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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning **07/01/13**, and ending **06/30/14**

Name of foundation THE WASILY FAMILY FOUNDATION		A Employer identification number 13-3503227						
Number and street (or P.O. box number if mail is not delivered to street address) 2711 CENTERVILLE ROAD, PMB 1041		B Telephone number (see instructions)						
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON DE 19808		C If exemption application is pending, check here ▶ ☐						
G Check all that apply. <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
☐ 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		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 122,838,422	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	113,321			
	2 Check ☐ if the foundation is not required to attach Schedule B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,613,756	2,613,756		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	263,048			
	b Gross sales price for all assets on line 6a	263,048			
	7 Capital gain net income (from Part IV, line 2)		263,048		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	2,990,125	2,876,804	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) Stmt 1	1,118,399	894,719		223,680
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 2	46,624	6,623		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.) Stmt 3	72,928	54,878		19,469
	24 Total operating and administrative expenses. Add lines 13 through 23	1,237,951	956,220	0	243,149
25 Contributions, gifts, grants paid	3,135,000			3,135,000	
26 Total expenses and disbursements. Add lines 24 and 25	4,372,951	956,220	0	3,378,149	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,382,826				
b Net investment income (if negative, enter -0-)		1,920,584			
c Adjusted net income (if negative, enter -0-)			0		

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 (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	7,330,222	5,493,895	5,484,076
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule) Stmt 4	413,538	2,198,720	2,264,324
	b Investments – corporate stock (attach schedule) See Stmt 5	60,764,551	58,634,214	105,245,374
	c Investments – corporate bonds (attach schedule) See Stmt 6	9,596,450	10,395,106	9,844,648
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	78,104,761	76,721,935	122,838,422	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24 Unrestricted	78,104,761	76,721,935	
	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	78,104,761	76,721,935	
31 Total liabilities and net assets/fund balances (see instructions)	78,104,761	76,721,935		

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	78,104,761
2 Enter amount from Part I, line 27a	2	-1,382,826
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	76,721,935
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	76,721,935

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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 SCHED ATTACHED	D		06/30/14
b CLASS ACTION LITIGATION			
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 261,159			261,159
b 1,889			1,889
c			
d			
e			

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			261,159
b			1,889
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	263,048
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ 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	2,582,756	98,426,174	0.026241
2011	2,330,606	42,652,106	0.054642
2010	2,361,394	42,614,024	0.055414
2009	2,317,837	38,493,879	0.060213
2008	2,268,022	35,191,561	0.064448

2 Total of line 1, column (d)	2	0.260958
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052192
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	112,304,985
5 Multiply line 4 by line 3	5	5,861,422
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,206
7 Add lines 5 and 6	7	5,880,628
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	3,378,149

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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	38,412
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	38,412
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	38,412
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,703
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	48,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	59,703
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	340
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	20,951
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 20,951 Refunded	11	

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 \$ (2) On foundation managers. \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?		
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) DE		
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 See Stmt 7		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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11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MARGARET MOLONEY 2711 CENTERVILLE ROAD, PMB 1041 Located at ► WILMINGTON DE ZIP+4 ► 19808 Telephone no ► 631-979-2142			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
		1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		
		1c	N/A
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ 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)		
		2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)		
		3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
		4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		
		4b	X

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Form 990-PF (2013) **THE WASILY FAMILY FOUNDATION****13-3503227**Page **6****Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ **5b**

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? **6b** ☒

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** **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8				

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

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

Total number of other employees paid over \$50,000 **►** **0**Form **990-PF** (2013)

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 ALL OF THIS FOUNDATION'S ACTIVITIES ENTAIL MAKING GRANTS TO OTHER CHARITABLE ORGANIZATIONS.	
2	
3	
4	

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

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

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

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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	106,592,449
b	Average of monthly cash balances	1b	7,422,764
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	114,015,213
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) See Statement 9	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	114,015,213
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	1,710,228
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	112,304,985
6	Minimum investment return. Enter 5% of line 5	6	5,615,249

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	5,615,249
2a	Tax on investment income for 2013 from Part VI, line 5	2a	38,412
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	38,412
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,576,837
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,576,837
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,576,837

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	3,378,149
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,378,149
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,378,149

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,576,837
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			3,129,698	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,378,149				
a Applied to 2012, but not more than line 2a			3,129,698	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				248,451
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				5,328,386
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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:

DENISE MOLONEY 631-979-2142
2711 CENTERVILLE ROAD, PMB 1041 WILMINGTON DE 19808

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

NO SPECIFIC FORMAT

c Any submission deadlines.

NO SPECIFIC DEADLINES

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

NO SPECIFIC RESTRICTIONS

Form 990-PF (2013) **THE WASILY FAMILY FOUNDATION****13-3503227**Page **11****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 STATEMENT ATTACHED				3,135,000
Total			▶ 3a	3,135,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue.						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	2,613,756		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			14	263,048		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue. a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0	2,876,804		0
13 Total. Add line 12, columns (b), (d), and (e)				13	2,876,804	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

THE WASILY FAMILY FOUNDATION

13-3503227

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Page 2

Name of organization THE WASILY FAMILY FOUNDATION	Employer identification number 13-3503227
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANNE WASILY IRREVOCABLE TRUST PATRICK MOLONEY, TRUSTEE 181 SMITHTOWN BOULEVARD NESCONSET NY 11767	\$ 37,297	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	ESTATE OF ANNE WASILY PATRICK MOLONEY, EXECUTOR 181 SMITHTOWN BOULEVARD NESCONSET NY 11767	\$ 75,962	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MGMT	\$ 1,118,399	\$ 894,719	\$	\$ 223,680
Total	\$ 1,118,399	\$ 894,719	\$ 0	\$ 223,680

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FGN TAX W/H FROM DIVIDENDS	\$ 6,623	\$ 6,623	\$	\$
EXCISE TAXES	40,001			
Total	\$ 46,624	\$ 6,623	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses		\$	\$	\$
CUSTODY FEES	54,408	54,408		1,101
STATUTORY REPRESENTATION	1,107			25
FILING FEES	25			
ADR FEE	470	470		37
STATUTORY REP FEE FOR EFILING	37			
TAX PREPARATION	3,900			5,325
ACCOUNTING	12,800			12,800
SERVICE FEES	181			181
Total	\$ 72,928	\$ 54,878	\$ 0	\$ 19,469

Federal Statements

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Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 413,538	\$ 2,198,720	Cost	\$ 2,264,324
Total	\$ 413,538	\$ 2,198,720		\$ 2,264,324

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 60,764,551	\$ 58,634,214	Cost	\$ 105,245,374
Total	\$ 60,764,551	\$ 58,634,214		\$ 105,245,374

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 9,596,450	\$ 10,395,106	Cost	\$ 9,844,648
Total	\$ 9,596,450	\$ 10,395,106		\$ 9,844,648

Federal Statements**Statement 7 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General**
ExplanationDescription

THE DELAWARE ATTORNEY GENERALY DOES NOT REQUIRE A COPY OF FORM 990PF.
INSTEAD, IT ONLY REQUIRES AN ANNUAL FRANCHISE TAX REPORT.

Federal Statements

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Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
MR. PATRICK MOLONEY, DECD 2711 CENTERVILLE ROAD, PMB 1041 WILMINGTON DE 19808	PAST PRES	10.00	0	0	0
MR. FRANK SUCHOMEL, JR. 2711 CENTERVILLE ROAD, PMB 1041 WILMINGTON DE 19808	TREASURER	5.00	0	0	0
MS. MARGARET MOLONEY 2711 CENTERVILLE ROAD, PMB 1041 WILMINGTON DE 19808	PRESIDENT	15.00	0	0	0
KENNETH GHENO 2711 CENTERVILLE ROAD, PMB 1041 WILMINGTON DE 19808	TRUSTEE	5.00	0	0	0
DENISE MOLONEY 2711 CENTERVILLE ROAD, PMB 1041 WILMINGTON DE 19808	SECRETARY	10.00	0	0	0

Federal Statements**Statement 9 - Form 990-PF, Part X, Line 1e - Reduction Claimed for Blockage Information**

