC	04/25/11	4,485.32	7,394.12	2,908.80	333.00
38	REYNOLDS AMERICAN INC	04/27/11	1,395.64	2,265.94	870.30	102.00
32	REYNOLDS AMERICAN INC	07/25/11	1,147.38	1,908.16	760.78	86.00
15	REYNOLDS AMERICAN INC	08/16/11	522.83	894.45	371.62	41.00
20	REYNOLDS AMERICAN INC	05/09/12	804.14	1,192.60	388.46	54.00
39	REYNOLDS AMERICAN INC	06/04/12	1,587.60	2,325.57	737.97	105.00
64	REYNOLDS AMERICAN INC	10/22/12	2,704.90	3,816.32	1,111.42	172.00
4	REYNOLDS AMERICAN INC	01/04/13	171.55	238.52	66.97	11.00

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THE ROBERT MAPPLETHORPE

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
4	REYNOLDS AMERICAN INC	07/09/13	200.56	238.52	37.96	11.00
5	REYNOLDS AMERICAN INC	12/18/13	244.10	298.15	54.05	14.00
5	REYNOLDS AMERICAN INC	04/11/14	268.34	298.15	29.81	14.00
100	ROYAL DUTCH SHEL PLC SPONS ADR B	04/25/11	7,539.00	8,184.00	645.00	376.00
31	ROYAL DUTCH SHEL PLC SPONS ADR B	04/27/11	2,389.71	2,537.04	147.33	117.00
26	ROYAL DUTCH SHEL PLC SPONS ADR B	07/25/11	1,955.20	2,127.84	172.64	98.00
10	ROYAL DUTCH SHEL PLC SPONS ADR B	08/16/11	658.85	818.40	159.55	38.00
25	ROYAL DUTCH SHEL PLC SPONS ADR B	05/09/12	1,717.25	2,046.00	328.75	94.00
19	ROYAL DUTCH SHEL PLC SPONS ADR B	06/04/12	1,205.55	1,554.96	349.41	72.00
30	ROYAL DUTCH SHEL PLC SPONS ADR B	10/22/12	2,118.84	2,455.20	336.36	113.00
4	ROYAL DUTCH SHEL PLC SPONS ADR B	01/04/13	284.24	327.36	43.12	16.00
3	ROYAL DUTCH SHEL PLC SPONS ADR B	07/09/13	200.53	245.52	44.99	12.00

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THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
3	ROYAL DUTCH SHEL PLC SPONS ADR B	12/18/13	214.07	245.52	31.45	12.00
4	ROYAL DUTCH SHEL PLC SPONS ADR B	04/11/14	314.74	327.38	12.62	16.00
169	SENIOR HSG PPTYS TRSBI	02/15/13	4,159.23	4,052.62	(106.61)	264.00
36	SENIOR HSG PPTYS TRSBI	06/03/13	939.23	863.28	(75.95)	57.00
73	SENIOR HSG PPTYS TRSBI	06/04/13	1,921.38	1,750.54	(170.84)	114.00
5	SENIOR HSG PPTYS TRSBI	12/18/13	112.42	119.90	7.48	8.00
5	SENIOR HSG PPTYS TRSBI	04/11/14	112.67	119.90	7.23	8.00
162	SOUTHERN COMPANY	04/25/11	6,246.14	7,092.36	846.22	341.00
51	SOUTHERN COMPANY	04/27/11	1,987.98	2,232.78	244.80	108.00
42	SOUTHERN COMPANY	07/25/11	1,698.25	1,838.78	140.51	89.00
18	SOUTHERN COMPANY	08/16/11	717.78	788.04	70.26	38.00
21	SOUTHERN COMPANY	05/09/12	955.00	919.38	(35.62)	45.00
50	SOUTHERN COMPANY	06/04/12	2,296.28	2,189.00	(107.26)	105.00
6	SOUTHERN COMPANY	01/04/13	284.55	282.68	(1.87)	13.00
4	SOUTHERN COMPANY	07/09/13	175.92	175.12	(0.80)	9.00
6	SOUTHERN COMPANY	12/18/13	242.43	262.68	20.25	13.00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
4	SOUTHERN COMPANY	04/11/14	177.81	175.12	(2.69)	9.00
71	TOTAL S.A. SP ADR	04/25/11	4,362.06	4,930.95	568.89	196.00
22	TOTAL S.A. SP ADR	04/27/11	1,383.87	1,527.90	144.03	61.00
19	TOTAL S.A. SP ADR	07/25/11	1,076.73	1,319.55	242.82	53.00
7	TOTAL S.A. SP ADR	08/16/11	335.42	486.15	150.73	20.00
55	TOTAL S.A. SP ADR	10/12/11	2,740.39	3,819.75	1,079.36	152.00
28	TOTAL S.A. SP ADR	05/09/12	1,254.06	1,944.60	690.54	77.00
19	TOTAL S.A. SP ADR	06/04/12	807.79	1,319.55	511.76	53.00
50	TOTAL S.A. SP ADR	08/08/12	2,474.38	3,472.50	998.12	138.00
16	TOTAL S.A. SP ADR	08/09/12	780.32	1,111.20	330.88	44.00
42	TOTAL S.A. SP ADR	10/22/12	2,159.21	2,916.90	757.69	116.00
4	TOTAL S.A. SP ADR	01/04/13	208.44	277.80	69.36	11.00
5	TOTAL S.A. SP ADR	07/09/13	244.15	347.25	103.10	14.00
3	TOTAL S.A. SP ADR	12/18/13	174.51	208.35	33.84	9.00
4	TOTAL S.A. SP ADR	04/11/14	265.61	277.80	12.19	11.00
35	UNILEVER PLC NEW ADR	04/27/11	1,152.20	1,573.95	421.75	52.00
31	UNILEVER PLC NEW ADR	07/25/11	1,014.52	1,394.07	379.55	46.00

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EMATM Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
19	UNILEVER PLC NEW ADR	05/09/12	639.07	854.43	215.36	29.00
27	UNILEVER PLC NEW ADR	06/04/12	839.64	1,214.19	374.55	40.00
1	UNILEVER PLC NEW ADR	01/04/13	38.63	44.97	6.34	2.00
1	UNILEVER PLC NEW ADR	07/09/13	40.98	44.97	3.99	2.00
1	UNILEVER PLC NEW ADR	12/18/13	39.10	44.97	5.87	2.00
1	UNILEVER PLC NEW ADR	04/11/14	44.15	44.97	0.82	2.00
36	UNILEVER PLC NEW ADR	04/28/14	1,594.29	1,618.92	24.63	54.00
86	UNILEVER PLC NEW ADR	04/29/14	3,819.03	3,867.42	48.39	127.00
67	VENTAS INC REIT	09/13/13	4,121.62	4,475.60	353.98	195.00
8	VENTAS INC REIT	09/16/13	512.16	534.40	22.24	24.00
41	VENTAS INC REIT	01/06/14	2,385.41	2,738.80	353.39	119.00
3	VENTAS INC REIT	04/11/14	189.31	200.40	11.09	9.00
34	VENTAS INC REIT	04/28/14	2,232.84	2,271.20	38.36	99.00
8	VENTAS INC REIT	04/29/14	526.57	534.40	7.83	24.00

