Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01, 2013, and ending 06/30, 2014

Name of foundation: 31-15C039572631 BARBARA & WILLIAM ROSENTHAL FAMILY FOUNDATION

A Employer identification number: 22-6753977

Number and street (or P O box number if mail is not delivered to street address): ONE COURT SQUARE 19TH FLOOR

Room/suite:

B Telephone number (see instructions): - -

City or town, state or province, country, and ZIP or foreign postal code: LONG ISLAND CITY, NY 11120

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ 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 ▶ ☐

H Check type of organization: [X] 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) ▶ $ 7,922,331.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____ (Part I, column (d) must be on cash basis.)

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)	116,816.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	177,248.	178,717.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	172,571.			
	b Gross sales price for all assets on line 6a 1,050,962.				
	7 Capital gain net income (from Part IV, line 2)		172,579.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	466,635.	351,296.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	60,307.	30,154.		30,153.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	3,840.	2,355.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,456.	NONE	NONE	2,456.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 3	385.			385.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	66,988.	32,509.	NONE	32,994.
	25 Contributions, gifts, grants paid	300,000.			300,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	366,988.	32,509.	NONE	332,994.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	99,647.			
	b **Net investment income** (if negative, enter -0-)		318,787.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	278,165.	268,380.	268,380.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 4	6,003,686.	5,992,670.	7,653,951.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,281,851.	6,261,050.	7,922,331.
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)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	6,281,851.	6,236,328.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		24,722.	
30	Total net assets or fund balances (see instructions)	6,281,851.	6,261,050.	
31	Total liabilities and net assets/fund balances (see instructions)	6,281,851.	6,261,050.	

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	6,281,851.
2	Enter amount from Part I, line 27a	2	99,647.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	420.
4	Add lines 1, 2, and 3	4	6,381,918.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	120,868.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,261,050.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,050,962.		878,383.	172,579.
b				
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				172,579.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	172,579.
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	301,536.	6,629,008.	0.045487
2011	285,865.	6,088,445.	0.046952
2010	235,044.	5,824,514.	0.040354
2009	201,801.	4,743,560.	0.042542
2008	207,501.	4,109,909.	0.050488

2	**Total** of line 1, column (d)	2	0.225823
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	0.045165
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,516,491.
5	Multiply line 4 by line 3	5	339,482.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,188.
7	Add lines 5 and 6	7	342,670.
8	Enter qualifying distributions from Part XII, line 4	8	332,994.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	6,376.
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	
3	Add lines 1 and 2	3	6,376.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	6,376.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 3,840.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,840.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** pd. via. EFTPS ▶	9	2,536.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ NONE **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 7 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . . . ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . . 5b N/A
Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . N/A . . ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . 6b X (No)
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . . 7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CITIBANK N.A. ONE COURT SQUARE-19TH FLOOR, LONG ISLAND CITY, NY 111	TRUSTEE, AS REQ'	60,307.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	7,305,652.
b	Average of monthly cash balances	1b	325,303.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	7,630,955.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,630,955.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	114,464.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,516,491.
6	**Minimum investment return.** Enter 5% of line 5	6	375,825.

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	375,825.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,376.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,376.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	369,449.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	369,449.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	369,449.

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	332,994.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	332,994.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	332,994.

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				369,449.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			295,681.	
b Total for prior years 20 11 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 NONE				
b From 2009 NONE				
c From 2010 NONE				
d From 2011 NONE				
e From 2012 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 332,994.				
a Applied to 2012, but not more than line 2a			295,681.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				37,313.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE .	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				332,136.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 NONE				
b Excess from 2010 NONE				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT	NONE	N/A	GENERAL CHARITABLE PURPOSES	300,000.
Total . . . . ▶ **3a**				300,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	177,248.	
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			18	172,571.	
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)				349,819.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 349,819.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee	Date	Title
[signature]	10/27/2014	Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]			P00353001

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST 6TH FL STE A PROVIDENCE, RI 02903-2321 — Phone no 800-770-8444

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	Employer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

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 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ _______________

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

Name of organization: 31-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number: 22-6753977

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	BARBARA BAKWIN ROSENTHAL TRUST ONE COURT SQUARE-19TH FLOOR LONG ISLAND CITY, NY 11120	$ 116,816.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: 31-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number: 22-6753977

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	210 SHARES OF CHEVRON 2775 SHARES OF GENERAL ELECTRIC 142 SHARES OF IBM	$ 116,816.	12/27/2013

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust: 31-15C039572631 BARBARA & WILLIAM ROSENTHAL

Employer identification number: 22-6753977

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	279,213.	232,715.	3.	46,501.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	46,501.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	770,557.	645,883.		124,674.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	1,404.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	126,078.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			46,501.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			126,078.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			36.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			172,579.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution· *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 18b, col (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24. If zero or less, enter -0-			26			
27	Subtract line 26 from line 21. If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0- This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949** — **Sales and Other Dispositions of Capital Assets**

Department of the Treasury Internal Revenue Service

▶ Information about Form 8949 and its separate instructions is at www irs gov/form8949

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: 31-15C039572631 BARBARA & WILLIAM ROSENTHAL

Social security number or taxpayer identification number: 22-6753977

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
285. ABBOTT LABS	01/08/2013	08/02/2013	10,496.00	8,955.00			1,541 00
581 AECOM TECHNOLOGY CORP	06/28/2013	05/01/2014	18,721.00	18,364.00			357.00
440 ALLIANT CORP	01/08/2013	07/12/2013	22,882.00	19,505.00			3,377 00
7 ALLSTATE CORP	09/13/2013	05/28/2014	408.00	351.00			57.00
11. ALLSTATE CORP '	09/13/2013	06/06/2014	653.00	551.00			102.00
6. AMERICAN WTR WKS CO INC	07/12/2013	05/28/2014	285.00	251.00			34.00
10. AMERICAN WTR WKS CO IN	07/12/2013	06/06/2014	481.00	418.00			63.00
4 AMERIPRISE FINANCIAL IN	01/30/2014	05/28/2014	444.00	428.00			16.00
7 AMERIPRISE FINANCIAL IN	01/30/2014	06/06/2014	827 00	748.00			79.00
1180. APPLIED MATERIALS IN	01/08/2013	10/18/2013	21,221.00	12,925.00			8,296.00
1. BLACKROCK INC	05/01/2014	05/28/2014	303.00	302.00			1 00
1. BLACKROCK INC	05/01/2014	06/06/2014	314 00	302.00			12.00
1. CF INDS HLDGS INC	06/14/2013	05/28/2014	244.00	184.00			60 00
2. CF INDS HLDGS INC	06/14/2013	06/06/2014	492.00	369.00			123.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000

Form **8949** (2013)

Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074 **2013** Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
6. CELGENE CORP 00	06/05/2014	06/06/2014	963.00	969.00			-6 00
1213. CORNING INC	08/02/2013	10/25/2013	20,801.00	18,712.00			2,089.00
7 GAP INC. DEL	06/28/2013	05/28/2014	285.00	293 00			-8.00
13 GAP INC. DEL	06/28/2013	06/06/2014	546.00	544.00			2.00
14. HOME DEPOT INC	09/19/2013	05/28/2014	1,115.00	1,096.00			19.00
23. HOME DEPOT INC	09/19/2013	06/06/2014	1,857.00	1,800 00			57.00
185 HUMANA INC	01/08/2013	09/19/2013	17,490.00	13,932.00			3,558.00
785 INTEL CORP	11/02/2012	08/02/2013	18,078.00	17,380.00			698.00
316. INTEL CORP	11/02/2012	10/11/2013	7,314.00	6,996.00			318.00
4. KIMBERLY-CLARK CORP COM	11/22/2013	05/28/2014	442.00	436.00			6 00
7. KIMBERLY-CLARK CORP COM	11/22/2013	06/06/2014	781.00	764.00			17.00
7. MACYS INC	09/19/2013	05/28/2014	409.00	318.00			91.00
12 MACYS INC	09/19/2013	06/06/2014	718.00	546.00			172.00
10. MEDTRONIC INC	11/22/2013	05/28/2014	604.00	574.00			30.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

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Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www irs gov/form8949

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
16. MEDTRONIC INC	11/22/2013	06/06/2014	1,001.00	918.00			83.00
3. NIKE INC CL B	06/14/2013	05/28/2014	229.00	186.00			43 00
5. NIKE INC CL B	06/14/2013	06/06/2014	382.00	310.00			72 00
7. NORTHROP GRUMMAN CORP	06/28/2013	05/28/2014	841.00	584.00			257.00
12. NORTHROP GRUMMAN CORP	06/28/2013	06/06/2014	1,488.00	1,001.00			487.00
3. PPG INDUSTRIES INC (PA)	07/12/2013	05/28/2014	600 00	471.00			129.00
5. PPG INDUSTRIES INC (PA)	07/12/2013	06/06/2014	1,023.00	786.00			237.00
400. PERKINELMER INC	02/27/2013	08/22/2013	14,544.00	13,708.00			836.00
30. PHILIP MORRIS INTL INC	01/08/2013	11/22/2013	2,605.00	2,589.00			16 00
21. REGIONS FINL CORP NEW	07/26/2013	05/28/2014	212 00	215.00	W	3.00	
35. REGIONS FINL CORP NEW	07/26/2013	06/06/2014	371.00	358.00			13 00
60. TARGET CORP	01/08/2013	12/16/2013	3,729.00	3,647.00			82 00
290. THERMO ELECTRON CORP	01/08/2013	07/12/2013	25,560.00	18,037.00			7,523.00
500. TORCHMARK CORP	02/27/2013	07/26/2013	35,081 00	26,789.00			8,292 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074 **2013** Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
2. UNION PAC CORP	10/25/2013	05/28/2014	395.00	306.00			89.00
4. UNION PAC CORP	10/25/2013	06/06/2014	804.00	306.00			498 00
4. UNITED TECHNOLOGIES CP	02/06/2014	05/28/2014	465.00	438.00			27.00
7. UNITED TECHNOLOGIES CP	02/06/2014	06/06/2014	831.00	766.00			65.00
7. UNUMPROVIDENT CORP	07/26/2013	05/28/2014	236.00	221.00			15.00
11 UNUMPROVIDENT CORP	07/26/2013	06/06/2014	388.00	347.00			41.00
18. VERIZON COMMUNICATIONS	12/19/2013	05/28/2014	895 00	873.00			22.00
30 VERIZON COMMUNICATIONS	12/19/2013	06/06/2014	1,476.00	1,455.00			21.00
3. VISA INC-CLASS A SHARES	03/27/2014	05/28/2014	642.00	645.00			-3.00
6. VISA INC-CLASS A SHARES	03/27/2014	06/06/2014	1,278.00	1,289.00			-11.00
5. ENSCO PLC	06/14/2013	05/28/2014	256.00	293.00			-37.00
8. ENSCO PLC	06/14/2013	06/06/2014	415.00	469.00			-54.00
215 EVEREST RE GROUP LTD	06/14/2013	05/22/2014	34,292.00	27,695.00			6,597.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			279,213.	232,715.		3.	46,501

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions Form **8949** (2013)

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
800 AFLAC INC	01/08/2013	02/21/2014	49,722.00	40,764.00			8,958 00
4. AGCO CORP	01/08/2013	05/28/2014	216.00	201 00			15.00
7. AGCO CORP	01/08/2013	06/06/2014	389.00	352.00			37.00
359. AGCO CORP	01/08/2013	06/19/2014	19,920.00	16,525.00			3,395.00
1370. AT&T INC	01/08/2013	01/09/2014	45,996.00	48,035.00			-2,039.00
6 AETNA US HEALTHCARE -	01/08/2013	05/28/2014	462.00	269.00			193.00
10. AETNA US HEALTHCARE -	01/08/2013	06/06/2014	794.00	448.00			346.00
17. ALTRIA GROUP INC	05/09/2013	05/28/2014	693.00	617.00			76.00
28 ALTRIA GROUP INC	05/09/2013	06/06/2014	1,158.00	1,016 00			142.00
9 AMGEN INC	01/08/2013	05/28/2014	1,046.00	788.00			258 00
15. AMGEN INC	01/08/2013	06/06/2014	1,763.00	1,313.00			450.00
3. APPLE COMPUTER INC	11/02/2012	05/28/2014	1,879.00	1,756.00			123 00
6. APPLE COMPUTER INC	11/02/2012	06/06/2014	3,890.00	502.00			3,388.00
5 BERKSHIRE HATHAWAY INC-	01/08/2013	05/28/2014	637 00	466.00			171 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number

31-15C039572631 BARBARA & WILLIAM ROSENTHAL | 22-6753977

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
9. BERKSHIRE HATHAWAY INC-	01/08/2013	06/06/2014	1,156 00	838 00			318 00
10. BOEING CO	05/09/2013	05/28/2014	1,347.00	945.00			402 00
17. BOEING CO	05/09/2013	06/06/2014	2,345 00	1,607.00			738.00
13 CBS CORP CL B NEW	01/08/2013	05/28/2014	784.00	489.00			295.00
22 CBS CORP CL B NEW	01/08/2013	06/06/2014	1,328.00	828.00			500.00
8. CBRE GROUP INC	05/09/2013	05/28/2014	237.00	195.00			42.00
13. CBRE GROUP INC	05/09/2013	06/06/2014	397.00	317.00			80.00
5. CIGNA CORP	01/08/2013	05/28/2014	448.00	272.00			176.00
8. CIGNA CORP	01/08/2013	06/06/2014	723.00	434.00			289 00
164. CIGNA CORP	01/08/2013	06/19/2014	14,962.00	8,716.00			6,246.00
228. CIGNA CORP	11/02/2012	06/19/2014	20,817.00	12,086.00			8,731 00
16. CVS CORPORATION (DEL)	01/08/2013	05/28/2014	1,239 00	796.00			443.00
27. CVS CORPORATION (DEL)	01/08/2013	06/06/2014	2,129.00	1,344.00			785.00
6. CAPITAL ONE FINL CORP	02/27/2013	05/28/2014	471.00	309.00			162.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