Description

0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

NO SPECIFIC FORMAT

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NO SPECIFIC DEADLINES

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

NO SPECIFIC RESTRICTIONS

THE WASILY FAMILY FOUNDATION

-*3227

6/30/14

NO. OF SHARES	SECURITY TITLE	OPENING BALANCE	ACQ DATE	PURCHASE DATE	PURCHASE COST	SELLING DATE	SELLING PRICE	GAIN/ LOSS	NO. OF SHARES	YEAR END BALANCE
1,600,000 3M		\$24,055.09 S	12/14/1989					0.00	1,600,000	24,055.09
4,000,000 3M		\$239,000.00 S	1/2/2001					0.00	4,000,000	239,000.00
7,200,000 3M		\$612,612.00 S	4/20/2010					0.00	7,200,000	612,612.00
2,200,000 3M		\$238,344.04 S	5/13/2013					0.00	2,200,000	238,344.04
4,000,000 ABBOTT LABORATORIES		\$10,736.77 S	1/23/1989					0.00	4,000,000	10,736.77
8,000,000 ABBOTT LABORATORIES		\$174,788.36 S	1/2/2001					0.00	8,000,000	174,788.36
16,000,000 ABBOTT LABORATORIES		\$407,481.31 S	4/20/2010					0.00	16,000,000	407,481.31
4,000,000 ABBVIE INC		\$11,643.12 S	1/23/1989					0.00	4,000,000	11,643.12
8,000,000 ABBVIE INC		\$189,543.06 S	1/2/2001					0.00	8,000,000	189,543.06
16,000,000 ABBVIE INC		\$441,878.69 S	1/2/2001					0.00	16,000,000	441,878.69
1,525,000 AGILENT		\$34,077.60 S	12/13/1995			8/9/13	70,108.97	36,031.37	0.00	0.00
1,475,000 AGILENT		\$70,090.81 S	10/2/2000			8/9/13	67,810.32	(2,280.49)	0.00	0.00
1,600,000 AGILENT		\$83,019.13 S	12/5/2000			8/9/13	73,556.96	(9,462.17)	0.00	0.00
1,400,000 AGILENT		\$72,971.51 S	12/5/2000			8/9/13	64,362.34	(8,609.17)	0.00	0.00
3,000,000 AGILENT		\$145,481.57 S	1/2/2001			8/9/13	137,919.29	(7,562.28)	0.00	0.00
4,000,000 ALTRIA GROUP		\$81,115.90 S	1/5/2007					0.00	4,000,000	81,115.90
4,000,000 ALTRIA GROUP		\$84,300.00 S	4/20/2010					0.00	4,000,000	84,300.00
3,000,000 AMERICAN EXPRESS		\$124,560.62 S	1/2/2001					0.00	3,000,000	124,560.62
5,000,000 AMERICAN EXPRESS		\$207,601.03 S	1/30/2001					0.00	5,000,000	207,601.03
5,000,000 AMERICAN EXPRESS		\$229,525.00 S	4/20/2010					0.00	5,000,000	229,525.00
200,000,000 AMER EXPRESS 1.55% 11/24/		\$200,000.00 B	4/20/2010					0.00	200,000,000	200,000.00
3,000,000 AMGEN DELAWARE		\$215,928.90 S	1/2/2001					0.00	3,000,000	215,928.90
4,000,000 AMGEN DELAWARE		\$287,905.20 S	2/16/2001					0.00	4,000,000	287,905.20
5,000,000 AMGEN DELAWARE		\$302,500.00 S	4/20/2010					0.00	5,000,000	302,500.00
300,000,000 AM SOUTH BK 5.2% 4/1/15		\$300,834.00 B	4/20/2010					0.00	300,000,000	300,834.00
5,000,000 ANADARKO PETE		\$320,100.00 S	11/18/2010			8/9/13	449,888.16	129,788.16	0.00	0.00
4,000,000 APPLE INC		\$275,382.40 S	2/7/2006					0.00	4,000,000	275,382.40
3,000,000 APPLE INC		\$203,693.70 S	5/1/2009					0.00	3,000,000	203,693.70
7,000,000 APPLE INC		\$1,722,717.50 S	4/20/2010					0.00	7,000,000	1,722,717.50
1,000,000 APPLE INC		\$614,430.50 S	10/24/2012					0.00	1,000,000	614,430.50
1,000,000 APPLE INC		\$434,360.50 S	3/1/2013					0.00	1,000,000	434,360.50
0.500 APPLE INC		\$0.00 S	4/20/2010			9/11/13	233.85	233.85	0.00	0.00
0.000 APPLE INC		\$0.00 S	4/20/2010					0.00	0.00	0.00
0.000 APPLE INC		\$0.00 B	4/20/2010					0.00	0.00	0.00
300,000,000 ARCELORMITTAL 5.25% 8/5/21		\$298,798.20 B	4/20/2010					0.00	300,000,000	298,798.20
250,000,000 ARCELORMITTAL 6.25% 2/25/1		\$258,147.50 B	4/20/2010					0.00	250,000,000	258,147.50
1,000,000 BALDU INC ADR		\$111,067.20 S	1/10/2013			8/9/13	137,923.19	26,855.99	0.00	0.00
10,000,000 BAKER HUGHES		\$292,700.00 S	10/23/2003					0.00	10,000,000	292,700.00
10,000,000 BAKER HUGHES		\$494,800.00 S	4/20/2010					0.00	10,000,000	494,800.00

THE WASILY FAMILY FOUNDATION

-*3227

6/30/14

NO. OF SHARES	SECURITY TITLE	OPENING BALANCE	ACQ DATE	PURCHASE DATE	PURCHASE COST	SELLING DATE	SELLING PRICE	GAIN/ LOSS	NO. OF SHARES	YEAR END BALANCE
6,876,000	BANK OF AMERICA	\$82,200.00 S	2/23/1995			8/9/13	92,256.07	17,056.07	0.000	0.00
2,033,000	BANK OF AMERICA	\$155,889.94 S	1/2/2001			8/9/13	29,346.66	(126,543.28)	0.000	0.00
1,405,000	BANK OF AMERICA	\$107,735.06 S	1/2/2001					0.00	1,405,000	107,735.06
8,595,000	BANK OF AMERICA	\$160,167.83 S	4/20/2010					0.00	8,595,000	160,167.83
300,000,000	BANK OF AMERICA 3.65%	\$300,000.00 B	8/23/2010					0.00	300,000,000	300,000.00
300,000,000	BARCLAYS BANK 4% 7/22/18	\$300,000.00 B	4/20/2010					0.00	300,000,000	300,000.00
200,000,000	BARCLAYS 4.25%	\$200,000.00 B	7/17/2010					0.00	200,000,000	200,000.00
300,000,000	BARCLAYS 4.25%	\$300,000.00 B	4/20/2010					0.00	300,000,000	300,000.00
6,000,000	BAXTER INTL	\$123,346.42 S	9/27/1996					0.00	6,000,000	123,346.42
4,000,000	BAXTER INTL	\$178,750.00 S	1/2/2001					0.00	4,000,000	178,750.00
6,000,000	BAXTER INTL	\$357,720.00 S	4/20/2010					0.00	6,000,000	357,720.00
3,500,000	BERKSHIRE HATHAWAY	\$245,059.15 S	1/22/2010					0.00	3,500,000	245,059.15
3,500,000	BERKSHIRE HATHAWAY	\$279,020.00 S	4/20/2010					0.00	3,500,000	279,020.00
300,000,000	BK OF AMERICA 5.1% 4/27/16	\$300,000.00 B	4/20/2010					0.00	300,000,000	300,000.00
8,000,000	BK OF NY MELLON	\$218,683.20 S	6/5/2003					0.00	8,000,000	218,683.20
8,000,000	BK OF NY MELLON	\$255,440.00 S	4/20/2010					0.00	8,000,000	255,440.00
100,000,000	BMW BK NA CD 3%	\$100,000.00 B	12/22/2009					0.00	100,000,000	100,000.00
100,000,000	BMW BK NA CD 3%	\$100,474.00 B	4/20/2010					0.00	100,000,000	100,474.00
10,000,000	BOEING COMPANY	\$319,000.00 S	2/5/2003					0.00	10,000,000	319,000.00
10,000,000	BOEING COMPANY	\$714,650.00 S	4/20/2010					0.00	10,000,000	714,650.00
7,000,000	BP PLC - SPONS ADR	\$275,433.90 S	4/21/2003			8/9/13	289,594.75	14,160.85	0.000	0.00
3,000,000	BP PLC - SPONS ADR	\$144,369.00 S	2/13/2004			8/9/13	124,112.04	(20,256.96)	0.000	0.00
5,000,000	BP PLC - SPONS ADR	\$302,475.00 S	4/20/2010			8/9/13	206,853.39	(95,621.61)	0.000	0.00
10,000,000	BRISTOL MYERS SQUIBB	\$257,372.06 S	11/8/2002					0.00	10,000,000	257,372.06
10,000,000	BRISTOL MYERS SQUIBB	\$256,187.50 S	4/20/2010					0.00	10,000,000	256,187.50
3,500,000	BROADCOM CORP A	\$119,236.60 S	6/2/2010			8/9/13	91,297.31	(27,939.29)	0.000	0.00
3,500,000	BROADCOM CORP A	\$117,136.60 S	4/20/2010			8/9/13	91,297.31	(25,839.29)	0.000	0.00
4,000,000	CATERPILLAR, INC.	\$307,872.40 S	10/6/2011			7/19/13	342,540.03	34,667.63	0.000	0.00
0.000	CATERPILLAR 3.625% 9/15/23	\$0.00 B		9/23/13	400,000.00			0.00	400,000,000	400,000.00
0.000	CHEVRON 3.191% 6/24/23	\$0.00 B		11/22/13	342,125.00			0.00	350,000,000	342,125.00
4,000,000	CISCO SYSTEMS	\$256,200.00 S	2/18/2000			8/9/13	104,398.18	(151,801.82)	0.000	0.00
2,000,000	CISCO SYSTEMS	\$109,040.00 S	11/8/2000			8/9/13	52,199.09	(56,840.91)	0.000	0.00
4,000,000	CISCO SYSTEMS	\$142,250.00 S	1/2/2001			8/9/13	104,398.18	(37,851.82)	0.000	0.00
1,000,000	CISCO SYSTEMS	\$35,562.50 S	1/2/2001					0.00	1,000,000	35,562.50
9,000,000	CISCO SYSTEMS	\$242,550.00 S	11/9/2006					0.00	9,000,000	242,550.00
5,000,000	CISCO SYSTEMS	\$136,275.00 S	4/20/2010					0.00	5,000,000	136,275.00
33,000	CITIGROUP INC	\$11,248.45 S	7/7/1999					0.00	33,000	11,248.45
267,000	CITIGROUP INC	\$109,348.23 S	1/25/2000					0.00	267,000	109,348.23
500,000	CITIGROUP INC	\$260,853.18 S	1/2/2001					0.00	500,000	260,853.18

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200,000	CITIGROUP INC	\$104,393.44	2/7/2001					0.00	200,000	104,393.44
5,000,000	CLOVIS ONCOLOGY	\$365,233.59	6/7/2013					0.00	5,000,000	365,233.59
5,000,000	COCA COLA CO	\$161,968.75	7/7/1999					0.00	5,000,000	161,968.75
11,000,000	COCA COLA CO	\$336,015.63	1/2/2001					0.00	11,000,000	336,015.63
12,000,000	COCA COLA CO	\$328,830.00	4/20/2010					0.00	12,000,000	328,830.00
16,000,000	COLGATE PALMOLIVE	\$431,108.00	4/19/2005					0.00	16,000,000	431,108.00
16,000,000	COLGATE PALMOLIVE	\$673,920.00	4/20/2010					0.00	16,000,000	673,920.00
9,000,000	CORNING, INC.	\$176,925.00	6/9/1999					0.00	9,000,000	176,925.00
6,000,000	CORNING, INC.	\$302,062.50	1/2/2001					0.00	6,000,000	302,062.50
9,000,000	CORNING, INC.	\$179,910.00	4/20/2010					0.00	9,000,000	179,910.00
4,000,000	CUMMINS INC	\$358,892.00	4/20/2010					0.00	4,000,000	358,892.00
6,000,000	CVS/CAREMARK	\$363,295.80	5/28/2013					0.00	6,000,000	363,295.80
5,000,000	CYTEC INDUSTRIES	\$301,589.00	4/5/2006					0.00	5,000,000	301,589.00
1,000,000	CYTEC INDUSTRIES	\$54,570.00	3/25/2008					0.00	1,000,000	54,570.00
10,000,000	D.E. MASTER BLENTERS (FGN)	\$98,000.00	6/29/2012			9/24/13	168,800.00	70,800.00	0.00	0.00
10,000,000	D.E. MASTER BLENTERS (FGN)	\$98,000.00	6/29/2012			9/24/13	168,800.00	70,800.00	0.00	0.00
6,000,000	DEERE & CO	\$432,506.60	4/20/2010					0.00	6,000,000	432,506.60
100,000,000	DEERE & CO INC 4.375%	\$103,299.00	12/9/2009					0.00	100,000,000	103,299.00
200,000,000	DEERE & CO INC 4.375%	\$201,466.00	4/20/2010					0.00	200,000,000	201,466.00
3,000,000	DEVON ENERGY	\$222,500.40	5/7/2007					0.00	3,000,000	222,500.40
2,000,000	DEVON ENERGY	\$172,537.40	2/5/2008					0.00	2,000,000	172,537.40
5,000,000	DEVON ENERGY	\$333,300.00	4/20/2010					0.00	5,000,000	333,300.00
5,000,000	DISNEY, WALT	\$152,475.91	11/25/1998					0.00	5,000,000	152,475.91
7,000,000	DISNEY, WALT	\$235,045.96	1/25/2000					0.00	7,000,000	235,045.96
10,000,000	DISNEY, WALT	\$276,528.28	1/2/2001					0.00	10,000,000	276,528.28
12,000,000	DISNEY, WALT	\$437,580.00	4/20/2010					0.00	12,000,000	437,580.00
300,000,000	DOW CHEM 4.35% 9/15/21	\$300,000.00	4/20/2010			9/15/13	300,000.00	0.00	0.00	0.00
6,500,000	DOVER CORP	\$159,935.75	9/27/2002					0.00	6,500,000	159,935.75
5,000,000	DOVER CORP	\$126,700.00	2/19/2003					0.00	5,000,000	126,700.00
10,500,000	DOVER CORP	\$507,150.00	4/20/2010					0.00	10,500,000	507,150.00
5,000,000	DU PONT E I DE NEMOURS	\$235,891.50	12/13/2006					0.00	5,000,000	235,891.50
3,000,000	DU PONT E I DE NEMOURS	\$140,220.00	11/18/2010					0.00	3,000,000	140,220.00
5,000,000	DU PONT E I DE NEMOURS	\$197,050.00	4/20/2010					0.00	5,000,000	197,050.00
7,000,000	DU PONT E I DE NEMOURS	\$399,350.00	4/20/2010					0.00	7,000,000	399,350.00
3,000,000	EATON CORP, PLC	\$153,716.80	12/3/2012			8/9/13	196,398.47	40,681.67	0.00	0.00
5,000,000	ELI LILLY	\$463,750.00	1/2/2001					0.00	5,000,000	463,750.00
5,000,000	ELI LILLY	\$182,775.00	4/20/2010					0.00	5,000,000	182,775.00
1,000,000	EMC CORP MASS	\$80,211.20	7/19/2000					0.00	1,000,000	80,211.20
2,000,000	EMC CORP MASS	\$111,136.61	1/2/2001					0.00	2,000,000	111,136.61