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EMA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
34	VERIZON COMMUNICATNS COM	04/25/11	1,256.98	1,698.64	441.66	73.00
55	VERIZON COMMUNICATNS COM	04/27/11	2,103.49	2,747.80	644.31	117.00
46	VERIZON COMMUNICATNS COM	07/25/11	1,667.33	2,298.16	630.83	98.00
20	VERIZON COMMUNICATNS COM	08/16/11	694.88	999.20	304.32	43.00
28	VERIZON COMMUNICATNS COM	05/09/12	1,130.22	1,398.88	268.66	60.00
51	VERIZON COMMUNICATNS COM	06/04/12	2,103.52	2,547.96	444.44	109.00
11	VERIZON COMMUNICATNS COM	01/04/13	481.59	549.56	67.97	24.00
4	VERIZON COMMUNICATNS COM	07/09/13	204.45	199.84	(4.61)	9.00
3	VERIZON COMMUNICATNS COM	12/18/13	143.25	149.88	6.63	7.00
141	VERIZON COMMUNICATNS COM	02/28/14	6,784.21	7,044.36	260.15	299.00
8	VERIZON COMMUNICATNS COM	04/11/14	377.68	399.68	22.00	17.00
71	VODAFONE GROUP PLC SHS ADR	04/25/11	3,695.87	2,485.71	(1,210.16)	163.00
39	VODAFONE GROUP PLC SHS ADR	04/27/11	2,069.44	1,365.39	(704.05)	90.00
31	VODAFONE GROUP PLC SHS ADR	07/25/11	1,503.70	1,085.31	(418.39)	71.00
5	VODAFONE GROUP PLC SHS ADR	08/16/11	252.58	175.05	(77.53)	12.00

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THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
22	VODAFONE GROUP PLC SHS ADR	05/09/12	1,115.54	770.22	(345.32)	51.00
34	VODAFONE GROUP PLC SHS ADR	06/04/12	1,669.28	1,190.34	(478.94)	78.00
46	VODAFONE GROUP PLC SHS ADR	08/08/12	2,531.76	1,610.46	(921.30)	106.00
35	VODAFONE GROUP PLC SHS ADR	10/22/12	1,824.44	1,225.35	(599.09)	80.00
8	VODAFONE GROUP PLC SHS ADR	07/09/13	419.75	280.08	(139.67)	19.00
1	VODAFONE GROUP PLC SHS ADR	12/18/13	68.60	35.01	(33.59)	3.00
6	VODAFONE GROUP PLC SHS ADR	04/11/14	215.08	210.06	(5.02)	14.00
25,913	FRAC KINDER MORGAN MGMT	05/20/09	8.65	18.14	9.49	
575	FRAC KINDER MORGAN MGMT	08/14/09	0.22	0.40	0.18	
10,199	FRAC KINDER MORGAN MGMT	08/19/09	3.83	7.14	3.31	
780	FRAC KINDER MORGAN MGMT	11/13/09	0.26	0.55	0.29	
691	FRAC KINDER MORGAN MGMT	02/12/10	0.31	0.48	0.17	
684	FRAC KINDER MORGAN MGMT	05/14/10	0.31	0.48	0.17	

EMA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
711	FRAC KINDER MORGAN MGMT	08/13/10	0.29	0.50	0.21	
702	FRAC KINDER MORGAN MGMT	11/12/10	0.37	0.49	0.12	
691	FRAC KINDER MORGAN MGMT	05/13/11	0.35	0.48	0.13	
731	FRAC KINDER MORGAN MGMT	08/12/11	0.37	0.51	0.14	
667	FRAC KINDER MORGAN MGMT	05/15/12	0.41	0.47	0.06	
201	WILLIAMS COMPANIES DEL	12/03/13	7,237.39	9,438.96	2,201.57	342.00
3	WILLIAMS COMPANIES DEL	12/18/13	110.46	140.88	30.42	6.00
62	WILLIAMS COMPANIES DEL	01/06/14	2,375.15	2,911.52	536.37	106.00
6	WILLIAMS COMPANIES DEL	04/11/14	241.37	281.78	40.39	11.00
45	WILLIAMS COMPANIES DEL	04/28/14	1,881.92	2,113.20	231.28	77.00
Total Equities			430,751.74	530,928.18	100,105.36	22,107.00

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ENVA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
14,000	FHLMC A9 6409 03 50%2041 AMORTIZED FACTOR 0.614650190 AMORTIZED VALUE 8,605	06/07/12	9,019.89	8,867.58	(152.31)	24.26	302.00
16,000	FNMA PAA7681 04 50%2039 AMORTIZED FACTOR 0.252001290 AMORTIZED VALUE 4,032	04/02/12	4,307.65	4,364.13	56.48	14.62	182.00
2,000	FNMA PA11888 04 50%2041 AMORTIZED FACTOR 0.391596520 AMORTIZED VALUE 783	04/15/14	841.13	847.70	6.57	2.84	36.00
1,000	FNMA P995245 05%2039 AMORTIZED FACTOR 0.108127940 AMORTIZED VALUE 108	04/17/14	118.13	119.54	1.41	0.44	6.00
1,000	FNMA PAL0160 04 50%2041 AMORTIZED FACTOR 0.443625660 AMORTIZED VALUE 443	01/14/14	474.34	481.65	7.31	1.61	20.00
20,000	FNMA PAH2883 04%2041 AMORTIZED FACTOR 0.470399290 AMORTIZED VALUE 9,407	04/19/12	9,957.77	9,983.42	25.65	30.31	377.00

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THE ROBERT MAPPLETHORPE

ENAA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
6,120	FNMA PAB4102 03 50%2041 AMORTIZED FACTOR 0.599231700 AMORTIZED VALUE 3.667	01/11/12	3,774.74	3,785.13	10.39	10.34	129.00
17,000	FNMA P995737 05%2038 AMORTIZED FACTOR 0.161388130 AMORTIZED VALUE 2.743	03/18/13	2,976.81	3,039.16	62.35	11.05	138.00
12,000	FHLMC A9 6807 04%2041 AMORTIZED FACTOR 0.476451680 AMORTIZED VALUE 5.717	08/14/12	6,107.81	6,059.46	(48.35)	18.42	229.00
1,000	FNMA PAK9393 03 50%2042 AMORTIZED FACTOR 0.711051650 AMORTIZED VALUE 7.11	04/23/14	721.16	733.90	12.74	2.00	25.00
8,000	U.S. TREASURY NOTE 2.000% NOV 15 2021 02.000% NOV 15 2021	05/07/13	8,262.47	7,934.40	(328.07)	6.52	160.00
2,000	U.S. TREASURY NOTE	05/07/13	2,071.20	1,983.60	(87.60)	1.63	40.00
2,000	U.S. TREASURY NOTE	09/05/13	1,892.03	1,983.60	91.57	1.63	40.00
11,000	U.S. TRSY INFLATION NTE 0.125% JUL 15 2022 INFL ADJ PRIN 11.298	11/28/12	12,171.82	11,380.24	(791.58)	5.13	15.00
2,000	U.S. TRSY INFLATION NTE INFL ADJ PRIN 2.054 ORIGINAL UNIT/TOTAL COST.	09/05/13	1,937.54	2,069.13	131.59	0.93	3.00