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[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
11. CAPITAL ONE FINL CORP	02/27/2013	06/06/2014	887.00	566 00			321.00
6. CARDINAL HEALTH INC	01/08/2013	05/28/2014	416.00	256.00			160.00
11. CARDINAL HEALTH INC	01/08/2013	06/06/2014	778.00	470.00			308 00
1. CELGENE CORP 00	02/27/2013	05/28/2014	156.00	102.00			54.00
28 CENTERPOINT ENERGY INC	11/02/2012	05/28/2014	671.00	607.00			64 00
46. CENTERPOINT ENERGY INC	11/02/2012	06/06/2014	1,109.00	998.00			111.00
11. CHEVRONTEXACO CORP	11/02/2012	05/28/2014	1,354.00	1,193.00			161.00
19 CHEVRONTEXACO CORP	11/02/2012	06/06/2014	2,366.00	2,061 00			305.00
43. CISCO SYS INC	01/08/2013	05/28/2014	1,069.00	868 00			201.00
71. CISCO SYS INC	01/08/2013	06/06/2014	1,761.00	1,433.00			328.00
30. COMCAST CORP NEW CL A	01/08/2013	05/28/2014	1,549.00	1,135.00			414.00
49. COMCAST CORP NEW CL A	01/08/2013	06/06/2014	2,583.00	1,853.00			730.00
10. CONOCOPHILLIPS	01/08/2013	05/28/2014	799.00	584.00			215.00
16. CONOCOPHILLIPS	01/08/2013	06/06/2014	1,295.00	935.00			360.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

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[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
11 DISCOVER FINL SVCS	03/14/2013	05/28/2014	644 00	471 00			173.00
18. DISCOVER FINL SVCS	03/14/2013	06/06/2014	1,106.00	771.00			335.00
3. DOVER CORP	01/08/2013	05/28/2014	262.00	167.00			95.00
5. DOVER CORP	01/08/2013	06/06/2014	443.00	278.00			165.00
2. ENERGIZER HLDGS INC	05/09/2013	05/28/2014	229.00	200.00			29.00
3. ENERGIZER HLDGS INC	05/09/2013	06/06/2014	353.00	300.00			53.00
18. EXXON MOBIL CORP	07/12/1974	05/28/2014	1,829.00	6.00			1,823.00
30 EXXON MOBIL CORP	07/12/1974	06/06/2014	3,046.00	9 00			3,037.00
1. FREEPORT MCMORAN COPPER	11/02/2012	05/28/2014	34.00	39.00			-5.00
17. FREEPORT MCMORAN COPPE	11/02/2012	06/06/2014	592 00	671.00			-79.00
84. GENERAL ELEC CO.	01/01/2011	05/28/2014	2,232.00				2,232.00
140. GENERAL ELEC CO.	01/01/2011	06/06/2014	3,793.00				3,793.00
1. GOOGLE INC CL A	05/09/2013	05/28/2014	572.00	437.00			135.00
1. GOOGLE INC CL A	05/09/2013	06/06/2014	565.00	437.00			128.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
31-15C039572631 BARBARA & WILLIAM ROSENTHAL	22-6753977