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3,000,000	EMC CORP MASS	\$109,410.00 S	2/22/2001					0.00	3,000,000	109,410.00
10,000,000	EMERSON ELECTRIC	\$257,861.50 S	1/15/2003					0.00	10,000,000	257,861.50
6,000,000	EMERSON ELECTRIC	\$147,879.99 S	3/26/2003					0.00	6,000,000	147,879.99
4,000,000	EMERSON ELECTRIC	\$127,999.80 S	11/2/2004					0.00	4,000,000	127,999.80
20,000,000	EMERSON ELECTRIC	\$1,039,900.00 S	4/20/2010					0.00	20,000,000	1,039,900.00
8,000,000	EXXON MOBIL	\$315,506.80 S	7/27/2000					0.00	8,000,000	315,506.80
5,000,000	EXXON MOBIL	\$219,843.75 S	1/2/2001					0.00	5,000,000	219,843.75
8,000,000	EXXON MOBIL	\$550,880.00 S	4/20/2010					0.00	8,000,000	550,880.00
3,000,000	FEDEX CORP	\$252,503.40 S	11/16/2009					0.00	3,000,000	252,503.40
3,000,000	FEDEX CORP	\$277,665.00 S	4/20/2010					0.00	3,000,000	277,665.00
2,000,000	FEDEX CORP	\$119,188.40 S	4/20/2010					0.00	2,000,000	119,188.40
4,000,000	FLUOR CORP	\$174,265.00 S	12/4/2006			8/9/13	262,305.03	88,040.03	0.00	0.00
4,000,000	FLUOR CORP	\$207,420.00 S	4/20/2010			8/9/13	262,305.03	54,885.03	0.00	0.00
8,000,000	FREEMONT-MCMORAN C&G	\$279,192.00 S	1/8/2013					0.00	8,000,000	279,192.00
2,000,000	FREEMONT-MCMORAN C&G	\$64,940.00 S	5/8/2013					0.00	2,000,000	64,940.00
250,000,000	GEN ELEC CAP MTN 5.05%	\$250,000.00 B	12/4/2006					0.00	250,000,000	250,000.00
250,000,000	GEN ELEC CAP MTN 5.05%	\$239,116.25 B	4/20/2010					0.00	250,000,000	239,116.25
15,000,000	GENERAL ELECTRIC	\$98,718.75 S	1/29/1992					0.00	15,000,000	98,718.75
250,000,000	GOLDMAN SACHS 3.55%	\$253,337.50 B	8/28/2010					0.00	250,000,000	253,337.50
200,000,000	GOLDMAN SACHS GP 5.625%	\$201,140.00 B	3/2/2007					0.00	200,000,000	201,140.00
200,000,000	GOLDMAN SACHS GP 5.625%	\$191,638.00 B	6/13/2007					0.00	200,000,000	191,638.00
300,000,000	GOLDMAN SACHS GP 5.625%	\$301,437.90 B	4/20/2010					0.00	300,000,000	301,437.90
2,000,000	GOLDMAN SACHS GROUP INC	\$390,208.40 S	3/6/2007					0.00	2,000,000	390,208.40
1,000,000	GOLDMAN SACHS GROUP INC	\$161,626.30 S	1/21/2010					0.00	1,000,000	161,626.30
8,000,000	HALLIBURTON	\$308,623.20 S	2/7/2006					0.00	8,000,000	308,623.20
4,000,000	HALLIBURTON	\$148,320.00 S	4/3/2009					0.00	4,000,000	148,320.00
12,000,000	HALLIBURTON	\$393,000.00 S	4/20/2010					0.00	12,000,000	393,000.00
300,000,000	HEWLETT PACKARD 4.05%	\$301,200.00 B	4/20/2012					0.00	300,000,000	301,200.00
250,000,000	HOME DEPOT INC 5.4%	\$243,410.00 B	1/24/2007					0.00	250,000,000	243,410.00
250,000,000	HOME DEPOT INC 5.4%	\$271,706.75 B	4/20/2010					0.00	250,000,000	271,706.75
5,000,000	HONEYWELL INTL	\$186,350.00 S	6/14/2001					0.00	5,000,000	186,350.00
5,000,000	HONEYWELL INTL	\$116,125.50 S	3/6/2003					0.00	5,000,000	116,125.50
5,000,000	HONEYWELL INTL	\$120,650.00 S	5/12/2003					0.00	5,000,000	120,650.00
15,000,000	HONEYWELL INTL	\$691,125.00 S	4/20/2010					0.00	15,000,000	691,125.00
5,000,000	HOWARD HUGHES CORP	\$386,343.50 S	3/1/2013					0.00	5,000,000	386,343.50
0.000	HOWARD HUGHES CORP	\$0.00 S	8/20/13		1,050,028.00			0.00	10,000,000	1,050,028.00
150,000,000	HSBC BK USA 4.875% 8/24/2C	\$145,470.60 B	4/20/2010					0.00	150,000,000	145,470.60
300,000,000	HSBC FIN CORP 3.1% 9/15/15	\$300,000.00 B	4/20/2010					0.00	300,000,000	300,000.00
100,000,000	HSBC FIN CORP 3.75%	\$100,000.00 B	12/10/2009					0.00	100,000,000	100,000.00

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100,000.000	HSBC FIN CORP 3.75%	\$97,124.60 B	4/20/2010					0.00	100,000.000	97,124.60
4,000.000	IBM	\$60,475.00 S	7/21/1994					0.00	4,000.000	60,475.00
4,000.000	IBM	\$517,180.00 S	4/20/2010					0.00	4,000.000	517,180.00
2,000.000	IBM	\$409,572.00 S	5/8/2013					0.00	2,000.000	409,572.00
5,000.000	INTEL CORP	\$153,375.00 S	7/7/1999					0.00	5,000.000	153,375.00
2,000.000	INTEL CORP	\$100,390.00 S	9/25/2000					0.00	2,000.000	100,390.00
3,000.000	INTEL CORP	\$93,187.50 S	1/2/2001					0.00	3,000.000	93,187.50
5,000.000	INTEL CORP	\$120,375.00 S	4/20/2010					0.00	5,000.000	120,375.00
12,080.000	J P MORGAN CHASE	\$211,832.46 S	10/17/2002					0.00	12,080.000	211,832.46
7,920.000	J P MORGAN CHASE	\$227,640.00 S	1/9/2003					0.00	7,920.000	227,640.00
15,000.000	J P MORGAN CHASE	\$687,825.00 S	4/20/2010					0.00	15,000.000	687,825.00
250,000.000	J P MORGAN CHASE 3.15%	\$250,000.00 B	4/20/2010					0.00	250,000.000	250,000.00
152,000.000	J P MORGAN CHASE 3.7%	\$154,704.08 B	11/20/2009					0.00	152,000.000	154,704.08
6,000.000	JACOBS ENGINEERING	\$246,735.00 S	4/28/2006			8/9/13	361,458.30	114,723.30	0.000	0.00
2,000.000	JACOBS ENGINEERING	\$82,245.00 S	4/28/2006					0.00	2,000.000	82,245.00
8,000.000	JACOBS ENGINEERING	\$378,440.00 S	4/20/2010					0.00	8,000.000	378,440.00
1,000.000	JOHNSON & JOHNSON	\$48,539.15 S	8/15/2000					0.00	1,000.000	48,539.15
6,000.000	JOHNSON & JOHNSON	\$309,375.00 S	1/2/2001					0.00	6,000.000	309,375.00
14,000.000	JOHNSON & JOHNSON	\$721,875.00 S	1/2/2001					0.00	14,000.000	721,875.00
33,000.000	JOHNSON & JOHNSON	\$2,176,845.00 S	4/20/2010					0.00	33,000.000	2,176,845.00
4,000.000	KIMBERLY CLARK CORP	\$280,032.00 S	1/23/2007					0.00	4,000.000	280,032.00
4,000.000	KIMBERLY CLARK CORP	\$249,080.00 S	4/20/2010					0.00	4,000.000	249,080.00
3,250.000	KNOWLES CORP	\$0.00 S	9/27/2002		26,341.42	SPINOFF FROM DOVER		0.00	3,250.000	26,341.42
2,500.000	KNOWLES CORP	\$0.00 S	2/19/2003		20,867.49	SPINOFF FROM DOVER		0.00	2,500.000	20,867.49
5,250.000	KNOWLES CORP	\$0.00 S	4/20/2010		83,527.61	SPINOFF FROM DOVER		0.00	5,250.000	83,527.61
3,000.000	L-3 COMMUNICATIONS	\$194,662.41 S	11/5/2004					0.00	3,000.000	194,662.41
3,000.000	L-3 COMMUNICATIONS	\$288,660.00 S	4/20/2010					0.00	3,000.000	288,660.00
10,000.000	LOWES COS	\$341,756.00 S	4/20/2014					0.00	10,000.000	341,756.00
5,000.000	MCDONALDS CORP	\$297,611.50 S	4/20/2010					0.00	5,000.000	297,611.50
5,000.000	MCDONALDS CORP	\$351,350.00 S	4/20/2010					0.00	5,000.000	351,350.00
200,000.000	MET TRANS AUTH NY 4.3%	\$216,738.00 U	4/20/2010			11/15/13	200,000.00	(16,738.00)	0.000	0.00
10,000.000	MICROSOFT CORP	\$284,250.00 S	9/18/1997					0.00	10,000.000	284,250.00
5,000.000	MICROSOFT CORP	\$130,700.00 S	1/2/2001					0.00	5,000.000	130,700.00
15,000.000	MICROSOFT CORP	\$469,275.00 S	4/20/2010					0.00	15,000.000	469,275.00
3,000.000	MORGAN STANLEY	\$139,716.07 S	1/14/2005			10/16/13	44,190.00	(95,526.07)	0.000	0.00
4,000.000	MORGAN STANLEY	\$119,970.00 S	4/20/2010			10/16/13	58,920.00	(61,050.00)	0.000	0.00
18,000.000	MORGAN STANLEY	\$180,000.00 S	4/20/2010			10/16/13	265,140.00	85,140.00	0.000	0.00
7,000.000	MORGAN STANLEY	\$70,000.00 S	4/20/2010					0.00	7,000.000	70,000.00
50,000.000	MORGAN STANLEY PFD	\$500,000.00 S	10/23/2012					0.00	50,000.000	500,000.00