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THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
6,000	U.S. TREASURY NOTE 0.750% OCT 31 2017 MOODY'S: AAA S&P: ***	12/13/12	6,016.83	5,953.62	(63.21)	3.67	45.00
3,000	U.S. TREASURY NOTE	12/13/12	3,007.21	2,976.81	(30.40)	1.83	23.00
3,000	U S TREASURY NOTE	09/05/13	2,902.28	2,976.81	74.53	1.83	23.00
11,000	U.S. TREASURY NOTE 1.125% DEC 31 2019 MOODY'S: AAA S&P: ***	01/11/13	10,896.87	10,656.25	(240.62)	51.28	124.00
2,000	U.S. TREASURY NOTE	01/11/13	1,984.30	1,937.50	(46.80)	9.32	23.00
2,000	U.S. TREASURY NOTE	09/05/13	1,863.84	1,937.50	73.66	9.32	23.00
17,000	U.S. TREASURY NOTE 1.000% MAY 31 2018 018	02/12/14	16,768.91	16,861.96	93.05	84.53	170.00
3,000	U.S. TRSY INFLATION BOND 2.375% JAN 15 2025 INFL ADJ PRIN 3,759	12/07/12	4,969.20	4,576.77	(392.43)	26.57	90.00
1,000	U.S. TRSY INFLATION BOND INFL ADJ PRIN 1,253 ORIGINAL UNIT/TOTAL COST:	12/07/12	1,468.80	1,525.59	56.79	8.86	30.00
2,000	U S TRSY INFLATION BOND INFL ADJ PRIN 2,506 ORIGINAL UNIT/TOTAL COST:	09/05/13	2,837.28	3,051.18	213.90	17.71	60.00

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THE ROBERT MAPPLETHORPE

ENMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
6,000	U.S. TREASURY NOTE 0.750% JAN 15 2017 MOODY'S: AAA S&P: ***	02/28/14	6,016.47	6,018.78	2.31	16.78	45.00
6,000	U.S. TRSRY INFLATION BON 2.500% JAN 15 2029 INFL ADJ PRIN 6,600	12/07/12	9,327.34	8,361.26	(966.08)	55.94	166.00
1,000	U.S. TRSRY INFLATION BON INFL ADJ PRIN 1,100 ORIGINAL UNIT/TOTAL COST:	12/07/12	1,323.82	1,393.54	69.72	9.32	28.00
1,000	U.S. TRSRY INFLATION BON INFL ADJ PRIN 1,100 ORIGINAL UNIT/TOTAL COST:	09/05/13	1,278.21	1,393.54	115.33	9.32	28.00
11,000	U.S. TREASURY NOTE 3.625% FEB 15 2021 03 625% FEB 15 2021	04/09/14	11,978.61	12,168.75	190.14	114.56	399.00
2,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 109.7930/2,195.86	04/10/14	2,192.17	2,212.50	20.33	20.83	73.00
9,000	FNMA P889579 06%2038 AMORTIZED FACTOR 0.079831410 AMORTIZED VALUE 718	10/14/08	720.67	808.08	87.41	3.47	44.00
12,000	FNMA P889579 06%2038 AMORTIZED VALUE 957	10/20/08	971.71	1,077.44	105.73	4.63	58.00

EMA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Government Securities							
10,000	FNMA P992033 06%2038 AMORTIZED FACTOR 0.028836640 AMORTIZED VALUE 288	12/08/08	295.15	323.61	28.46	1.39	18.00
5,000	FNMA P995672 04 50%2039 AMORTIZED FACTOR 0.171199660 AMORTIZED VALUE 856	10/11/11	902.81	926.51	23.70	3.10	39.00
18,000	FNMA P995672 04 50%2039 AMORTIZED VALUE 3,081	06/04/12	3,309.82	3,335.42	25.60	11.17	139.00
Total Government Securities			155,666.79	154,106.06	(1,560.73)	597.16	3,350.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
5,948	FIXED INCOME SHARES SERIES C F CL INSTL	04/28/11	77,708.83	73,279.36	(4,429.47)	2,754.00
6,629	FIXED INCOME SHARES SERIES M F CL INSTL	04/28/11	70,740.48	71,858.36	1,117.88	1,816.00
Total Mutual Funds/Closed End Funds/UIT			148,449.31	145,137.72	(3,311.59)	4,570.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
25,000	GENERAL ELEC CAP CORP SER NOTZ 05.750% AUG 15 2016	08/11/08	25,000.00	27,389.75	2,389.75	419.27	1,438.00
500	CITIGROUP INC FIXED-FLTG SER J NON-CUM 7.125% PFD STK PERPETUAL	09/12/13	12,500.00	13,830.00	1,330.00		891.00
600	THE CHARLES SCHWAB CORP NON-CUM SER B 6.00% PERPETUAL PFD STK	05/30/12	15,000.00	15,054.00	54.00		900.00
1,000	FIRST REPUBLIC BANK NON-CUM PERPETUAL SER E 7.00% PREFERRED STOCK	10/21/13	25,000.00	26,810.00	1,810.00		1,750.00
400	GOLDMAN SACHS GROUP INC \$25 PAR SENIOR NOTES 6.125% NOV 01 2060	10/26/10	10,000.00	10,356.00	356.00		613.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Corporate Bonds							
1,000	QWEST CORP PFD STK 7.375% NOTES DUE JUNE 1, 2051	06/01/11	25,000.00	26,280.00	1,280.00		1,843.00
1,000	QWEST CORPORATION SENIOR NOTES 6 125% DUE 6/1/2053	05/14/13	25,000.00	23,270.00	(1,730.00)		1,531.00
1,000	W.R.BERKLEY CORPORATION SUBORDINATED DEBENTURES 5 625% DUE 4/30/2053	04/26/13	25,000.00	22,720.00	(2,280.00)		1,406.00
	Total Corporate Bonds		162,500.00	165,709.75	3,209.75	419.27	10,372.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Other						
1,132	PMF TEI FUND, LP (ENDOWMENT - LONG TERM WIND-DOWN)	04/01/14	113,199.95	113,200.00	0.05	
	(.9050 FRACTIONAL SHARE)	04/01/14	90.49	90.50	0.01	
	Total Other		113,290.44	113,290.50	0.06	0.00

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THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
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Mutual Funds/Closed End Funds/UIT

900	ISHARES RUSSELL 3000 GROWTH	04/27/11	44,759.73	65,547.00	20,787.27	784.00
500	ISHARES RUSSELL 3000 VALUE	05/03/11	43,909.65	64,450.00	20,540.35	1,240.00
3,474	VIRTUS DYNAMIC ALPHASECTOR FUND CL I .1540 Fractional Share	03/27/13 06/27/13	38,043.35 1.73	46,899.00 2.08	8,855.65 0.35	115.00 1.00
5,440	VIRTUS PREMIUM ALPHA SECTOR FUND CL J .6080 Fractional Share	07/22/11 12/30/13	68,916.66 10.04	94,275.20 10.54	25,358.54 0.50	560.00 1.00
7,328	PRINCIPAL GLOBAL DIVERSI INCOME FUND CL P	07/22/11	101,809.14	108,820.80	7,011.66	4,726.00