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1. GOOGLE INC	05/09/2013	05/28/2014	563.00	438.00			125.00
1. GOOGLE INC	05/09/2013	06/06/2014	556.00	438.00			118 00
4. HELMERICH & PAYNE INC	01/08/2013	05/28/2014	431.00	226.00			205.00
7. HELMERICH & PAYNE INC	01/08/2013	06/06/2014	779.00	396.00			383.00
7 ITT CORP NEW	01/08/2013	05/28/2014	311.00	171.00			140.00
12 ITT CORP NEW	01/08/2013	06/06/2014	537.00	293.00			244.00
14 INTEL CORP	11/02/2012	05/28/2014	376.00	310.00			66.00
23. INTEL CORP	11/02/2012	06/06/2014	648.00	509.00			139.00
7 INTERNATIONAL BUSINESS	11/02/2012	05/28/2014	1,282.00	1,365.00			-83 00
11. INTERNATIONAL BUSINESS	11/02/2012	06/06/2014	2,052 00	2,144.00			-92.00
23. J. P . MORGAN CHASE &	05/09/2013	05/28/2014	1,273.00	1,128.00			145.00
38. J. P . MORGAN CHASE &	05/09/2013	06/06/2014	2,169.00	1,864.00			305.00
19. KIMCO REALTY CORP COM	11/02/2012	05/28/2014	432.00	375.00			57.00
31. KIMCO REALTY CORP COM	11/02/2012	06/06/2014	724.00	612.00			112.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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125. KNOWLES CORP	01/08/2013	03/20/2014	4,003.00	2,519 00			1,484.00
11. LILLY ELI & CO. COM	11/02/2012	05/28/2014	659.00	537.00			122 00
18. LILLY ELI & CO. COM	11/02/2012	06/06/2014	1,071.00	879 00			192 00
6. MARATHON PETE CORP	01/08/2013	05/28/2014	526.00	365.00			161.00
10 MARATHON PETE CORP	01/08/2013	06/06/2014	876.00	608.00			268.00
11. MERCK & CO INC NEW	11/02/2012	05/28/2014	622.00	508 00			114 00
18. MERCK & CO INC NEW	11/02/2012	06/06/2014	1,040.00	832 00			208 00
49. MICROSOFT CORP	11/02/2012	05/28/2014	1,960 00	1,450.00			510.00
82. MICROSOFT CORP	11/02/2012	06/06/2014	3,391.00	2,426.00			965.00
5. MONSANTO CO NEW	03/21/2013	05/28/2014	602.00	506 00			96.00
8. MONSANTO CO NEW	03/21/2013	06/06/2014	974.00	810.00			164.00
31. ORACLE CORP	01/08/2013	05/28/2014	1,294.00	1,060.00			234.00
52 ORACLE CORP	01/08/2013	06/06/2014	2,212.00	1,778.00			434.00
270 PETSMART INC	01/08/2013	01/09/2014	18,519.00	18,176.00			343.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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32. PFIZER INC.	01/08/2013	05/28/2014	949.00	837.00			112.00
53. PFIZER INC	01/08/2013	06/06/2014	1,559.00	1,387.00			172.00
465. PHILIP MORRIS INTL IN	11/02/2012	11/22/2013	40,371.00	40,646.00			-275.00
5. PHILLIPS 66	01/08/2013	05/28/2014	412.00	258.00			154.00
8. PHILLIPS 66	01/08/2013	06/06/2014	674.00	412.00			262.00
8. PROCTOR & GAMBLE CO	05/09/2013	05/28/2014	641.00	626.00			15 00
13. PROCTOR & GAMBLE CO	05/09/2013	06/06/2014	1,040.00	1,016.00			24 00
6. PRUDENTIAL FINANCIAL IN	11/02/2012	05/28/2014	494.00	346.00			148.00
11. PRUDENTIAL FINANCIAL I	11/02/2012	06/06/2014	984.00	634 00			350.00
7 QUALCOMM INC	03/21/2013	05/28/2014	563.00	456.00			107.00
12. QUALCOMM INC	03/21/2013	06/06/2014	961.00	782.00			179 00
6. RAYTHEON COMPANY	11/02/2012	05/28/2014	581.00	343.00			238 00
10. RAYTHEON COMPANY	11/02/2012	06/06/2014	986.00	572.00			414 00
825. TARGET CORP	11/02/2012	12/16/2013	51,276.00	51,957 00			-681.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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4. TIME WARNER CABLE	11/02/2012	05/28/2014	559.00	395.00			164.00
6 TIME WARNER CABLE	11/02/2012	06/06/2014	859.00	593.00			266.00
13. U S BANCORP DEL COM NE	11/02/2012	05/28/2014	543.00	436.00			107 00
22. U S BANCORP DEL COM NE	11/02/2012	06/06/2014	944.00	738.00			206.00
10 UNITEDHEALTH GROUP INC	11/02/2012	05/28/2014	786.00	563.00			223.00
17. UNITEDHEALTH GROUP INC	11/02/2012	06/06/2014	1,356.00	957.00			399.00
6. VALERO ENERGY CORP COM	01/08/2013	05/28/2014	327.00	190.00			137 00
10. VALERO ENERGY CORP COM	01/08/2013	06/06/2014	553.00	316.00			237.00
500. VANGUARD BD IDX FD TO ETF	04/28/2011	10/04/2013	40,320.00	40,425.00			-105.00
1000. VANGUARD BD IDX FD T ETF	04/28/2011	04/04/2014	81,029.00	78,137.00			2,892.00
500. VANGUARD BD IDX FD TO ETF	01/13/2006	05/01/2014	40,781.00	38,020.00			2,761.00
500. VANGUARD BD IDX FD TO ETF	01/13/2006	05/15/2014	41,064.00	38,020.00			3,044.00
500. VANGUARD BD IDX FD TO ETF	01/13/2006	06/02/2014	41,010 00	38,020.00			2,990.00
650. VANGUARD SMALL-CAP ET	12/26/2007	01/02/2014	71,115.00	45,682.00			25,433.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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100. VANGUARD SMALL-CAP ET	12/26/2007	04/02/2014	11,462 00	7,028 00			4,434 00
250. VANGUARD SMALL-CAP ET	12/30/2008	05/28/2014	27,776.00	10,095.00			17,681.00
9. VIACOM INC CL B NEW	01/08/2013	05/28/2014	769.00	509.00			260.00
14. VIACOM INC CL B NEW	01/08/2013	06/06/2014	1,226.00	792.00			434.00
526. WAL MART STORES INC	11/02/2012	11/22/2013	41,724.00	38,439.00			3,285.00
13. WAL MART STORES INC	11/02/2012	05/28/2014	985.00	950.00			35.00
21. WAL MART STORES INC	11/02/2012	06/06/2014	1,626.00	1,535.00			91.00
21. WELLS FARGO & COMPANY	01/08/2013	05/28/2014	1,060 00	727.00			333 00
36 WELLS FARGO & COMPANY	01/08/2013	06/06/2014	1,869.00	1,246 00			623.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			770,557.	645,883.			124,674.

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FEDERAL CAPITAL GAIN DISTRIBUTIONS

LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

KIMCO REALTY CORP COM	87.00	
VANGUARD BD IDX FD INC SHORT TERM BD	458.00	
VANGUARD BD IDX FD TOTAL BD MKT ETF	824.00	
TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS		1,368.00
TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS		1,368.00

BARBARA & WILLIAM ROSENTHAL FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

DATE	AMOUNT	RECIPIENT NAME	RELATIONSHIP	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT
05/09/2014	(15000 00)	LEUKEMIA AND LYMPHOMA SOCIETY	NONE	N/A	UNRESTRICTED GIFT
05/09/2014	(10000 00)	RENAISSANCE FOUNDATION	NONE	N/A	UNRESTRICTED GIFT
05/09/2014	(15000.00)	EAST COAST ASSISTANCE DOGS- ECAD	NONE	N/A	UNRESTRICTED GIFT
05/09/2014	(50000.00)	LITTLE BIT	NONE	N/A	UNRESTRICTED GIFT
05/09/2014	(50000.00)	WOUNDED WARRIOR PROJECT	NONE	N/A	UNRESTRICTED GIFT
05/09/2014	(20000 00)	NAOMI BERRIE DIABETES CENTER	NONE	N/A	UNRESTRICTED GIFT
05/09/2014	(25000.00)	RAINN- RAPE ABUSE AND INCEST NATI	NONE	N/A	UNRESTRICTED GIFT
05/09/2014	(50000.00)	AMAC- ASSOCIATION IN MANHATTAN FOR AUTI	NONE	N/A	UNRESTRICTED GIFT
05/09/2014	(25000.00)	REEL WORKS	NONE	N/A	UNRESTRICTED GIFT
05/09/2014	(25000 00)	DOMESTIC ABUSE WOMEN'S NETWORK (DAW	NONE	N/A	UNRESTRICTED GIFT
05/09/2014	(15000 00)	MARY HELEN HICKMAN GUILD-SEATTLE CHIL	NONE	N/A	UNRESTRICTED GIFT
	(300,000.00)				

ACCOUNT SUMMARY

Reference Currency USD

ASSET ALLOCATION - PRINCIPAL AND INCOME

	TOTAL	PRINCIPAL		INCOME	
	Total Value	Market Value	Accrued Interest/Dividend	Market Value	Accrued Interest/Dividend
Cash	268,389.00	243,657.35	8.91	24,722 30	0.44
Fixed Income	1,522,169.90	1,521,556 45	613.45	—	—
Equities	6,154,154.49	6,132,394.58	21,759.91	—	—
Hedge Funds	—	—	—	—	—
Private Equity	—	—	—	—	—
Real Estate	—	—	—	—	—
Commodities	—	—	—	—	—
Other Assets	—	—	—	—	—
Total	**7,944,713.39**	**7,897,608.38**	**22,382.27**	**24,722.30**	**0.44**