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215,000.000	MORGAN STANLEY INC 4.75%	\$207,232.05 B	11/10/2006			4/1/14	215,000.00	7,767.95	0.000	203,930.00
200,000.000	MORGAN STANLEY 4%	\$203,930.00 B	8/26/2010					0.00	200,000.000	199,702.00
200,000.000	MORGAN STANLEY 5.375%	\$199,702.00 B	2/15/2007					0.00	200,000.000	312,074.40
300,000.000	MORGAN STANLEY 5.375%	\$312,074.40 B	4/20/2010					0.00	300,000.000	300,000.00
300,000.000	MORGAN STANLEY V/R 11/9/11	\$300,000.00 B	4/20/2010					0.00	300,000.000	96,648.00
100,000.000	NATL CITY BK INDIANA 4.25%	\$96,648.00 B	12/3/2009					0.00	100,000.000	94,251.20
100,000.000	NATL CITY BK INDIANA 4.25%	\$94,251.20 B	4/20/2010					0.00	100,000.000	300,000.00
16,000.000	NIKE CL B	\$316,606.00 S	9/21/2005					0.00	16,000.000	316,606.00
16,000.000	NIKE CL B	\$316,606.00 S	4/20/2010					0.00	16,000.000	609,920.00
5,000.000	NORFOLK SOUTHERN	\$609,920.00 S	2/28/2006					0.00	5,000.000	254,922.00
5,000.000	NORFOLK SOUTHERN	\$254,922.00 S	4/20/2010					0.00	5,000.000	300,475.00
4,000.000	NOVARTIS AG ADR	\$300,475.00 S	4/20/2010					0.00	4,000.000	220,551.60
4,000.000	NOVARTIS AG ADR	\$220,551.60 S	11/24/2009					0.00	4,000.000	213,920.00
4,000.000	NOVARTIS AG ADR	\$227,269.60 S	4/20/2010					0.00	4,000.000	233,901.20
4,000.000	NOVARTIS AG ADR	\$213,920.00 S	4/20/2010					0.00	4,000.000	925,189.47
30,000.000	ORACLE SYSTEMS	\$925,189.47 S	1/2/2001					0.00	30,000.000	393,225.00
15,000.000	ORACLE SYSTEMS	\$393,225.00 S	4/20/2010					0.00	15,000.000	360,931.00
10,000.000	OAK TREE CAPITAL GP, LLC	\$360,931.00 S	4/20/2010					0.00	10,000.000	199,949.40
7,000.000	PALL CORP	\$199,949.40 S	1/13/2006					0.00	7,000.000	39,015.50
1,000.000	PALL CORP	\$39,015.50 S	3/25/2008					0.00	1,000.000	315,120.00
8,000.000	PALL CORP	\$315,120.00 S	4/20/2010					0.00	8,000.000	266,451.20
4,000.000	PEPSICO	\$266,451.20 S	12/16/2008					0.00	4,000.000	264,240.00
4,000.000	PEPSICO	\$264,240.00 S	4/20/2010					0.00	4,000.000	62,669.20
1,000.000	PEPSICO	\$62,669.20 S	4/20/2010					0.00	1,000.000	495,325.00
0.000	PEPSICO 3% 8/25/21	\$0.00 S				7/25/13	495,325.00	0.00	4,000.000	184,500.00
4,000.000	PFIZER	\$184,500.00 S	1/2/2001					0.00	4,000.000	128,320.00
4,000.000	PFIZER	\$128,320.00 S	9/11/2003					0.00	4,000.000	184,837.87
4,000.000	PHILIP MORRIS INT'L	\$184,837.87 S	1/5/2007					0.00	4,000.000	210,140.00
4,000.000	PHILIP MORRIS INT'L	\$210,140.00 S	4/20/2010					0.00	3,000.000	337,347.60
3,000.000	PRECISION CASTPARTS	\$337,347.60 S	2/5/2008					0.00	1,000.000	102,450.60
1,000.000	PRECISION CASTPARTS	\$102,450.60 S	3/25/2008					0.00	4,000.000	498,040.00
4,000.000	PRECISION CASTPARTS	\$498,040.00 S	4/20/2010					0.00	11,700.000	425,625.00
11,700.000	PROCTER & GAMBLE	\$425,625.00 S	1/2/2001					0.00	8,000.000	331,034.35
8,000.000	PROCTER & GAMBLE	\$331,034.35 S	2/15/2002					0.00	2,000.000	96,289.50
2,000.000	PROCTER & GAMBLE	\$96,289.50 S	11/13/2003					0.00	25,600.000	1,619,456.00
25,600.000	PROCTER & GAMBLE	\$1,619,456.00 S	4/20/2010					0.00	2,000.000	139,443.80
2,000.000	QUALCOMM INC	\$139,443.80 S	2/7/2000					0.00	4,000.000	127,640.00
4,000.000	QUALCOMM INC	\$127,640.00 S	8/4/2000					0.00		

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2,000,000	QUALCOMM INC	\$63,320.00 S	9/12/2000					0.00	2,000,000	63,320.00
2,000,000	QUALCOMM INC	\$75,132.50 S	10/18/2000					0.00	2,000,000	75,132.50
10,000,000	QUALCOMM INC	\$381,406.25 S	1/2/2001					0.00	10,000,000	381,406.25
14,000,000	QUALCOMM INC	\$600,880.00 S	4/20/2010					0.00	14,000,000	600,880.00
3,000,000	RESEARCH IN MOTION	\$205,776.30 S	10/13/2009		-205,776.30			0.00	3,000,000	0.00
3,000,000	RESEARCH IN MOTION	\$215,205.00 S	4/20/2010		-215,205.00			0.00	3,000,000	0.00
3,000,000	BLACKBERRY INC	\$0.00 S	10/13/2009		205,776.30			0.00	3,000,000	205,776.30
3,000,000	BLACKBERRY INC	\$0.00 S	4/20/2010		215,205.00			0.00	3,000,000	215,205.00
75,000,000	ROYAL BK OF CA-APPLE	\$750,000.00 B	4/20/2010		-750,000.00			0.00	0.00	0.00
2,000,000	HILLSHIRE BRANDS (FORMERL	\$52,660.76 S	5/10/2007			6/9/14	124,060.06	71,399.30	0.00	0.00
2,000,000	HILLSHIRE BRANDS (FORMERL	\$17,584.32 S	4/20/2010			6/9/14	124,060.06	106,475.74	0.00	0.00
14,000,000	SCHLUMBERGER	\$318,640.00 S	5/12/2003					0.00	14,000,000	318,640.00
10,000,000	SCHLUMBERGER	\$670,950.00 S	4/20/2010					0.00	10,000,000	670,950.00
5,000,000	TETRA TECH, INC	\$79,720.00 S	8/12/2004			7/1/13	0.00	(79,720.00)	0.00	0.00
666,666	TIME WARNER	\$96,669.37 S	1/25/2000			12/5/13	43,755.59	(52,913.78)	0.00	0.00
1,666,668	TIME WARNER	\$138,791.87 S	11/21/2001			12/5/13	109,389.12	(29,402.75)	0.00	0.00
2,666,667	TIME WARNER	\$117,233.57 S	5/22/2002			12/5/13	175,022.57	57,789.00	0.00	0.00
167,000	TIME WARNER CABLE	\$25,536.41 S	1/25/2000			12/5/13	22,010.10	(3,526.31)	0.00	0.00
418,000	TIME WARNER CABLE	\$36,663.59 S	11/21/2001			12/5/13	55,091.15	18,427.56	0.00	0.00
670,000	TIME WARNER CABLE	\$30,968.70 S	5/22/2002			12/5/13	88,303.99	57,335.29	0.00	0.00
0.000	TIME WAR CAB 4.125%	\$0.00 S		10/23/13	670,993.00			0.00	700,000,000	670,993.00
0.000	TRINITY INDUSTRIES	\$0.00 S		11/5/13	427,182.40			0.00	8,000,000	427,182.40
100,000,000	UBS AG 5.875%	\$103,144.00 B	12/3/2009					0.00	100,000,000	103,144.00
100,000,000	UBS AG 5.875%	\$104,144.50 B	4/20/2010					0.00	100,000,000	104,144.50
4,000,000	UNION PACIFIC CORP COM	\$357,512.80 S	10/6/2011					0.00	4,000,000	357,512.80
1,667,000	UNITED PARCEL SVC CL B	\$95,227.38 S	1/2/2001					0.00	1,667,000	95,227.38
833,000	UNITED PARCEL SVC CL B	\$47,585.13 S	1/2/2001					0.00	833,000	47,585.13
2,500,000	UNITED PARCEL SVC CL B	\$185,415.00 S	2/14/2005					0.00	2,500,000	185,415.00
6,000,000	UNITED PARCEL SVC CL B	\$410,010.00 S	4/20/2010					0.00	6,000,000	410,010.00
0.000	UN PAC CORP 2.75% 4/15/23	\$0.00 B		9/17/13	278,970.00			0.00	300,000,000	278,970.00
200,000,000	US TREAS NOTES 3.125%	\$196,800.00 U	12/3/2009					0.00	200,000,000	196,800.00
0.000	US TREAS NOTE 2.75% 11/15/23	\$0.00 S		11/13/13	2,001,920.00			0.00	2,000,000,000	2,001,920.00
0.000	VERIZON COMMUNICATIONS	\$0.00 S		2/24/14	126,542.93		0.47	0.47	2,630,000	126,542.93
0.000	VERIZON COMMUNICATIONS	\$0.00 S		2/24/13	613,175.95			0.00	12,370,000	613,175.95
0.000	VODAFONE GP PLC ADR	\$0.00 S	3/1/2013				20.31	20.31	0.00	0.00
10,000,000	VODAFONE GP PLC ADR	\$254,000.00 S	3/1/2013	6 X 11 REVERSE SPLIT				0.00	5,454,000	254,000.00
0.000	VODAFONE GP PLC ADR	\$0.00 S		6/10/14	369,230.22			0.00	10,546,000	369,230.22
3,000,000	WATERS CORP	\$12,446.25 S	12/14/1995					0.00	3,000,000	12,446.25