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EMA[®] Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
6260	Fractional Share	04/30/14	9.13	9.30	0.17	1.00
Total Mutual Funds/Closed End Funds/UIT			297,459.43	380,013.92	82,554.49	7,428.00

THE ROBERT MAPPLETHORPE



Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
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Equities

45	AKAMAI TECHNOLOGIES INC	04/28/11	1,575.31	2,445.30	869.99	
24	AKAMAI TECHNOLOGIES INC	07/25/11	726.24	1,304.16	577.92	
31	AKAMAI TECHNOLOGIES INC	05/17/12	913.14	1,684.54	771.40	
23	AKAMAI TECHNOLOGIES INC	02/07/13	811.27	1,249.82	438.55	
17	AMAZON COM INC COM	04/28/11	3,278.52	5,313.35	2,034.83	
6	AMAZON COM INC COM	07/25/11	1,288.14	1,875.30	587.16	
5	AMAZON COM INC COM	05/10/12	1,114.35	1,562.75	448.40	
5	AMAZON COM INC COM	04/25/14	1,523.70	1,562.75	39.05	
1	AMAZON COM INC COM	04/28/14	289.03	312.55	23.52	

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EMV Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
40	ANHEUSER-BUSCH INBEV ADR	04/28/11	2,541.20	4,396.80	1,855.60	93.00
13	ANHEUSER-BUSCH INBEV ADR	07/25/11	771.29	1,428.96	657.67	31.00
27	AMC NETWORKS INC SHS CL A	04/28/11	1,036.20	1,670.76	634.56	
3	AMC NETWORKS INC SHS CL A	07/25/11	113.43	185.64	72.21	
48	ADT CORP SHS	04/28/11	1,479.39	1,545.60	66.21	39.00
11	ADT CORP SHS	07/25/11	333.23	354.20	20.97	9.00
15	AMGEN INC COM PV \$0.0001	04/28/11	854.82	1,739.85	885.03	37.00
13	AMGEN INC COM PV \$0.0001	05/09/11	725.86	1,507.87	782.01	32.00
60	ANADARKO PETE CORP	04/28/11	4,694.40	6,171.60	1,477.20	65.00
8	ANADARKO PETE CORP	07/25/11	664.48	822.88	158.40	9.00
17	ANADARKO PETE CORP	05/10/12	1,181.67	1,748.62	566.95	19.00
15	ANADARKO PETE CORP	06/01/12	886.20	1,542.90	656.70	17.00
2	APPLE INC	08/05/11	751.32	1,266.00	514.68	27.00
2	APPLE INC	08/08/11	730.39	1,266.00	535.61	27.00
2	APPLE INC	08/23/11	726.97	1,266.00	539.03	27.00
3	APPLE INC	01/30/13	1,382.47	1,899.00	516.53	40.00

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THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
3	APPLE INC	07/02/13	1,255.63	1,899.00	643.37	40.00
62	AUTODESK INC DEL PV\$0.01	04/28/11	2,795.58	3,246.94	451.36	
29	AUTODESK INC DEL PV\$0.01	07/25/11	1,066.47	1,518.73	452.26	
7	AUTODESK INC DEL PV\$0.01	08/10/11	200.44	366.59	166.15	
32	AUTODESK INC DEL PV\$0.01	08/28/12	979.95	1,675.84	695.89	
81	BROADCOM CORP CALIF CL A	04/28/11	2,771.01	2,581.47	(189.54)	39.00
4	BROADCOM CORP CALIF CL A	05/10/11	132.73	127.48	(5.25)	2.00
29	BROADCOM CORP CALIF CL A	05/17/11	960.79	924.23	(36.56)	14.00
15	BROADCOM CORP CALIF CL A	06/08/11	503.39	478.05	(25.34)	8.00
26	BROADCOM CORP CALIF CL A	07/25/11	894.40	828.62	(65.78)	13.00
14	BROADCOM CORP CALIF CL A	10/04/11	436.35	446.18	9.83	7.00
41	BROADCOM CORP CALIF CL A	12/09/11	1,195.03	1,308.67	111.64	20.00
5	BROADCOM CORP CALIF CL A	05/10/12	163.45	159.35	(4.10)	3.00
107	BROADCOM CORP CALIF CL A	07/23/13	3,344.46	3,410.09	65.63	52.00
66	BROADCOM CORP CALIF CL A	08/12/13	1,698.93	2,103.42	404.49	32.00
33	BIODEN IDEC INC	04/28/11	3,269.64	10,539.21	7,269.57	
11	BIODEN IDEC INC	07/25/11	1,171.72	3,513.07	2,341.35	

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
5	BIOGEN IDEC INC	04/25/14	1,469.29	1,596.85	127.56	
8	BLACKROCK INC	05/14/12	1,418.35	2,439.20	1,020.85	62.00
11	BLACKROCK INC	05/23/12	1,827.90	3,353.90	1,526.00	85.00
42	BRISTOL-MYERS SQUIBB CO	09/18/13	1,916.70	2,089.08	172.38	61.00
9	BRISTOL-MYERS SQUIBB CO	01/13/14	506.93	447.68	(59.27)	13.00
17	BRISTOL-MYERS SQUIBB CO	01/28/14	861.90	845.58	(16.32)	25.00
12	BRISTOL-MYERS SQUIBB CO	03/24/14	609.05	596.88	(12.17)	18.00
7	BRISTOL-MYERS SQUIBB CO	04/16/14	340.43	348.18	7.75	11.00
194	COMCAST CRP NEW CL A SPL	04/28/11	4,703.03	10,056.96	5,353.93	175.00
66	COMCAST CRP NEW CL A SPL	05/26/11	1,526.82	3,421.44	1,894.62	60.00
56	COMCAST CRP NEW CL A SPL	06/17/11	1,251.16	2,903.04	1,651.88	51.00
21	COMCAST CRP NEW CL A SPL	07/14/11	503.98	1,088.64	584.66	19.00
91	COMCAST CRP NEW CL A SPL	07/25/11	2,203.67	4,717.44	2,513.77	82.00
7	COMCAST CRP NEW CL A SPL	08/17/11	147.39	362.88	215.49	7.00
108	CABLEVISION NY GRP CL A	04/28/11	2,737.31	1,904.04	(833.27)	65.00
22	CABLEVISION NY GRP CL A	07/25/11	565.18	387.86	(177.32)	14.00
152	CABLEVISION NY GRP CL A	05/10/12	1,903.02	2,679.76	776.74	92.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
22	CITRIX SYSTEMS INC COM	04/28/11	1,858.73	1,363.34	(495.39)	
2	CITRIX SYSTEMS INC COM	06/17/11	148.23	123.94	(24.29)	
6	CITRIX SYSTEMS INC COM	07/25/11	448.35	371.82	(76.53)	
12	CITRIX SYSTEMS INC COM	10/19/12	780.41	743.64	(36.77)	
14	CITRIX SYSTEMS INC COM	10/26/12	885.96	867.58	(18.38)	
20	CITRIX SYSTEMS INC COM	12/04/12	1,219.60	1,239.40	19.80	
14	CITRIX SYSTEMS INC COM	04/05/13	951.16	867.58	(83.58)	
8	CITRIX SYSTEMS INC COM	04/25/13	513.59	495.76	(17.83)	
3	CITRIX SYSTEMS INC COM	04/30/13	188.33	185.91	(2.42)	
11	CITRIX SYSTEMS INC COM	05/17/13	735.25	681.67	(53.58)	
15	CITRIX SYSTEMS INC COM	05/28/13	974.37	929.55	(44.82)	
4	CITRIX SYSTEMS INC COM	06/26/13	240.12	247.88	7.76	
35	CITRIX SYSTEMS INC COM	12/04/13	2,051.56	2,168.95	117.39	91.00
82	CVS CAREMARK CORP	04/28/11	2,969.22	6,422.24	3,453.02	5.00
4	CVS CAREMARK CORP	04/28/11	156.53	313.28	156.75	30.00
27	CVS CAREMARK CORP	07/25/11	1,003.86	2,114.64	1,110.78	5.00
4	CVS CAREMARK CORP	05/10/12	182.48	313.28	130.80	