Total Value = Market Value + Accrued Interest + Accrued Dividend

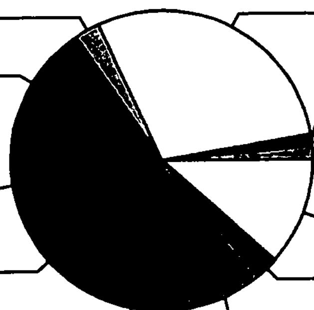
CASH ACTIVITY - PRINCIPAL AND INCOME

	TOTAL ACTIVITY		PRINCIPAL ACTIVITY		INCOME ACTIVITY	
	This Period	Year to Date	This Period	Year to Date	This Period	Year to Date
Opening Cash Balance	**188,783.31**	**351,935.52**	**188,324.81**	**247,813.75**	**458.50**	**104,121.77**
Cash Deposits	—	147,860 49	—	147,860.49	—	—
Cash Withdrawals	—	(450,316 49)	—	(300,000 00)	—	(150,316.49)
Assets Purchased	(122,808.04)	(506,259.48)	(122,808.04)	(506,259.48)	—	—
Assets Sold	182,211.65	676,279.07	182,211.65	676,279.07	—	—
Income Received	26,366.58	82,001.21	—	—	26,366.58	82,001.21
Taxes / Fees / Miscellaneous	(6,173.85)	(33,120.67)	(4,071.07)	(22,036.48)	(2,102.78)	(11,084 19)
Closing Cash Balance	**268,379.65**	**268,379.65**	**243,657.35**	**243,657.35**	**24,722.30**	**24,722.30**

EQUITY INVESTMENTS ANALYSIS

Reference Currency. USD

SECTOR ALLOCATION



Sector Name	Market Value	% Total
Consumer Discretionary	709,069.73	11 56 %
Consumer Staples	150,484.26	2 45 %
Energy	509,050 80	8.30 %
Financials	728,932.91	11.89 %
Foreign Equities	—	—
Health Care	530,971.50	8 66 %
Industrials	561,896 14	9.16 %
Information Technology	825,418 48	13.46 %
Materials	159,898 95	2.61 %
Miscellaneous - Foreign	—	—
Other	1,796,911.50	29 30 %
Telecommunication Services	74,080 02	1 21 %
Utilities	85,680 29	1.40 %
Total	**6,132,394.58**	**100%**

Values less than 1% not graphed.

TOP TEN HOLDINGS BY VALUE

Description	Sector	Market Value	% Total	Yield
ISHARES MSCI EAFE ETF	Other	666,607 50	10.87 %	3 26%
VANGUARD TAX-MANAGED I	Other	494,044 00	8 06 %	3.10%
VANGUARD FTSE EMERGING	Other	431,300.00	7.03 %	2 51%
VANGUARD SMALL-CAP	Other	204,960.00	3.34 %	1 22%
GENERAL ELECTRIC CO	Industrials	187,402 68	3.06 %	3 35%
APPLE INC	Information Technology	186,045.86	3.03 %	2.02%
MICROSOFT CORP	Information Technology	173,430.30	2.83 %	2.69%
EXXON MOBIL CORP	Energy	152,530.20	2.49 %	2 74%
COMCAST CORP CL A	Consumer Discretionary	134,522.08	2.19 %	1.68%
CHEVRON CORP	Energy	125,197 45	2 04 %	3 28%
Total		**2,756,040.07**	**44.94 %**	

FIXED INCOME INVESTMENTS ANALYSIS

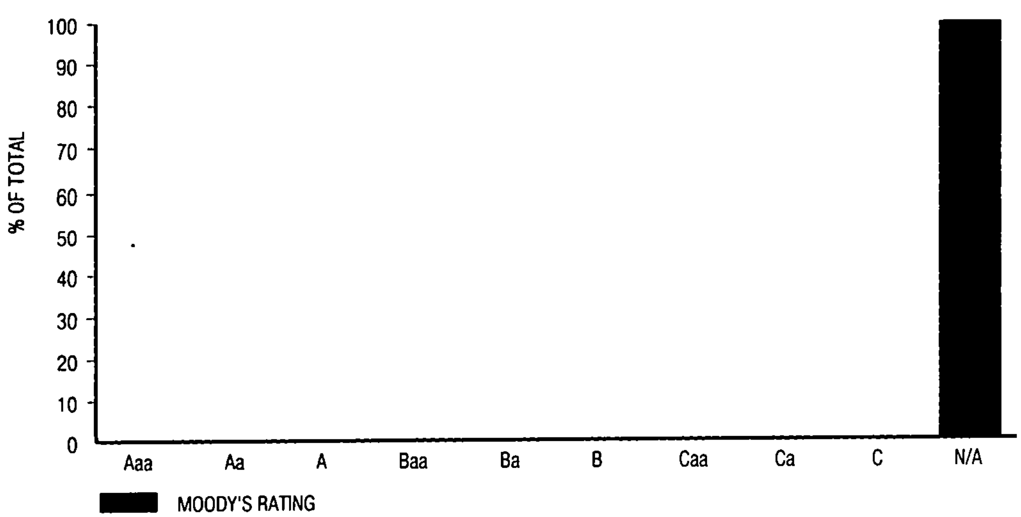
Reference Currency USD

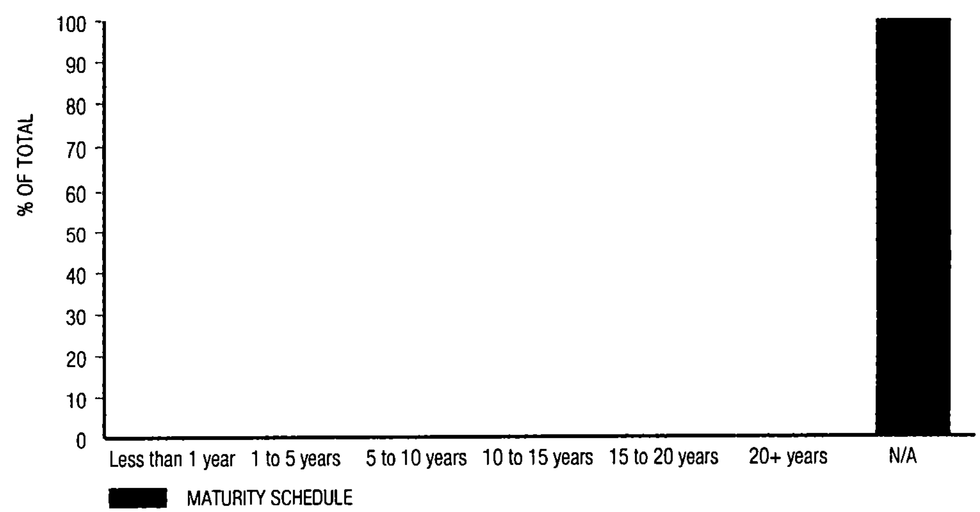
BOND QUALITY RATINGS

Moody's Rating	Market Value	% Total
Aaa	—	—
Aa	—	—
A	—	—
Baa	—	—
Ba	—	—
B	—	—
Caa	—	—
Ca	—	—
C	—	—
N/A	1,521,556.45	100.00 %
Total	**1,521,556.45**	**100%**