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NO. OF SHARES	SECURITY TITLE	OPENING BALANCE	ACQ DATE	PURCHASE DATE	PURCHASE COST	SELLING DATE	SELLING PRICE	GAIN/ LOSS	NO. OF SHARES	YEAR END BALANCE
8,000.000	WATERS CORP	\$55,700.00 S	2/21/1997					0.00	8,000.000	55,700.00
16,000.000	WATERS CORP	\$1,295,500.00 S	1/2/2001					0.00	16,000.000	1,295,500.00
12,000.000	WATERS CORP	\$855,000.00 S	4/20/2010					0.00	12,000.000	855,000.00
10,000.000	WATTS WATER TECH	\$352,118.00 S	7/13/2005					0.00	10,000.000	352,118.00
2,000.000	WATTS WATER TECH	\$64,175.00 S	8/17/2005					0.00	2,000.000	64,175.00
3,000.000	WATTS WATER TECH	\$84,515.10 S	11/17/2005					0.00	3,000.000	84,515.10
15,000.000	WATTS WATER TECH	\$511,350.00 S	4/20/2010					0.00	15,000.000	511,350.00
6,000.000	WELLS FARGO	\$184,374.30 S	11/17/2005					0.00	6,000.000	184,374.30
6,000.000	WELLS FARGO	\$200,670.00 S	4/20/2010					0.00	6,000.000	200,670.00
150,000.000	WELLS FARGO 5.125%	\$154,186.50 B	12/10/2009					0.00	150,000.000	154,186.50
200,000.000	WELLS FARGO 5.125%	\$207,832.80 B	4/20/2010					0.00	200,000.000	207,832.80
5,000.000	WELLS FARGO 5.2% PFD	\$125,000.00 S	8/10/2012			6/9/14	111,597.53	(13,402.47)	0.000	0.00
5,000.000	XYLEM INC	\$162,272.97 S	4/20/2012			7/1/13	0.00	(162,272.97)	0.000	0.00
6,000.000	YUM! BRANDS	\$304,902.60 S	11/18/2010			10/10/13	394,959.92	90,057.32	0.000	0.00
2,000.000	YUM! BRANDS	\$98,595.80 S	10/6/2011			10/10/13	131,653.31	33,057.51	0.000	0.00
8,000.000	YUM! BRANDS	\$406,536.80 S	4/20/2012			10/10/13	526,613.23	120,076.43	0.000	0.00
	Cash	\$7,330,221.86								
		<u>78,104,760.39</u>			<u>\$7,139,292.50</u>		<u>\$6,420,337.09</u>	<u>261,159.37</u>		<u>76,721,934.81</u>



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THE WASILY FAMILY FOUNDATION
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Account Holdings

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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
CASH AND EQUIVALENTS								
INCOME								
Custody Holdings								
4,689,512.610	SSGA PRIME MONEY MARKET FUND 236	CM1SVPPXX0	\$4,699,512.61	100.00	\$4,699,512.61	3.89%	\$468,85	0.01%
PRINCIPAL								
Custody Holdings								
784,563.710	SSGA PRIME MONEY MARKET FUND 236	CM1SVPPXX0	\$784,563.71	100.00	\$784,563.71	0.64%	\$78,46	0.01%
200,000.000	AMERICAN EXPRESS CD 1.55% 11/24/14	02587DHG8	200,000.00	100.428	200,852.00	0.16	3,100.00	1.54
200,000.000	BPM BK NA CD 3% 12/11/14	05588PLD7	200,000.00	101.108	202,218.00	0.16	6,000.00	2.97
TOTAL CASH AND EQUIVALENTS			\$5,884,076.32		\$5,887,144.32	4.79%	\$9,648.41	
GOVERNMENT AND AGENCY ISSUES								
Custody Holdings								
2,000,000.000	US TREASURY NOTES 3.125% 5/15/19	912828K02	\$186,800.00	107.242	\$214,484.00	0.17%	\$8,250.00	12.81%
2,000,000.000	US TREASURY NOTES 2.75% 11/15/23	912828WE6	2,001,920.00	102.492	2,049,840.00	1.67	55,000.00	2.68
TOTAL GOVERNMENT AND AGENCY ISSUES			\$2,188,720.00		\$2,264,324.00	1.84%	\$61,250.00	
CORPORATE BONDS								
Custody Holdings								
152,000.000	JPMORGAN CHASE & CO 3.7% 1/20/15	46825HJP8	\$154,704.08	101.771	\$154,691.92	0.13%	\$5,624.00	3.64%
300,000.000	AMERICAN BANK NA 5.2% 4/01/15	032166AR1	300,834.00	103.160	309,480.00	0.25	15,600.00	5.04
200,000.000	JPMORGAN STANLEY 4% 7/24/15	6174467N3	203,630.00	103.669	207,138.00	0.17%	8,000.00	3.88%
500,000.000	MORGAN STANLEY 5.375% 10/15/15	61746SBB9	499,255.00	105.886	528,430.00	0.43	28,875.00	5.08
500,000.000	HOMER DEPOT INC 6.4% 3/01/16	437078AP7	486,820.00	107.908	539,545.00	0.44	27,000.00	5.00%
250,000.000	JPMORGAN CHASE & CO 3.15% 7/05/16	46625HJA9	250,000.00	104.235	260,587.50	0.21	7,875.00	3.02
350,000.000	WELLS FARGO CO 5.125% 9/15/16	948746JE2	359,768.50	109.183	382,140.50	0.31	17,937.50	4.69%
700,000.000	GOLDMAN SACHS GRP IN 5.825% 1/15/17	38141GEU4	688,549.25	110.054	770,378.00	0.63	39,375.00	5.11
200,000.000	MATL CITY BK INDIANA 4.25% 7/01/18	63536SAAT	193,288.00	108.523	217,046.00	0.18	8,500.00	3.92%
300,000.000	DEERE & CO 4.375% 10/15/19	244199BC8	309,897.80	111.172	333,516.00	0.27	13,125.00	3.93
150,000.000	HSBC BK USA NA 4.875% 8/24/20	40420QAE7	145,470.60	111.455	167,182.50	0.14	7,312.50	4.37%
700,000.000	TIME WARNER CABLE 4.125% 2/15/21	88732JAX6	670,993.00	107.975	755,825.00	0.62	28,875.00	3.82
500,000.000	PEPSICO INC 3% 8/25/21	713449BW7	486,326.00	101.605	507,525.00	0.41	15,000.00	2.96
300,000.000	HEWLETT-PACKARD CO 4.05% 9/15/22	428236BX0	301,200.00	103.888	311,964.00	0.25	12,150.00	3.89
300,000.000	UNIT PAC CORP 2.75% 4/15/23	90781BDNS	278,970.00	97.580	292,740.00	0.24	8,250.00	2.92%
400,000.000	APPLE INC 2.4% 5/03/23	037833AK6	363,800.00	94.469	377,876.00	0.31	9,600.00	2.54
350,000.000	CHEVRON CORP 3.191% 6/24/23	16676AAH9	342,125.00	101.566	355,481.00	0.28	11,168.50	3.14%
200,000.000	HSBC FIN CORP MTN 3.75% 12/15/14	40420XWU6	200,000.00	100.553	201,108.00	0.16	7,500.00	3.73
300,000.000	HSBC FIN CORP MTN 3.1% 9/15/15	40429XXY7	300,000.00	101.473	304,419.00	0.25	9,300.00	3.05%
300,000.000	BANK AMERICA CO MTN 3.65% 8/15/16	06050WDN2	300,000.00	103.439	310,317.00	0.25	10,950.00	3.53



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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
CORPORATE BONDS (Continued)								
Custody Holdings (Continued)								
250,000,000	GOLDMAN SACHS MTN	38141EAX4	253,337.50	104.458	28,140.00	0.21	1,897.50	3.40%
300,000,000	NATL RURAL UTIL COOP	63743FLX2	300,000.00	101.523	30,456.90	0.25	7,050.00	2.31
500,000,000	GEN ELEC CAP MTN	36966RQ74	500,000.00	112.130	56,085.00	0.46	25,250.00	4.50
400,000,000	CATERPILLAR FINL MTN	14912HQQ6	400,000.00	101.318	40,527.20	0.33	14,500.00	3.58
300,000,000	BANK OF AMERICA COR	06048WEF3	300,000.00	101.260	30,378.00	0.25	5,215.80	1.72
300,000,000	MORGAN STANLEY MTN	61745ET76	300,000.00	105.927	31,781.00	0.26	9,300.00	2.93
TOTAL CORPORATE BONDS			\$9,898,275.73		\$9,441,580.42	7.70%	\$360,208.30	
EQUITIES								
NOT CLASSIFIED								
NOT CLASSIFIED								
Custody Holdings								
10,000,000	CAITREE CAPITAL GROUP LLC	674001201	\$360,931.00	49.990	\$499,900.00	0.41%	\$42,300.00	8.46%
TOTAL NOT CLASSIFIED			\$360,931.00		\$499,900.00	0.41%	\$42,300.00	
CONSUMER NON-DURABLES								
BEVERAGES								
Custody Holdings								
28,000,000	COCA COLA CO	191216100	\$414,275.00	42.360	\$1,186,080.00	0.97%	\$34,160.00	2.89%
9,000,000	PEPSICO INC	713448108	593,360.40	89.340	804,060.00	0.65	23,880.00	2.93
TOBACCO								
Custody Holdings								
9,000,000	PHILIP MORRIS INTL INC	718172109	\$369,875.74	84.310	\$674,480.00	0.55%	\$30,080.00	4.46%
HOUSEHOLD PRODUCTS								
Custody Holdings								
32,000,000	COLGATE PALMOLIVE CO	184162103	\$862,246.00	68.180	\$2,181,760.00	1.78%	\$46,080.00	2.19%
8,000,000	KIMBERLY CLARK CORP	494368103	560,064.00	111.220	889,780.00	0.72	26,880.00	3.02
32,000,000	NIKE INC-B	654106103	633,197.20	77.550	\$2,481,600.00	2.02	30,720.00	1.24
DRUGS								
Custody Holdings								
26,000,000	ABBVIE INC	00282Y109	\$351,419.58	59.440	\$1,580,320.00	1.29%	\$47,040.00	2.98%