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THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
12	CHECK POINT SOFTWARE TECH	06/21/13	591.98	773.78	181.78	
11	CHECK POINT SOFTWARE TECH	06/24/13	542.39	709.28	166.89	
12	CHECK POINT SOFTWARE TECH	06/26/13	601.23	773.76	172.53	
12	CHECK POINT SOFTWARE TECH	07/05/13	619.77	773.76	153.99	
21	CATERPILLAR INC DEL	04/22/13	1,675.94	2,146.83	470.89	51.00
14	CATERPILLAR INC DEL	05/17/13	1,227.63	1,431.22	203.59	34.00
41	CELGENE CORP COM	04/28/11	2,404.24	6,274.23	3,869.99	
11	CELGENE CORP COM	07/25/11	671.51	1,683.33	1,011.82	
8	CELGENE CORP COM	04/16/14	1,133.59	1,224.24	90.65	
22	CAMERON INTL CORP	06/23/11	998.08	1,406.90	408.82	
6	CAMERON INTL CORP	07/14/11	301.46	383.70	82.24	
4	CAMERON INTL CORP	07/25/11	211.40	255.80	44.40	
14	CAMERON INTL CORP	08/05/11	682.42	895.30	212.88	
16	CAMERON INTL CORP	11/08/11	825.83	1,023.20	197.37	
12	CAMERON INTL CORP	05/10/12	576.24	767.40	191.16	
10	CAMERON INTL CORP	07/25/13	600.43	639.50	39.07	
13	CAMERON INTL CORP	07/31/13	761.30	831.35	70.05	

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FMASM Fiscal Statement

THE ROBERT MAPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
9	CAMERON INTL CORP	10/24/13	494.98	575.55	80.57	
35	CME GROUP INC	04/28/11	2,121.77	2,520.00	398.23	66.00
10	CME GROUP INC	07/25/11	572.46	720.00	147.54	19.00
5	CME GROUP INC	05/10/12	262.61	360.00	97.39	10.00
33	COVIDIEN PLC SHS NEW	04/28/11	1,695.00	2,412.63	717.63	43.00
10	COVIDIEN PLC SHS NEW	07/25/11	460.99	731.10	270.11	13.00
92	COCA COLA COM	04/28/11	3,096.55	3,763.72	667.17	113.00
26	COCA COLA COM	07/25/11	902.93	1,063.66	160.73	32.00
47	CREE INC	04/28/11	1,895.50	2,261.64	366.14	
30	CREE INC	07/25/11	996.90	1,443.60	446.70	
19	CREE INC	04/18/12	559.57	914.28	354.71	
25	CREE INC	05/06/14	1,163.21	1,203.00	39.79	
38	DOLBY LABORATORIES INC CL A	04/28/11	1,891.26	1,578.52	(312.74)	
12	DOLBY LABORATORIES INC CL A	07/25/11	534.24	498.48	(35.76)	
15	DOLBY LABORATORIES INC CL A	08/05/11	472.98	623.10	150.12	

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THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
56	DOLBY LABORATORIES INC CL A	08/07/12	1,840.85	2,326.24	485.39	
39	DIRECTV SHS	04/28/11	1,888.10	3,215.16	1,347.06	
4	DIRECTV SHS	07/25/11	207.00	329.76	122.76	
6	DIRECTV SHS	05/10/12	287.52	494.64	207.12	
66	DISNEY (WALT) CO COM STK	04/28/11	2,836.85	5,544.66	2,707.81	57.00
31	DISNEY (WALT) CO COM STK	04/28/11	1,600.29	2,604.31	1,004.02	27.00
67	E M C CORPORATION MASS	10/18/11	1,573.54	1,779.52	205.98	31.00
46	E M C CORPORATION MASS	11/08/11	1,140.33	1,221.76	81.43	22.00
49	E M C CORPORATION MASS	01/29/13	1,161.49	1,301.44	139.95	23.00
18	E M C CORPORATION MASS	04/30/13	402.92	478.08	75.16	9.00
108	EBAY INC COM	04/28/11	3,657.56	5,478.84	1,821.28	
31	EBAY INC COM	07/25/11	1,050.79	1,572.63	521.84	
63	EATON CORP PLC	12/04/12	3,230.62	4,642.47	1,411.85	124.00
6	EATON CORP PLC	03/27/14	438.88	442.14	3.26	12.00
25	FREERT-MCMRAN CPR & GLD	04/28/11	1,382.75	851.25	(531.50)	32.00
5	FREERT-MCMRAN CPR & GLD	07/25/11	278.17	170.25	(107.92)	7.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
19	FREPR-T-MCMRAN CPR & GLD	05/10/12	682.29	646.95	(35.34)	24.00
42	FLUOR CORP NEW DEL COM	04/28/11	2,833.32	3,153.36	320.04	36.00
8	FLUOR CORP NEW DEL COM	07/25/11	543.04	600.64	57.60	7.00
14	FLUOR CORP NEW DEL COM	05/10/12	778.26	1,051.12	272.86	12.00
5	FACEBOOK INC CLASS A COMMON STOCK	04/10/13	136.77	316.50	179.73	
23	FACEBOOK INC CLASS A COMMON STOCK	04/23/13	603.03	1,455.90	852.87	
38	FACEBOOK INC CLASS A COMMON STOCK	06/06/13	869.31	2,405.40	1,536.09	
141	FOREST LABS INC	04/28/11	4,709.77	13,363.98	8,654.21	
5	FOREST LABS INC	07/25/11	192.25	473.90	281.65	
27	FOREST LABS INC	05/10/12	923.13	2,559.06	1,635.93	
33	FOREST LABS INC	02/15/13	1,189.12	3,127.74	1,938.62	
85	GENERAL ELECTRIC	04/28/11	1,750.15	2,277.15	527.00	75.00
61	GENERAL ELECTRIC	07/25/11	1,162.99	1,634.19	471.20	54.00
19	GENERAL ELECTRIC	02/05/14	463.84	509.01	45.17	17.00
8	GOOGLE INC CL A	04/28/11	2,155.68	4,573.20	2,417.52	