BOND MATURITY SCHEDULE

Maturity Schedule	Market Value	% Total
Less than 1 year	—	—
1 to 5 years	—	—
5 to 10 years	—	—
10 to 15 years	—	—
15 to 20 years	—	—
20+ years	—	—
N/A	1,521,556.45	100.00 %
Total	**1,521,556.45**	**100%**





US Balanced Portfolio - Growth 25/75 — **15C039572631**

Statement Period 01 Jun 2014 — 30 Jun 2014

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

CASH **3.08%** *SORTED BY LIQUIDITY*

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
Investment Cash and Cash Equivalents (USD)									
USD	0	—	0 00	— —	0 00	0.00	0.00	—	0 00
CITIBANK M D A. (L) CUSIP 9900CST72 Yield 05%	243,657 35	100	243,657.35	1 —	243,657 35	8 91	243,666.26	0 00	121 83
Total Cash			**243,657.35**		**243,657.35**	**8.91**	**243,666.26**	**0.00**	**121.83**

EQUITIES **77.70%** *SORTED ALPHABETICALLY*

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
US Large Cap Equities (USD)									
ALLSTATE CORP Ticker/CUSIP · ALL/020002101 Yield 1 91% Sector . Financials	558	41 523	23,169 86	58.72 30JUN14	32,765.76	161 28	32,927.04	9,595 90	624 96
AMERIPRISE FINANCIAL INC Ticker/CUSIP AMP/03076C106 Yield 1 93% Sector : Financials	368	106.1964	39,080.26	120 30JUN14	44,160.00	0.00	44,160.00	5,079.74	853 76
BERKSHIRE HATHAWAY INC CL B Ticker/CUSIP BRK/B/084670702 Sector Financials	441	87 4641	38,571.65	126.56 30JUN14	55,812 96	0.00	55,812 96	17,241 31	0.00
BLACKROCK INC Ticker/CUSIP BLK/09247X101 Yield 2 42% Sector · Financials	70	301 6493	21,115.45	319 6 30JUN14	22,372.00	0 00	22,372.00	1,256 55	540 40

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency· USD

***EQUITIES** CONTINUED*

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est Annual Income
US Large Cap Equities (USD) *CONTINUED*									
CAPITAL ONE FINL CORP Ticker/CUSIP · COF/14040H105 Yield 1 45% Sector : Financials	533	51.44	27,417 52	82.6 30JUN14	44,025 80	0 00	44,025 80	16,608 28	639 60
DISCOVER FINANCIAL SVCS Ticker/CUSIP DFS/254709108 Yield 1 55% Sector Financials	935	41.8174	39,099.25	61 98 30JUN14	57,951.30	0 00	57,951 30	18,852.05	897.60
JPMORGAN CHASE & CO Ticker/CUSIP . JPM/46625H100 Yield 2 78% Sector : Financials	1,927	43.7674	84,339 77	57 62 30JUN14	111,033 74	0.00	111,033 74	26,693.97	3,083.20
PRUDENTIAL FINANCIAL INC Ticker/CUSIP : PRU/744320102 Yield 2 39% Sector Financials	543	57.5274	31,237.38	88 77 30JUN14	48,202.11	0.00	48,202.11	16,964 73	1,151 16
REGIONS FINANCIAL CORP Ticker/CUSIP : RF/7591EP100 Yield 1 88% Sector : Financials	3,036	10.4356	31,682.58	10 62 30JUN14	32,242.32	90.00	32,332.32	559.74	607.20
US BANCORP DEL NEW Ticker/CUSIP · USB/902973304 Yield 2.26% Sector : Financials	1,110	33 516	37,202 78	43 32 30JUN14	48,085 20	271 95	48,357.15	10,882.42	1,087 80
VISA INC COM CL A Ticker/CUSIP · V/92826C839 Yield 76% Sector · Financials	282	210 0251	59,227 09	210.71 30JUN14	59,420 22	0 00	59,420 22	193.13	451 20
WELLS FARGO & CO NEW Ticker/CUSIP WFC/949746101 Yield 2 66% Sector . Financials	1,813	33 9726	61,592 41	52.56 30JUN14	95,291 28	0.00	95,291 28	33,698 87	2,538 20
CHEVRON CORP Ticker/CUSIP . CVX/166764100 Yield 3 28% Sector : Energy	959	84.8618	81,382 51	130 55 30JUN14	125,197 45	0.00	125,197 45	43,814.94	4,104 52

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
US Large Cap Equities (USD) *CONTINUED*									
CONOCOPHILLIPS Ticker/CUSIP . COP/20825C104 Yield 3 22% Sector · Energy	824	57 828	47,650 24	85.73 30JUN14	70,641.52	0.00	70,641 52	22,991 28	2,274 24
ENSCO PLC Ticker/CUSIP ESV/G3157S106 Yield 4 95% Sector . Energy	410	58 578	24,016.98	55.57 30JUN14	22,783.70	0.00	22,783.70	(1,233 28)	1,127 50
EXXON MOBIL CORP Ticker/CUSIP : XOM/30231G102 Yield 2 74% Sector Energy	1,515	0.2934	444.53	100.68 30JUN14	152,530 20	0 00	152,530.20	152,085.67	4,181 40
HELMERICH & PAYNE INC Ticker/CUSIP : HP/423452101 Yield 2.37% Sector : Energy	359	48 4008	17,375 90	116 11 30JUN14	41,683 49	0 00	41,683.49	24,307.59	987 25
MARATHON PETROLEUM CORP Ticker/CUSIP : MPC/56585A102 Yield 2.15% Sector : Energy	489	53.7532	26,285.32	78.07 30JUN14	38,176.23	0.00	38,176 23	11,890 91	821 52
PHILLIPS 66 Ticker/CUSIP : PSX/718546104 Yield 2.49% Sector : Energy	417	46.7534	19,496.15	80.43 30JUN14	33,539.31	0.00	33,539.31	14,043.16	834.00
VALERO ENERGY CORP-NEW Ticker/CUSIP : VLO/91913Y100 Yield 2% Sector · Energy	489	26.1308	12,777 96	50 1 30JUN14	24,498 90	0 00	24,498.90	11,720 94	489 00
VERIZON COMMUNICATIONS Ticker/CUSIP : VZ/92343V104 Yield 4.33% Sector · Telecommunication Services	1,514	47.9484	72,593 84	48 93 30JUN14	74,080.02	0 00	74,080 02	1,486.18	3,209 68
CF INDUSTRIES HOLDINGS INC Ticker/CUSIP . CF/125269100 Yield 1 66% Sector : Materials	92	184.33	16,958 36	240.53 30JUN14	22,128.76	0.00	22,128.76	5,170.40	368.00