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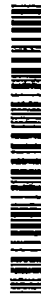
Account Holdings

As of June 30, 2014

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THE WASILY FAMILY FOUNDATION
Account Number: XX5405371

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
CONSUMER NON-DURABLES (Continued)								
DRUGS (Continued)								
Custody Holdings (Continued)								
12,000,000	AMGEN INC	031162100	803,895.60	118.370	1,420,440.00	1.16	28,280.00	2.06
5,000,000	CLOVIS ONCOLOGY INC	189464100	365,233.59	41.410	207,060.00	0.17		
10,000,000	ELI LILLY & CO	532457108	76,923.33	62.170	621,700.00	0.51	19,600.00	3.15
8,000,000	PFIZER INC	717081103	275,220.00	29.880	237,440.00	0.19	18,320.00	3.50
HEALTH CARE								
Custody Holdings								
28,000,000	ABBOTT LABORATORIES	002824100	\$32,890.07	40.900	\$1,145,200.00	0.93%	\$24,840.00	2.15%
16,000,000	BAXTER INTERNATIONAL INC	071813109	328,923.78	72.300	1,156,800.00	0.94	33,280.00	2.88
20,000,000	BRISTOL MYERS SQUIBB CO	110122108	515,400.00	48.510	970,200.00	0.79%	28,800.00	2.97
54,000,000	JOHNSON & JOHNSON	478160104	109,226.65	104.620	5,649,480.00	4.60	151,200.00	2.68
TOTAL CONSUMER NON-DURABLES								
			\$5,975,750.94		\$21,206,370.00	17.27%	\$533,660.00	
CONSUMER SERVICES								
ENTERTAINMENT & LEISURE TIME								
Custody Holdings								
34,000,000	DISNEY (THE WALT) COMPANY DEL	254687108	\$1,098,847.62	65.740	\$2,815,160.00	2.37%	\$29,240.00	1.00%
47,300,000	PROCTER & GAMBLE CO	74218109	904,905.18	78.590	3,717,307.00	3.03	121,750.20	3.27
RESTAURANTS & LODGING								
Custody Holdings								
10,000,000	MCDONALD'S CORP	860195101	\$595,221.00	100.740	\$1,007,400.00	0.82%	\$32,400.00	3.22%
RETAIL								
Custody Holdings								
6,000,000	CVS/CAREMARK CORP	126850100	\$383,285.80	75.370	\$452,220.00	0.37%	\$6,800.00	1.49%



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Account Holdings

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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
CONSUMER SERVICES (Continued)								
RETAIL (Continued)								
Custody Holdings (Continued)								
10,000,000	LOWES COS INC	548661107	341,756.00	47.990	479,900.00	0.39	9,200.00	1.92
TOTAL CONSUMER SERVICES								
			\$3,304,027.60		\$8,571,987.00	6.98%	\$189,190.20	
BUSINESS PRODUCTS & SERVICES								
COMPUTER SERVICES								
Custody Holdings								
15,000,000	CISCO SYSTEMS INC	17275R102	\$437,842.00	24.850	\$372,750.00	0.30%	\$1,400.00	3.08%
30,000,000	MICROSOFT CORP	594918104	829,900.00	41.700	1,251,000.00	1.02	33,800.00	2.69
45,000,000	ORACLE CORP	88389X105	90,141.92	40.530	1,823,850.00	1.48	21,500.00	1.18
TELECOMMUNICATION SERVICES								
Custody Holdings								
34,000,000	QUALCOMM INC	747525103	\$1,503,949.00	79.200	\$2,692,800.00	2.18%	\$57,120.00	2.12%
15,000,000	VERIZON COMMUNICATIONS INC	92343V104	736,036.40	48.830	733,850.00	0.60	31,800.00	4.33
OTHER BUSINESS PRODS & SVCS								
Custody Holdings								
8,000,000	ALTRIA GROUP INC	02208S103	\$462,231.80	41.840	\$335,520.00	0.27%	\$15,360.00	4.58%
15,000,000	THE HOWARD HUGHES CORP	44267D107	1,436,371.50	157.830	2,387,450.00	1.93		
15,000,000	3M CO	88573Y101	435,597.98	143.240	2,148,600.00	1.75	151,300.00	2.38%
TOTAL BUSINESS PRODUCTS & SERVICES								
			\$5,632,040.60		\$11,726,920.00	9.54%	\$222,180.00	
CAPITAL GOODS								
ELECTRICAL EQUIPMENT								
Custody Holdings								
40,000,000	EMERSON ELECTRIC CO	281011104	\$1,067,142.58	66.360	\$2,854,400.00	2.16%	\$68,800.00	2.45%
15,000,000	GENERAL ELECTRIC CO	369604103	98,718.75	28.280	394,200.00	0.32	13,200.00	3.35



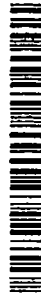


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THE WASILY FAMILY FOUNDATION
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Account Holdings
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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
CAPITAL GOODS (Continued)								
ENGINEERING & CONSTRUCTION								
Custody Holdings								
10,000,000	JACOBS ENGINEERING INC	459814107	\$411,225.00	\$3,280	\$532,800.00	0.43%		
MACHINERY								
Custody Holdings								
16,000,000	DEERE & CO	244199105	\$432,506.60	90.650	\$545,300.00	0.44%	\$14,400.00	2.65%
MANUFACTURING-DIVERSIFIED								
Custody Holdings								
22,000,000	DOVER CORP	260003108	\$454,271.00	60.950	\$2,000,800.00	1.63%	\$33,000.00	1.65%
11,000,000	KNOWLES CORP-WHEN ISSUED	49926D109	92,191.50	30.740	338,140.00	0.28		
PRECISION CASTPARTS CORP								
8,000,000	PRECISION CASTPARTS CORP	740189105	916,229.20	252.400	2,019,200.00	1.64%	\$360,000.00	0.05%
16,000,000	TRINITY INDUSTRIES INC	896522109	427,182.40	43.720	898,520.00	0.57	6,400.00	0.91
WATERS CORP								
39,000,000	WATERS CORP	941849103	162,684.06	104.440	4,073,160.00	3.32%		
TRUCKS & PARTS								
Custody Holdings								
4,000,000	CUMMINS INC	231021105	\$368,892.00	154.280	\$617,160.00	0.50%	\$10,000.00	1.6%
AEROSPACE & DEFENSE								
Custody Holdings								
20,000,000	BOS/ING CO	097023105	\$698,000.00	127.290	\$2,644,600.00	2.07%	\$58,400.00	2.28%
30,000,000	HONEYWELL INTERNATIONAL INC	438516106	846,251.00	92.950	2,788,500.00	2.27	54,000.00	1.94
COMPUTER & BUSINESS EQUIPMENT								
Custody Holdings								
120,449,000	APPLE INC	037833100	\$2,768,906.78	82.930	\$11,193,325.57	9.14%	\$226,444.12	2.02%
6,000,000	EMC CORP MASS	268648102	350,044.60	26.340	158,040.00	0.13	2,780.00	1.75
10,000,000	IBM CORP	459200101	988,545.80	181.270	1,812,700.00	1.48	44,000.00	2.43



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Account Holdings

As of June 30, 2014

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THE WASILY FAMILY FOUNDATION
Account Number: XX5405371

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
CAPITAL GOODS (Continued)								
TELECOMMUNICATIONS EQUIPMENT								
Custody Holdings								
24,000,000	CORNING INC	219350105	\$471,800.00	21.850	\$528,800.00	0.43%	\$9,600.00	1.82%
6,000,000	L-3 COMMUNICATIONS HOLDINGS INC	502424104	389,036.58	120.750	724,500.00	0.59	14,400.00	1.98
TOTAL CAPITAL GOODS								
			\$10,861,609.86		\$33,621,245.57	27.37%	\$556,364.12	
INDUSTRIAL ELECTRONICS								
SEMICONDUCTORS								
Custody Holdings								
15,000,000	INTEL CORP	458140100	\$521,560.00	30.900	\$463,500.00	0.38%	\$13,500.00	2.81%
TOTAL INDUSTRIAL ELECTRONICS								
			\$521,560.00		\$463,500.00	0.38%	\$13,500.00	
ENERGY								
OIL-INTEGRATED								
Custody Holdings								
10,000,000	DEVON ENERGY CORP	25178M103	\$780,075.60	79.400	\$794,000.00	0.65%	\$9,600.00	1.21%
21,000,000	EXXON MOBIL CORP	30231G102	828,205.35	100.680	2,114,280.00	1.72	57,960.00	2.74
OIL SERVICE								
Custody Holdings								
20,000,000	BAKER HUGHES INC	057224107	\$585,400.00	74.450	\$1,489,000.00	1.21%	\$13,500.00	0.91%
24,000,000	HALLIBURTON CO	406216101	913,866.40	71.010	1,704,240.00	1.39	14,400.00	0.84
TOTAL ENERGY								
			\$3,117,567.35		\$6,101,520.00	4.97%	\$95,560.00	
BASIC INDUSTRIES								
METALS & MINING								
Custody Holdings								
10,000,000	FREEDPORT-MCMORAN COPPER & GOLD	35571D857	\$344,132.00	36.500	\$365,000.00	0.30%	\$12,500.00	3.42%
CHEMICALS - MAJOR								
Custody Holdings								
8,000,000	CYTEC INDUSTRIES INC	232320100	\$356,169.90	105.420	\$832,520.00	0.51%	\$9,000.00	0.47%





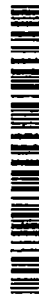
STATE STREET

Account Holdings

As of June 30, 2014
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THE WASILY FAMILY FOUNDATION
Account Number: XX5405371