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Equities						
1	GOOGLE INC CL A	05/10/12	306.70	571.65	264.95	
1	GOOGLE INC CL A	10/09/13	423.83	571.65	147.82	
8	GOOGLE INC SHS CL C	04/28/11	2,148.79	4,479.12	2,330.33	
1	GOOGLE INC SHS CL C	05/10/12	305.73	559.89	254.16	
1	GOOGLE INC SHS CL C	10/09/13	422.47	559.89	137.42	
8	W W GRAINGER INCORP	12/12/13	2,015.93	2,066.96	51.03	35.00
3	W W GRAINGER INCORP	12/13/13	755.25	775.11	19.86	13.00
2	W W GRAINGER INCORP	12/18/13	502.76	516.74	13.98	9.00
3	W W GRAINGER INCORP	01/10/14	786.05	775.11	(10.94)	13.00
4	W W GRAINGER INCORP	01/24/14	985.51	1,033.48	47.97	18.00
76	HOME DEPOT INC	04/28/11	2,857.22	6,097.48	3,240.26	143.00
26	HOME DEPOT INC	07/25/11	956.80	2,085.98	1,129.18	49.00
72	IMMUNOGEN INC	04/28/11	946.80	851.04	(95.76)	
2	IMMUNOGEN INC	07/25/11	29.54	23.64	(5.90)	
18	IMMUNOGEN INC	08/04/11	202.10	212.76	10.66	
41	IMMUNOGEN INC	11/11/13	571.49	484.62	(86.87)	
46	ISIS PHARMACEUTICALS INC	04/28/11	423.55	1,344.12	920.57	

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Equities						
26	ISIS PHARMACEUTICALS INC	07/25/11	227.24	759.72	532.48	
21	JUNIPER NETWORKS INC	04/28/11	805.86	513.66	(292.20)	
52	JUNIPER NETWORKS INC	07/25/11	1,609.39	1,271.92	(337.47)	
9	JUNIPER NETWORKS INC	09/09/11	190.65	220.14	29.49	
24	JUNIPER NETWORKS INC	12/09/11	478.50	587.04	108.54	
56	JUNIPER NETWORKS INC	05/09/12	1,058.57	1,369.76	311.19	
57	JOHNSON AND JOHNSON COM	04/28/11	3,708.72	5,783.22	2,074.50	160.00
11	JOHNSON AND JOHNSON COM	07/25/11	728.53	1,116.06	387.53	31.00
14	JOHNSON AND JOHNSON COM	05/10/12	906.50	1,420.44	513.94	40.00
47	L-3 COMMNCTNS HLDGS	04/28/11	3,630.66	5,694.99	2,064.33	113.00
7	L-3 COMMNCTNS HLDGS	07/25/11	555.85	848.19	292.34	17.00
13	L-3 COMMNCTNS HLDGS	05/10/12	886.45	1,575.21	688.76	32.00
112	LIBERTY INTERACTIVE CORP SERIES A	04/28/11	1,646.35	3,262.56	1,616.21	
21	LIBERTY INTERACTIVE CORP SERIES A	07/25/11	310.22	611.73	301.51	
11	LINKEDIN CORP CLASS A COMMON STOCK	03/27/14	2,040.71	1,760.99	(279.72)	

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
2	LINKEDIN CORP CLASS A COMMON STOCK	05/02/14	317.61	320.18	2.57	
23	LIBERTY MEDIA CORPORATIO CL A	04/28/11	1,619.50	2,923.99	1,304.49	
3	LIBERTY MEDIA CORPORATIO CL A	07/25/11	226.57	381.39	154.82	
31	MONSANTO CO NEW DEL COM	04/28/11	2,098.39	3,777.35	1,678.96	54.00
3	MONSANTO CO NEW DEL COM	07/25/11	230.49	365.55	135.06	6.00
3	MONSANTO CO NEW DEL COM	05/10/12	216.21	365.55	149.34	6.00
108	MICROSOFT CORP	04/28/11	2,880.36	4,421.52	1,541.16	121.00
24	MICROSOFT CORP	07/25/11	669.51	982.56	313.05	27.00
40	NASDAQ OMX GRP INC	04/28/11	1,089.60	1,516.00	426.40	24.00
21	NASDAQ OMX GRP INC	07/25/11	508.41	795.90	287.49	13.00
13	NASDAQ OMX GRP INC	05/10/12	309.79	492.70	182.91	8.00
27	NASDAQ OMX GRP INC	04/01/14	980.19	1,023.30	43.11	17.00
24	NATIONAL-OILWELL VARCO INC	04/28/11	1,837.88	1,964.88	127.00	45.00
3	NATIONAL-OILWELL VARCO INC	07/25/11	248.69	245.61	(3.08)	6.00

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THE ROBERT MAPPLETHORPE

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
7	NATIONAL-OILWELL VARCO INC	05/10/12	478.45	573.09	94.64	13.00
99	NUANCE COMMUNICATIONS IN	03/14/14	1,556.67	1,602.32	45.65	
30	NUANCE COMMUNICATIONS IN	03/17/14	472.93	485.55	12.62	
32	NETAPP INC	04/28/11	1,860.16	1,184.32	(475.84)	22.00
9	NETAPP INC	07/25/11	452.61	333.09	(119.52)	6.00
7	NETAPP INC	08/23/11	257.74	259.07	1.33	5.00
5	NETAPP INC	09/07/11	179.19	185.05	5.86	4.00
11	NETAPP INC	05/10/12	394.46	407.11	12.65	8.00
18	NETAPP INC	06/15/12	551.57	666.18	114.61	12.00
41	NETAPP INC	05/28/13	1,537.67	1,517.41	(20.26)	28.00
17	NIKE INC CL B	06/07/11	690.29	1,307.47	617.18	17.00
2	NIKE INC CL B	07/25/11	91.26	153.82	62.56	2.00
18	NIKE INC CL B	08/05/11	756.76	1,384.38	627.62	18.00
60	NUCOR CORPORATION	04/28/11	2,796.00	3,037.80	241.80	89.00
22	NUCOR CORPORATION	07/25/11	896.50	1,113.86	217.36	33.00
13	NUCOR CORPORATION	05/10/12	486.44	658.19	171.75	20.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
48	PALL CORP PV \$0.10	04/28/11	2,795.04	4,067.52	1,272.48	53.00
13	PALL CORP PV \$0.10	07/25/11	717.34	1,101.62	384.28	15.00
6	PALL CORP PV \$0.10	09/08/11	267.83	508.44	240.61	7.00
15	QUALCOMM INC	07/29/11	827.76	1,206.75	378.99	26.00
7	QUALCOMM INC	08/05/11	358.86	563.15	204.29	12.00
15	QUALCOMM INC	08/12/11	749.71	1,206.75	457.04	26.00
8	QUALCOMM INC	08/23/11	374.23	643.60	269.37	14.00
6	RED HAT INC	11/13/13	275.98	300.72	24.74	
3	RED HAT INC	11/14/13	137.99	150.36	12.37	
13	RED HAT INC	11/18/13	604.50	651.56	47.06	
7	RED HAT INC	11/19/13	324.51	350.84	26.33	
8	RED HAT INC	11/21/13	376.00	400.96	24.96	
5	RED HAT INC	11/22/13	234.96	250.60	15.64	
16	RED HAT INC	12/04/13	742.98	801.92	58.94	
7	RED HAT INC	03/13/14	402.08	350.84	(51.24)	
14	RED HAT INC	04/07/14	706.97	701.68	(5.29)	
6	RED HAT INC	04/10/14	300.84	300.72	(0.12)	

Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
16	RED HAT INC	05/13/14	793.62	801.92	8.30	
57	SANDISK CORP INC	04/28/11	2,820.75	5,507.91	2,687.16	52.00
17	SANDISK CORP INC	07/25/11	756.84	1,642.71	885.87	16.00
9	SANDISK CORP INC	04/13/12	377.34	869.67	492.33	9.00
16	SANDISK CORP INC	05/10/12	570.56	1,546.08	975.52	15.00
32	SCHLUMBERGER LTD	04/28/11	2,845.12	3,329.28	484.16	52.00
4	SCHLUMBERGER LTD	07/25/11	381.10	416.16	35.06	7.00
27	SCHLUMBERGER LTD	11/08/11	2,042.37	2,809.08	766.71	44.00
13	SCHLUMBERGER LTD	05/10/12	910.39	1,352.52	442.13	21.00
10	SCHLUMBERGER LTD	04/30/13	740.78	1,040.40	299.62	16.00
96	SCHWAB CHARLES CORP NEW	04/28/11	1,775.57	2,420.16	644.59	24.00
55	SCHWAB CHARLES CORP NEW	04/28/11	1,105.65	1,386.55	280.90	14.00
29	SCHWAB CHARLES CORP NEW	07/25/11	445.60	731.09	285.49	7.00
85	SEAGATE TECH PLC SHS	04/28/11	1,495.43	4,567.05	3,071.62	147.00
95	SEAGATE TECH PLC SHS	07/25/11	1,406.00	5,104.35	3,698.35	164.00
23	STARZ SERIES A	04/28/11	220.95	703.80	482.85	
3	STARZ SERIES A	07/25/11	30.91	91.80	60.89	

PLEASE SEE REVERSE SIDE
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EMASM Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
97	TYCO INTL LTD NAMEN-AKT	04/28/11	2,341.28	4,233.08	1,891.80	70.00
22	TYCO INTL LTD NAMEN-AKT	07/25/11	522.13	960.08	437.95	16.00
46	TEXAS INSTRUMENTS	04/28/11	1,637.34	2,161.08	523.74	56.00
24	TEXAS INSTRUMENTS	04/28/11	895.97	1,127.52	231.55	29.00
9	TEXAS INSTRUMENTS	04/28/11	349.17	422.82	73.65	11.00
17	TEXAS INSTRUMENTS	07/25/11	537.44	798.66	261.22	21.00
24	TARGET CORP COM	01/22/14	1,416.36	1,362.24	(54.12)	42.00
12	TARGET CORP COM	01/23/14	703.98	681.12	(22.86)	21.00
12	TARGET CORP COM	01/28/14	698.85	681.12	(17.73)	21.00
17	TARGET CORP COM	02/24/14	951.69	964.92	13.23	30.00
12	TARGET CORP COM	02/25/14	678.66	681.12	2.46	21.00
11	TARGET CORP COM	05/21/14	621.58	624.36	2.78	19.00
105	TE CONNECTIVITY LTD REG.SHS	04/28/11	3,754.42	6,243.30	2,488.88	122.00
19	TE CONNECTIVITY LTD REG.SHS	07/25/11	695.78	1,129.74	433.96	23.00
16	TE CONNECTIVITY LTD REG.SHS	05/10/12	539.28	951.36	412.08	19.00

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EMASM Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
23	PENTAIR LTD LTD. NAM	04/28/11	827.53	1,716.72	889.19	23.00
5	PENTAIR LTD LTD. NAM	07/25/11	176.89	373.20	196.31	5.00
30	THERMO FISHER SCIENTIFIC INC	04/28/11	1,792.80	3,507.30	1,714.50	18.00
5	THERMO FISHER SCIENTIFIC INC	07/25/11	322.10	584.55	262.45	3.00
14	THERMO FISHER SCIENTIFIC INC	05/10/12	748.44	1,636.74	888.30	9.00
28	UNITED PARCEL SVC CL B	04/28/11	2,097.20	2,908.64	811.44	76.00
9	UNITED PARCEL SVC CL B	05/17/11	661.51	934.92	273.41	25.00
9	UNITED PARCEL SVC CL B	07/25/11	666.00	934.92	268.92	25.00
116	UNITEDHEALTH GROUP INC	04/28/11	5,648.04	9,237.08	3,589.04	130.00
12	UNITEDHEALTH GROUP INC	07/25/11	624.24	955.56	331.32	14.00
43	UNITEDHEALTH GROUP INC	05/09/12	2,390.88	3,424.09	1,033.21	49.00
10	UNITEDHEALTH GROUP INC	07/10/12	555.54	796.30	240.76	12.00
36	UNITEDHEALTH GROUP INC	04/18/13	2,170.52	2,866.68	696.16	41.00
24	UNITEDHEALTH GROUP INC	10/21/13	1,841.81	1,911.12	269.31	27.00

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THE ROBERT MAPPLETHORPE

EMASM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
40	VISA INC CL A SHRS	04/28/11	3,135.82	8,593.20	5,457.38	64.00
3	VISA INC CL A SHRS	07/25/11	269.67	644.49	374.82	5.00
37	VERTEX PHARMCTLS INC	06/09/11	1,806.53	2,673.62	867.09	
7	VERTEX PHARMCTLS INC	07/25/11	351.82	505.82	154.00	
3	VERTEX PHARMCTLS INC	10/09/13	206.92	216.78	9.86	
8	VERTEX PHARMCTLS INC	11/06/13	502.13	578.08	75.95	
21	ZOETIS INC	08/26/13	628.30	644.70	16.40	7.00
20	ZOETIS INC	08/27/13	589.77	614.00	24.23	6.00
21	ZOETIS INC	08/28/13	620.47	644.70	24.23	7.00
20	ZOETIS INC	09/06/13	609.62	614.00	4.38	6.00
20	ZOETIS INC	10/30/13	647.15	614.00	(33.15)	6.00
15	ZOETIS INC	02/11/14	432.83	460.50	27.67	5.00
27	ZOETIS INC	02/25/14	816.56	828.90	12.34	8.00
223	WEATHERFORD INTL LTD. REG.	04/28/11	4,691.12	4,836.87	145.75	
61	WEATHERFORD INTL LTD. REG.	07/25/11	1,227.32	1,323.09	95.77	