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est Annual Income
US Large Cap Equities (USD) *CONTINUED*									
FREEPORT MCMORAN COPPER & GOLD Ticker/CUSIP FCX/35671D857 Yield 3.42% Sector . Materials	862	39.1733	33,767 38	36 5 30JUN14	31,463 00	0 00	31,463 00	(2,304 38)	1,077 50
MONSANTO CO NEW Ticker/CUSIP MON/61166W101 Yield 1 38% Sector Materials	426	92 1374	39,250.55	124 74 30JUN14	53,139 24	0 00	53,139.24	13,888.69	732 72
PPG INDUSTRIES INC Ticker/CUSIP · PPG/693506107 Yield 1 28% Sector · Materials	253	136.1092	34,435 62	210 15 30JUN14	53,167 95	0 00	53,167 95	18,732 33	678 04
CBS CORP NEW CLASS B Ticker/CUSIP CBS/124857202 Yield .77% Sector Consumer Discretionary	1,110	33 6696	37,373.25	62 14 30JUN14	68,975 40	135 84	69,111 24	31,602 15	532 80
COMCAST CORP CL A Ticker/CUSIP · CMCSA/20030N101 Yield 1 68% Sector . Consumer Discretionary	2,506	37 8005	94,727 97	53 68 30JUN14	134,522.08	563 85	135,085 93	39,794 11	2,255 40
CVS CAREMARK CORP Ticker/CUSIP · CVS/126650100 Yield 1 46% Sector · Consumer Discretionary	1,357	46.7775	63,477.02	75.37 30JUN14	102,277.09	0.00	102,277 09	38,800.07	1,492 70
GAP INC DELAWARE Ticker/CUSIP · GPS/364760108 Yield 2 12% Sector . Consumer Discretionary	634	41 3818	26,236 06	41.57 30JUN14	26,355 38	0 00	26,355.38	119.32	557 92
HOME DEPOT INC Ticker/CUSIP . HD/437076102 Yield 2 32% Sector · Consumer Discretionary	1,194	70 5913	84,285 96	80.96 30JUN14	96,666.24	0.00	96,666 24	12,380 28	2,244 72
MACYS INC Ticker/CUSIP M/55616P104 Yield 2 15% Sector Consumer Discretionary	592	41.9178	24,815.36	58 02 30JUN14	34,347.84	185.00	34,532.84	9,532 48	740.00

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency. USD

EQUITIES CONTINUED

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est Annual Income
US Large Cap Equities (USD) *CONTINUED*									
NIKE INC CL B Ticker/CUSIP . NKE/654106103 Yield 1 24% Sector · Consumer Discretionary	282	61 9	17,455.80	77 55 30JUN14	21,869 10	68 88	21,937.98	4,413.30	270 72
TIME WARNER CABLE INC Ticker/CUSIP : TWC/88732J207 Yield 2.04% Sector : Consumer Discretionary	320	98 684	31,578.89	147 3 30JUN14	47,136 00	0 00	47,136 00	15,557.11	960 00
TIME WARNER INC Ticker/CUSIP · TWX/887317303 Yield 1 81% Sector : Consumer Discretionary	470	69.4068	32,621 20	70 25 30JUN14	33,017 50	0 00	33,017.50	396.30	596.90
VIACOM INC NEW CLASS B Ticker/CUSIP · VIAB/92553P201 Yield 1 52% Sector Consumer Discretionary	727	51.2828	37,282.58	86.73 30JUN14	63,052.71	239.91	63,292.62	25,770.13	959.64
WAL-MART STORES INC Ticker/CUSIP WMT/931142103 Yield 2 56% Sector Consumer Discretionary	1,077	72.5746	78,162 80	75.07 30JUN14	80,850 39	0 00	80,850.39	2,687.59	2,067 84
ALTRIA GROUP INC Ticker/CUSIP : MO/02209S103 Yield 4.58% Sector Consumer Staples	1,426	35 6163	50,788 79	41 94 30JUN14	59,806.44	684.48	60,490.92	9,017 65	2,737 92
KIMBERLY CLARK CORP Ticker/CUSIP : KMB/494368103 Yield 3.02% Sector · Consumer Staples	356	109.0775	38,831 59	111.22 30JUN14	39,594 32	304 92	39,899.24	762.73	1,196.16
PROCTER & GAMBLE CO Ticker/CUSIP . PG/742718109 Yield 3.28% Sector · Consumer Staples	650	78.1899	50,823 43	78 59 30JUN14	51,083.50	0.00	51,083 50	260 07	1,673 36
BOEING CO Ticker/CUSIP BA/097023105 Yield 2.3% Sector : Industrials	839	87 9751	73,811 09	127 23 30JUN14	106,745.97	0.00	106,745.97	32,934.88	2,449 88

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
US Large Cap Equities (USD) *CONTINUED*									
DOVER CORP Ticker/CUSIP . DOV/260003108 Yield 1 65% Sector Industrials	242	49 4478	11,966 36	90 95 30JUN14	22,009 90	0 00	22,009.90	10,043 54	363 00
GENERAL ELECTRIC CO Ticker/CUSIP GE/369604103 Yield 3 35% Sector : Industrials	7,131	10 9453	78,050 83	26 28 30JUN14	187,402.68	1,568 82	188,971 50	109,351 85	6,275 28
NORTHROP GRUMMAN CORP Ticker/CUSIP · NOC/666807102 Yield 2 34% Sector Industrials	599	73.1752	43,831 93	119.63 30JUN14	71,658 37	0.00	71,658.37	27,826.44	1,677 20
RAYTHEON COMPANY NEW Ticker/CUSIP RTN/755111507 Yield 2.62% Sector . Industrials	519	57 1783	29,675 54	92 25 30JUN14	47,877 75	314 00	48,191 75	18,202 21	1,255 98
UNION PACIFIC CORP Ticker/CUSIP UNP/907818108 Yield 1.82% Sector . Industrials	358	76 4778	27,379.06	99 75 30JUN14	35,710 50	164 71	35,875 21	8,331 44	651.56
UNITED TECHNOLOGIES CORP Ticker/CUSIP : UTX/913017109 Yield 2.04% Sector · Industrials	337	94.9562	32,000 23	115.45 30JUN14	38,906.65	0 00	38,906 65	6,906 42	795 32
APPLE INC Ticker/CUSIP : AAPL/037833100 Yield 2 02% Sector · Information Technology	2,002	78.8865	157,930 82	92.93 30JUN14	186,045.86	0.00	186,045 86	28,115 04	3,763 76
CISCO SYS INC Ticker/CUSIP . CSCO/17275R102 Yield 3 06% Sector Information Technology	3,626	17 4975	63,446 04	24.85 30JUN14	90,106 10	0.00	90,106 10	26,660 06	2,755 76
GOOGLE INC Ticker/CUSIP GOOG/38259P706 Sector Information Technology	63	438.1224	27,601 71	575 28 30JUN14	36,242.64	0 00	36,242 64	8,640 93	0 00