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
BASIC INDUSTRIES (Continued)								
CHEMICALS-MAJOR (Continued)								
Custody Holdings (Continued)								
20,000,000	DU PONT E I DE NEMOURS & CO	263534109	946,273.40	65.440	1,308,800.00	1.07	38,000.00	2.75
CHEMICALS-SPECIALTY								
Custody Holdings								
16,000,000	PALL CORP	696429307	\$477,928.80	85.380	\$1,366,240.00	1.11%	\$17,500.00	1.29%
OTHER BASIC INDUSTRIES								
Custody Holdings								
30,000,000	MATTS WATER TECH INC	942749102	\$1,001,617.40	61.730	\$1,851,900.00	1.51%	\$18,000.00	0.97%
TOTAL BASIC INDUSTRIES								
TRANSPORTATION								
AIR TRANSPORTATION								
Custody Holdings								
8,000,000	FEDEX CORP	31428X108	\$849,368.80	151.380	\$1,211,040.00	0.99%	\$81,400.00	0.63%
OTHER TRANSPORTATION								
Custody Holdings								
10,000,000	NORFOLK SOUTHERN CORP	655944108	\$508,844.00	103.030	\$1,030,300.00	0.84%	\$21,600.00	2.10%
8,000,000	UNION PACIFIC CORP	807818108	357,512.80	99.750	798,000.00	0.65	14,560.00	1.82
11,000,000	UNITED PARCEL SERVICE INC-B	911312106	296,868.15	102.680	1,129,260.00	0.92	129,480.00	2.81
TOTAL TRANSPORTATION								
FINANCIAL								
BANKS								
Custody Holdings								
10,000,000	BANK OF AMERICA CORP	060505104	\$173,266.25	15.370	\$153,700.00	0.13%	\$4,000.00	0.25%
16,000,000	BANK OF NEW YORK MELLON CORP	064058100	437,368.40	37.480	599,880.00	0.49	10,880.00	1.81
1,000,000	CITIGROUP INC	172867424	393,896.38	47.100	471,000.00	0.04	40,000.00	0.08



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Account Holdings

As of June 30, 2014

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THE WASILY FAMILY FOUNDATION
Account Number: XX5405371

Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
FINANCIAL (Continued)								
BANKS (Continued)								
Custody Holdings (Continued)								
12,000,000	WELLS FARGO & CO	949746101	368,748.60	52.560	630,720.00	0.51	16,800.00	2.66
INSURANCE								
Custody Holdings								
7,000,000	BERKSHIRE HATHAWAY INC	064670702	\$490,118.30	126.560	\$885,920.00	0.72%		
OTHER FINANCIAL								
Custody Holdings								
13,000,000	AMERICAN EXPRESS CO	026816109	\$598,762.67	94.870	\$1,233,310.00	1.00%	\$1,350.00	1.09
3,000,000	GOLDMAN SACHS GROUP INC	38141G104	551,834.70	167.440	502,320.00	0.41	6,600.00	1.31
35,000,000	JP MORGAN CHASE & CO	4662H1100	666,766.12	57.820	2,016,700.00	1.64	56,000.00	2.75
7,000,000	MORGAN STANLEY	617464448	325,997.93	32.330	226,310.00	0.18	2,800.00	1.24
TOTAL FINANCIAL			\$3,950,807.35		\$8,295,760.00	5.12%	\$107,040.00	
PREFERRED STOCK								
PREFERRED STOCK								
Custody Holdings								
50,000,000	MORGAN STANLEY PFD	61753S792	\$500,000.00	10.845	\$532,250.00	0.43%	\$0.00	
TOTAL PREFERRED STOCK			\$500,000.00		\$532,250.00	0.43%	\$0.00	
TOTAL EQUITIES			\$39,164,008.05		\$98,711,512.57	80.37%	\$1,828,934.32	
FOREIGN ASSETS								
CORPORATE OBLIGATIONS								
Custody Holdings								
300,000,000	ARCELORMITTAL	03938LX07	\$298,796.20	107.500	\$322,500.00	0.26%	\$17,250.00	5.35%
250,000,000	ARCELORMITTAL	03938LX02	256,147.50	112.000	280,000.00	0.23	25.00	0.01
300,000,000	BARCLAYS BK PLC MTN	06738JL07	300,000.00	103.058	309,474.00	0.25	12,000.00	3.98
500,000,000	BARCLAYS BK PLC MTN	06738JLN2	500,000.00	105.631	528,155.00	0.43	21,250.00	4.02
200,000,000	UBS AG STANFORD CT	90281XBY7	296,288.00	108.536	219,072.00	0.18	\$11,700.00	5.38
TOTAL CORPORATE OBLIGATIONS			\$1,563,233.70		\$1,658,901.00	1.35%	\$62,275.00	

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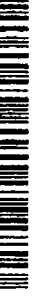


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THE WASILY FAMILY FOUNDATION
Account Number: XX5405371

Account Holdings
As of June 30, 2014
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Shares/ Units	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Percent of Total	Estimated	
							Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES								
Custody Holdings								
6,000,000	BLACKBERRY LTD.	06228F103	\$411,552.80	10.240	\$61,240.00	0.05%		
16,000,000	NOVARTIS AG ADR	66987V109	885,842.40	90.530	1,448,480.00	1.18	37,408.00	2.58
24,000,000	SCHLUMBERGER LTD.	906857108	546,240.00	17.950	2,830,800.00	2.30	38,400.00	1.36
16,000,000	VODAFONE GROUP PLC	92857W308	623,205.07	33.390	534,240.00	0.42	36,528.00	6.84
TOTAL EQUITIES			\$2,476,640.07		\$4,874,960.00	3.95%	\$112,336.00	
TOTAL FOREIGN ASSETS			\$4,039,873.77		\$6,533,861.00	5.30%	\$174,811.00	
TOTAL ACCOUNT HOLDINGS			\$60,184,953.87		\$122,838,422.31	100.00%	\$2,534,652.03	



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Account Activity -
June 1, 2014 - June 30, 2014.
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THE WASILY FAMILY FOUNDATION
Account Number: XX5405371

Receipts

Posting Date	Trade Date	Activity	Description	Commission	Income Amount	Principal Amount
Money Market Income						
06/02/14		Income	SSGA PRIME MONEY MARKET FUND 236		\$21.14	
06/02/14		Income	SSGA PRIME MONEY MARKET FUND 236		28.28	
Total Money Market Income					\$49.42	\$0.00
Dividends						
06/02/14		Income	INTEL CORP 0.275 USD/SKARE ON 15,000 SHARES DUE 6/1/14		\$3,975.00	
06/02/14		Income	WELLS FARGO & CO 0.35 USD/SKARE ON 12,000 SHARES DUE 6/1/14		4,200.00	
06/02/14		Income	CUMMINS INC 0.625 USD/SKARE ON 4,000 SHARES DUE 6/2/14		2,500.00	
06/03/14		Income	Pfizer Inc 0.28 USD/SKARE ON 8,000 SHARES DUE 6/3/14		2,080.00	
06/04/14		Income	UNITED PARCEL SERVICE INC B 0.87 USD/SKARE ON 1,000 SHARES DUE 6/4/14		7,370.00	
06/06/14		Income	AMGEN INC 0.81 USD/SKARE ON 12,000 SHARES DUE 6/6/14		7,320.00	
06/06/14		Income	BOEING CO 0.73 USD/SKARE ON 20,000 SHARES DUE 6/6/14		14,600.00	
06/10/14		Income	ELI LILLY & CO 0.49 USD/SKARE ON 10,000 SHARES DUE 6/10/14		4,900.00	
06/10/14		Income	ERNEST ELECTRIC CO 0.43 USD/SKARE ON 40,000 SHARES DUE 6/10/14		17,200.00	
06/10/14		Income	EXXON MOBIL CORP 0.89 USD/SKARE ON 21,000 SHARES DUE 6/10/14		14,490.00	
06/10/14		Income	HONEYWELL INTERNATIONAL INC 0.45 USD/SKARE ON 30,000 SHARES DUE 6/10/14		13,500.00	
06/10/14		Income	IBM CORP 1.10 USD/SKARE ON 10,000 SHARES DUE 6/10/14		11,000.00	
06/10/14		Income	JOHNSON & JOHNSON 0.70 USD/SKARE ON 54,000 SHARES DUE 6/10/14		37,800.00	
06/10/14		Income	NORFOLK SOUTHERN CORP 0.54 USD/SKARE ON 10,000 SHARES DUE 6/10/14		5,400.00	
06/12/14		Income	DUPONT DE NEMOURS & CO 0.45 USD/SKARE ON 20,000 SHARES DUE 6/12/14		9,000.00	
06/12/14		Income	MICROSOFT CORP 0.28 USD/SKARE ON 30,000 SHARES DUE 6/12/14		8,400.00	
06/12/14		Income	3M CO 0.855 USD/SKARE ON 15,000 SHARES DUE 6/12/14		12,825.00	



The Wasily Family Foundation, Inc.
EIN 13-3503227
Year Ended 6/30/14

<u>Name and Address</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
<u>a Paid during the year</u>				
Adamant Community Cultural Foundation 1241 Haggett Road Adamant, VT 05640		Public Charity	Unrestricted	10,000
Adamant Music School Gene Pica, Treasurer P.O. Box 22 Adamant, VT 05640		Public Charity	Unrestricted	50,000
Alexander Graham Bell 3417 Volta Place Washington, DC 20007		Public Charity	Unrestricted	25,000
Alex's Lemonade Stand 333 E. Lancaster Ave. #414 Wynnewood, PA 19096		Public Charity	Unrestricted	40,000
ALS Foundation 27001 Agoura Road - Suite 150 Calabasas Hills, CA 91301-5104		Public Charity	Unrestricted	40,000
Alzheimer's Association 919 North Michigan Avenue - Suite 1100 Chicago, IL 60611 - 1676		Public Charity	Unrestricted	50,000
American Cancer Society 1599 Clifton Road, NE Atlanta, GA 30329 - 4251		Public Charity	Unrestricted	40,000
American Heart Association 122 East 42nd Street New York, NY 10168-1898		Public Charity	Unrestricted	40,000
American Lung Association 1740 Broadway New York, NY 10019		Public Charity	Unrestricted	20,000
American Red Cross 150 Amsterdam Avenue New York, NY 10023		Public Charity	Unrestricted	30,000