ENIA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Equities						
153	WEATHERFORD INTL LTD REG.	05/10/12	2,054.10	3,318.57	1,264.47	
162	WEATHERFORD INTL LTD. REG.	05/03/13	2,168.81	3,513.78	1,344.97	
7	TOWERS WATSON & CO CL A	05/13/14	764.00	787.57	23.57	4.00
4	TOWERS WATSON & CO CL A	05/15/14	436.00	450.04	14.04	3.00
2	TOWERS WATSON & CO CL A	05/16/14	217.99	225.02	7.03	2.00
51	XILINX INC	06/05/12	1,600.21	2,394.96	794.75	60.00
17	XILINX INC	09/14/12	603.09	798.32	195.23	20.00
24	YUM BRANDS INC	12/21/12	1,528.14	1,855.44	327.30	36.00
10	YUM BRANDS INC	02/07/13	635.69	773.10	137.41	15.00
5	YUM BRANDS INC	03/13/13	345.74	386.55	40.81	8.00
8	YUM BRANDS INC	06/21/13	558.82	618.48	59.66	12.00
6	YUM BRANDS INC	10/09/13	393.36	463.86	70.50	9.00
7	YUM BRANDS INC	02/25/14	514.90	541.17	26.27	11.00
9	YUM BRANDS INC	02/27/14	664.03	695.79	31.76	14.00
Total Equities			321,051.37	480,756.44	159,705.07	5,927.00

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EMA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
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Mutual Funds/Closed End Funds/UIT

1,844	ISHARES RUSSELL 1000 GROWTH	04/27/11	111,845.62	164,540.12	52,694.50	2,147.00
1,550	ISHARES RUSSELL 1000 VALUE	02/25/14	145,909.72	153,062.50	7,152.78	2,976.00
826	ISHARES RUSSELL MIDCAP	01/15/13	97,014.03	129,838.94	32,824.91	1,726.00
1,245	VANGUARD REIT ETF	02/25/14	87,543.05	92,989.05	5,446.00	3,374.00
2,441	VANGUARD DIVIDEND APPRECIATION ETF	01/15/13	150,975.85	188,469.61	37,493.76	3,489.00
1,362	ISHARES TR RUSSELL 2000	04/27/11	109,187.91	153,715.32	44,527.41	1,978.00
5,667	THE OAKMARK INTL FUND .2500 Fractional Share	04/27/11 12/20/13	107,553.59 6.39	153,689.04 6.78	46,135.45 0.39	2,470.00 1.00

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EMASM Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
11,390	VIRTUS DYNAMIC ALPHA SECTOR FUND CL I .5690 Fractional Share	01/15/13	117,170.76	153,765.00	36,594.24	376.00
		01/15/13	5.74	7.68	1.94	1.00
10,922	GOLDMAN SACHS STRATEGIC INCOME FUND CL I .2710 Fractional Share	08/15/13	114,162.75	115,663.98	1,501.23	3,145.00
		04/30/14	2.87	2.87		1.00
8,904	ASG MANAGED FUTURES STR FD CL Y .8100 Fractional Share	12/28/11	90,935.00	93,670.08	2,735.08	
		04/09/14	8.03	8.52	0.49	
11	GOLDMAN SACHS EMERGING MARKETS DEBT FD INSTL CL .7450 Fractional Share	01/12/12	133.32	141.02	7.70	7.00
		04/30/14	9.05	9.55	0.50	1.00
8,811	PRINCIPAL PREFERRED SECURITIES FUND CL P .1270 Fractional Share	05/03/11	87,921.83	91,986.84	4,065.01	4,926.00
		04/30/14	1.31	1.33	0.02	1.00
3,961	OPPENHEIMER DEVELOPING MARKETS FD CL Y .4930 Fractional Share	01/15/13	141,032.89	152,538.11	11,505.22	646.00
		12/09/13	17.42	18.99	1.57	1.00
8,032	HARTFORD WORLD BOND FUND CL I 9870 Fractional Share	12/20/13	85,539.05	86,584.96	1,045.91	1,229.00
		05/01/14	10.56	10.64	0.08	1.00
14,908	GOLDMAN SACHS COMMODITY STRATEGY FUND INSTL CL .4280 Fractional Share	12/20/13	84,677.44	86,913.64	2,236.20	
		12/20/13	2.43	2.50	0.07	

EMA Fiscal Statement

THE ROBERT MAPPLETHORPE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
9,125	EATON VANCE GBL MACRO ABSOLUTE RETURN CL I .7500 Fractional Share	12/20/13	86,124.35	85,227.50	(896.85)	3,541.00
		04/30/14	6.98	7.01	0.03	1.00
31,579	LORD ABBETT SHORT DURATION INCOME FD CL F .3280 Fractional Share	04/27/11	144,750.36	144,000.24	(750.12)	5,401.00
		04/30/14	1.49	1.50	0.01	1.00
12,598	ALLIANCEBERNSTEIN HIGH INCOME FD CL ADV .0760 Fractional Share	04/27/11	115,819.05	121,444.72	5,625.67	8,542.00
		04/30/14	0.73	0.73		1.00
7,934	MAINSTAY MARKETFIELD FUND CL I .2470 Fractional Share	07/20/12	122,079.09	139,717.74	17,638.65	16.00
		12/04/13	4.04	4.35	0.31	
6	PIMCO TOTAL RETURN FUND CL P .7490 Fractional Share	06/26/11	65.94	65.70	(0.24)	2.00
		04/30/14	8.02	8.20	0.18	1.00
24,908	FEDERATED INTL STRATEGIC VALUE DIV FUND CL INSTL .4840 Fractional Share	05/02/14	111,587.84	112,335.08	747.24	4,907.00
		05/02/14	2.17	2.18	0.01	1.00
13,978	KOPERNIK GLOBAL ALL CAP FUND INSTL CLASS .6870 Fractional Share	02/25/14	145,930.32	140,339.12	(5,591.20)	13.00
		02/25/14	7.17	6.90	(0.27)	

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THE ROBERT MAPPLETHORPE

EMASM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 05/31/14	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
20,691	TRANSPARENT VALUE DIRECTIONAL ALLOC FD I .4530 Fractional Share	10/28/13	287,267.77	299,398.77	12,131.00	
		12/30/13	6.35	6.55	0.20	
6,729	TEMPLETON GBLB BOND FD ADV CL .4240 Fractional Share	04/27/11	90,647.17	89,361.12	(1,286.05)	3,311.00
		05/19/14	5.57	5.63	0.06	1.00
Total Mutual Funds/Closed End Funds/UIT			2,635,981.02	2,949,570.11	313,589.09	54,235.00

PLEASE SEE REVERSE SIDE
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Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545 1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.
Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. THE ROBERT MAPPLETHORPE FOUNDATION, INC. C/O MICHAEL STOUT, ESQ.	Employer identification number (EIN) or 13-3480472
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 477 MADISON AVENUE 15TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MICHAEL WARD STOUT ESQ.

- The books are in the care of ► **477 MADISON AVENUE 15TH FLOOR - NEW YORK, NY 10022**
Telephone No. ► **212-754-6120** Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JANUARY 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **JUN 1, 2013**, and ending **MAY 31, 2014**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	6,403.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	4,903.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,500.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE ROBERT MAPPLETHORPE FOUNDATION, INC.	Employer identification number (EIN) or 13-3480472
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 477 MADISON AVENUE 15TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MICHAEL WARD STOUT ESQ.

- The books are in the care of **477 MADISON AVENUE 15TH FLOOR - NEW YORK, NY 10022**

Telephone No. **212-754-6120**

Fax No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **APRIL 15, 2015**

5 For calendar year ☐, or other tax year beginning **JUN 1, 2013**, and ending **MAY 31, 2014**

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	6,403.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	6,403.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title **CPA**

Date ☐

Form 8868 (Rev. 1-2014)