The Wasily Family Foundation, Inc.
EIN 13-3503227
Year Ended 6/30/14

<u>Name and Address</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
<u>a Paid during the year</u>				
AMERICARES Mr. Robert Macauley - Chairman Donor Relations 161 Cherry Street New Canaan, CT 06840		Public Charity	Unrestricted	50,000 50,000
Arthritis Foundation 1330 West Peachtree Street- Suite 100 Atlanta, GA 30309		Public Charity	Unrestricted	40,000
Autism Speaks 5455 Wilshire Boulevard - Suite 2250 Los Angeles, CA 90036		Public Charity	Unrestricted	40,000
Beacon of Hope Lighthouse 116 East 16th Street, 5th Floor New York, NY 10003		Public Charity	Unrestricted	30,000
Bishop Loughlin Memorial High School 357 Clermont Avenue Brooklyn, NY 11238		Public Charity	Unrestricted	25,000
The Bowery Mission 132 Madison Avenue New York, NY 10016		Public Charity	Unrestricted	50,000
Boys Club of NY 287 East 10th Street New York, NY 10009		Public Charity	Unrestricted	50,000
Breast Cancer Research Foundation 60 Esat 56th Street, 8th Floor New York, NY 10022		Public Charity	Unrestricted	30,000
Calvary Hospital 1740 Eastchester Road New York, NY 10461		Public Charity	Unrestricted	40,000
Camp AMERIKIDS 88 Hamilton Avenue Stamford, CT 06902		Public Charity	Unrestricted	30,000

The Wasily Family Foundation, Inc.
EIN 13-3503227
Year Ended 6/30/14

<u>Name and Address</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
<u>a Paid during the year</u>				
Cardinal MCCloskey Services 2 Holland Avenue White Plains, NY 10603		Public Charity	Unrestricted	50,000
Channel Thirteen 450 West 33rd Street New York, NY 10001		Public Charity	Unrestricted	40,000
Child Find of America P.O. Box 277 New Paltz, NY 12561		Public Charity	Unrestricted	25,000
The Children's Aid Society 105 East 22nd Street New York, NY 10010		Public Charity	Unrestricted	40,000
City Harvest 575 8th Avenue, 4th Floor New York, NY 10018		Public Charity	Unrestricted	40,000
Covenant House 346 Wrst 17th Street New York, NY 10011-5002		Public Charity	Unrestricted	50,000
Cure Alzheimers Fund 34 Washington St., Suite 200 Wellesley Hills, MA 02481		Public Charity	Unrestricted	30,000
Cystic Fibrosis Foundation 6931 Arlington Road Bethesda, MD 20814		Public Charity	Unrestricted	30,000
Doctors Without Borders 6 East 39th Street, 8th Floor New York, NY 10016		Public Charity	Unrestricted	50,000

The Wasily Family Foundation, Inc.
EIN 13-3503227
Year Ended 6/30/14

<u>Name and Address</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
<u>a Paid during the year</u>				
Feeding America 35 East Wacker Drive, Suite 2000 Chicago, IL 60601		Public Charity	Unrestricted	25,000
Fisher House Foundation, Inc. 1401 Rockville Pike - Suite 600 Rockville, MD 20852		Public Charity	Unrestricted	50,000
The Fishers Center for Alzheimers 110 East 42nd Street 16th Floor New York, NY 10017		Public Charity	Unrestricted	30,000
Food Bank for New York City 355 Found Center Drive Bronx, NY 10474		Public Charity	Unrestricted	40,000
Food for the Poor 6401 Lyons Road Coconut Creek, FL 33073		Public Charity	Unrestricted	30,000
Franciscan Friars of Atonement Graymoor, Route 9 P. O. Box 300 Garrison, NY 10524 - 0300		Public Charity	Unrestricted	50,000
Good Sheperd Family Services 305 Seventh Avenue New York, NY 10001		Public Charity	Unrestricted	20,000 40,000
Guide Dog Foundation 371 East Jericho Turnpike Smithtown, NY 11787		Public Charity	Unrestricted	30,000
Heartshare Wellness Clinic 12 Metrotech Center, 29th Fl Brooklyn, NY 11201		Public Charity	Unrestricted	35,000
Hour Children 13-07 37th Avenue Queens, NY 11101		Public Charity	Unrestricted	25,000

The Wasily Family Foundation, Inc.
EIN 13-3503227
Year Ended 6/30/14

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<u>a Paid during the year</u>				
Incarnation Children's Center 142 Audubon Avenue New York, NY 10032		Public Charity	Unrestricted	25,000
International Rescue Committee 122 East 42nd Street New York, NY 10168		Public Charity	Unrestricted	50,000
Intrepid Fallen Heroes Fund One Intrepid Square West 46th Street & 12th Avenue New York, NY 10036		Public Charity	Unrestricted	50,000
Kids In Crisis One Salem Street Cos Cob, CT 06807		Public Charity	Unrestricted	40,000
Lighthouse 111 East 59th Street New York, NY 10022-1202		Public Charity	Unrestricted	40,000
Little Sisters of the Poor 110-30 221st Street Queens Village, NY 11429-2597		Public Charity	Unrestricted	30,000
Little Sisters of the Poor - Jeanne 110-30 221st Street Queens Village, NY 11429 - 2597		Public Charity	Unrestricted	35,000
Lustgaren Foundation 1111 Stewart Ave Bethpage, NY 11714		Public Charity	Unrestricted	50,000
Make a Wish Foundation 1111 Maecus Avenue, Suite LL22 Lake Success, NY 11042		Public Charity	Unrestricted	20,000
March of Dimes of Greater New York 1275 Mamaroneck Avenue White Plains, NY 10605		Public Charity	Unrestricted	20,000

The Wasily Family Foundation, Inc.
EIN 13-3503227
Year Ended 6/30/14

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<u>a Paid during the year</u>				
Meals on Wheels 415 East 93rd Street New York, NY 10128		Public Charity	Unrestricted	30,000
Medical Mission for Children 35 Getty Avenue Building 400 Paterson, NJ 07503		Public Charity	Unrestricted	20,000
Medical Teams International 14150 SW Milton Court Tigard, OR 97224		Public Charity	Unrestricted	40,000
Memorial Sloan Kettering 1275 York Avenue New York, NY 10021		Public Charity	Unrestricted	40,000
Metropolitan Hospice of Greater NY 6323 7th Avenue Brooklyn, NY 11220		Public Charity	Unrestricted	20,000
Mind Builders Creative Arts, Inc. 3415 Olinville Avenue Bronx, NY 10467		Public Charity	Unrestricted	20,000
National Children's Leukemia 7316 Avenue U Brooklyn, NY 11234		Public Charity	Unrestricted	20,000
National Down Syndrome Society 666 Broadway, 8th Floor New York, NY 10012		Public Charity	Unrestricted	50,000
Nature Conservancy 4245 North Fairfax Drive, Suite 100 Arlington, VA 22203		Public Charity	Unrestricted	25,000
New York Foundling Hospital 590 Avenue of the Americas New York, NY 10011		Public Charity	Unrestricted	50,000

The Wasily Family Foundation, Inc.
EIN 13-3503227
Year Ended 6/30/14

<u>Name and Address</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
<u>a Paid during the year</u>				
The New York Society for the Prevention of Cruelty to Children 161 William Street New York, NY 10038		Public Charity	Unrestricted	40,000
NY Cares 65 Broadway 19th Floor New York, NY 10006		Public Charity	Unrestricted	25,000
NY Special Olympics 504 Balltown Road Schenectady, NY 12304-2290		Public Charity	Unrestricted	25,000
NYU Hospitals Center 1275 York Avenue New York, NY 10021		Public Charity	Unrestricted	40,000
One Acre Fund 1742 Tatum St. Falcon Heights, MN 55113		Public Charity	Unrestricted	30,000
One Heartland 4425 N. Port Washington Rd. - Suite 107 Milwaukee, WI 53212		Public Charity	Unrestricted	40,000
Operation Smile 6435 Tidewater Drive Norfolk, VA 23509		Public Charity	Unrestricted	40,000
Padre PIO Shelter - St. Francis House 427 East 155th Street Bronx, NY 10455		Public Charity	Unrestricted	30,000
Parkinson's Disease Foundation 710 West 168th Street New York, NY 10032		Public Charity	Unrestricted	50,000
Paulist Church Homeless Banquets The Church of St. Paul the Apostle 415 West 59th Street New York, NY 10019		Public Charity	Unrestricted	20,000

The Wasily Family Foundation, Inc.
EIN 13-3503227
Year Ended 6/30/14

<u>Name and Address</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
<u>a Paid during the year</u>				
Providence House 703 Lexington Avenue Brooklyn, NY 11221		Public Charity	Unrestricted	25,000
Resource Center for Community Development Directors of Developments 421 East 155th Street P.O. Box 954 Bronx, NY 10455		Public Charity	Unrestricted	20,000
St. Dominic's Family Service 343 East 137th Street Bronx, NY 10454 - 3903		Public Charity	Unrestricted	50,000
Saint Francis Breadline 135 West 31st Street New York, NY 10001		Public Charity	Unrestricted	40,000
St. Jude Children's Research 501 St. Judes Place Memphis, TN 38105		Public Charity	Unrestricted	50,000
Salvation Army 120 West 14th Street New York, NY 10011-7393		Public Charity	Unrestricted	50,000
Semper FI Fund 825 College Blvd, Suite 102 PMB 609 Oceanside, CA 92057		Public Charity	Unrestricted	50,000
Servants of Relief for Incurable Cancer 600 Linda avenue Hawthorne, NY 10532		Public Charity	Unrestricted	50,000
Spence Chapin Family Services 6 East 94th Street New York, NY 10128 - 0698		Public Charity	Unrestricted	50,000
Third Street Music School 235 East 11th Street New York, NY 10003		Public Charity	Unrestricted	20,000

The Wasily Family Foundation, Inc.
EIN 13-3503227
Year Ended 6/30/14

<u>Name and Address</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
<u>a Paid during the year</u>				
Unbound P.O. Box 219114 Kansas City MO 64121		Public Charity	Unrestricted	50,000
UNICEF 333 East 38th Street New York, NY 10016		Public Charity	Unrestricted	30,000
United Cerebral Palsy 80 Maiden Lane, 8th Floor New York, NY 10038		Public Charity	Unrestricted	25,000
The V Foundation 106 Towerview Court Cary, NC 27513		Public Charity	Unrestricted	40,000
York Street Project Jersey City, NJ 89 York Street Jersey City, NJ 07302		Public Charity	Unrestricted	20,000
YWCA 610 Lexington Avenue New York, NY 10022-6053		Public Charity	Unrestricted	40,000
			TOTAL	<u><u>3,135,000</u></u>

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► 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 ☒
- 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, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE WASILY FAMILY FOUNDATION	Employer identification number (EIN) or 13-3503227
	Number, street, and room or suite no. If a P.O. box, see instructions. 2711 CENTERVILLE ROAD, PMB 1041	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions WILMINGTON DE 19808	

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-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

MARGARET MOLONEY
2711 CENTERVILLE ROAD, PMB 1041

- The books are in the care of ► **WILMINGTON**

DE 19808Telephone No ► **631-979-2142**FAX No ► **631-979-2146**

- 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 **02/15/15**, 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 **07/01/13**, and ending **06/30/14**

- 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	\$	59,703
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	\$	11,703
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	\$	48,000

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

DAA