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency. USD

EQUITIES CONTINUED

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est Annual Income
US Large Cap Equities (USD) *CONTINUED*									
GOOGLE INC Ticker/CUSIP . GOOGL/38259P508 Sector Information Technology	77	459.4871	35,380 51	584 67 30JUN14	45,019 59	0 00	45,019 59	9,639.08	0 00
INTEL CORP Ticker/CUSIP . INTC/458140100 Yield 2 91% Sector Information Technology	1,182	22.0331	26,043 07	30.9 30JUN14	36,523.80	0 00	36,523.80	10,480 73	1,063 80
INTL BUSINESS MACHINES CORP Ticker/CUSIP · IBM/459200101 Yield 2 43% Sector · Information Technology	564	146.0221	82,356.48	181.27 30JUN14	102,236 28	0 00	102,236 28	19,879 80	2,481 60
MICROSOFT CORP Ticker/CUSIP : MSFT/594918104 Yield 2.69% Sector : Information Technology	4,159	29.389	122,228 79	41 7 30JUN14	173,430 30	0 00	173,430 30	51,201.51	4,658.08
ORACLE CORP Ticker/CUSIP . ORCL/68389X105 Yield 1.18% Sector : Information Technology	2,627	31 4945	82,736.07	40 53 30JUN14	106,472.31	0.00	106,472 31	23,736.24	1,260 96
QUALCOMM INC Ticker/CUSIP QCOM/747525103 Yield 2 12% Sector : Information Technology	623	60 8536	37,911.79	79.2 30JUN14	49,341.60	0.00	49,341.60	11,429.81	1,046.64
CENTERPOINT ENERGY INC Ticker/CUSIP . CNP/15189T107 Yield 3 72% Sector Utilities	2,346	21.5437	50,541 49	25 54 30JUN14	59,916 84	0 00	59,916.84	9,375.35	2,228.70
AETNA INC NEW Ticker/CUSIP . AET/00817Y108 Yield 1 11% Sector : Health Care	514	44.1102	22,672 62	81.08 30JUN14	41,675.12	0.00	41,675 12	19,002.50	462 60
AMGEN INC Ticker/CUSIP AMGN/031162100 Yield 2.06% Sector Health Care	746	86.7086	64,684 60	118.37 30JUN14	88,304 02	0.00	88,304 02	23,619.42	1,820 24

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

***EQUITIES** CONTINUED*

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est Annual Income
US Large Cap Equities (USD) *CONTINUED*									
CARDINAL HEALTH INC Ticker/CUSIP . CAH/14149Y108 Yield 2% Sector : Health Care	538	41 4119	22,279 60	68 56 30JUN14	36,885 28	184.27	37,069 55	14,605 68	737 06
CELGENE CORP Ticker/CUSIP . CELG/151020104 Sector · Health Care	594	68.2266	40,526 61	85 88 30JUN14	51,012 72	0 00	51,012.72	10,486 11	0 00
ELI LILLY & CO Ticker/CUSIP . LLY/532457108 Yield 3.15% Sector Health Care	904	48 8599	44,169 34	62.17 30JUN14	56,201 68	0.00	56,201.68	12,032.34	1,771 84
MEDTRONIC INC Ticker/CUSIP : MDT/585055106 Yield 1 91% Sector Health Care	828	56 3356	46,645 90	63 76 30JUN14	52,793 28	0 00	52,793 28	6,147 38	1,010 16
MERCK & CO INC NEW Ticker/CUSIP · MRK/58933Y105 Yield 3.04% Sector Health Care	931	45 9854	42,812 42	57.85 30JUN14	53,858 35	409 64	54,267 99	11,045 93	1,638 56
PFIZER INC Ticker/CUSIP : PFE/717081103 Yield 3.5% Sector · Health Care	2,685	24.7123	66,352 41	29.68 30JUN14	79,690.80	0 00	79,690.80	13,338.39	2,792 40
UNITEDHEALTH GROUP INC Ticker/CUSIP UNH/91324P102 Yield 1 83% Sector · Health Care	863	55 9876	48,317 28	81.75 30JUN14	70,550 25	0 00	70,550 25	22,232 97	1,294 50
US SMID Cap Equities (USD)									
VANGUARD SMALL-CAP Ticker/CUSIP VB/922908751 Yield 1.22% Sector · Other	1,750	40 3795	70,664 12	117 12 30JUN14	204,960 00	0 00	204,960.00	134,295.88	2,504.25
CBRE GROUP INC Ticker/CUSIP CBG/12504L109 Sector Financials	660	24.38	16,090 80	32 04 30JUN14	21,146 40	0 00	21,146.40	5,055.60	0 00

NVESTMENT POSITIONS — PRINCIPAL

Reference Currency: USD

EQUITIES CONTINUED

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est Annual Income
JS SMID Cap Equities (USD) *CONTINUED*									
UNUM GROUP Ticker/CUSIP UNM/91529Y106 Yield 1.67% Sector . Financials	582	31 5784	18,378 63	34 76 30JUN14	20,230.32	0 00	20,230 32	1,851.69	337 56
ENERGIZER HLDGS INC Ticker/CUSIP ENR/29266R108 Yield 1 64% Sector . Industrials	174	100 02	17,403 48	122.03 30JUN14	21,233 22	0 00	21,233 22	3,829 74	348 00
ITT CORP Ticker/CUSIP ITT/450911201 Yield .91% Sector Industrials	631	24 4	15,396.40	48.1 30JUN14	30,351.10	69 41	30,420.51	14,954.70	277 64
AMERICAN WTR WKS CO INC NEW Ticker/CUSIP . AWK/030420103 Yield 2 51% Sector : Utilities	521	41.845	21,801 25	49.45 30JUN14	25,763 45	0.00	25,763 45	3,962 20	646.04
Developed Equities (ex-US) (USD)									
ISHARES MSCI EAFE ETF Ticker/CUSIP · EFA/464287465 Yield 3 26% Sector . Other	9,750	62.3076	607,499.03	68 37 30JUN14	666,607.50	16,342.95	682,950.45	59,108.47	21,722 18
VANGUARD TAX-MANAGED INTL FD FTSE DEV MKTS ETF Ticker/CUSIP . VEA/921943858 Yield 3.1% Sector . Other	11,600	38 5764	447,486 34	42 59 30JUN14	494,044 00	0.00	494,044.00	46,557 66	15,300 40
Emerging Market Equities (USD)									
VANGUARD FTSE EMERGING Ticker/CUSIP · VWO/922042858 Yield 2.51% Sector Other	10,000	34 7988	347,988.12	43.13 30JUN14	431,300.00	0 00	431,300.00	83,311 88	10,840 00
Other Equities (USD)									
KIMCO REALTY CORPORATION Ticker/CUSIP KIM/49446R109 Yield 3.92% Sector · Financials	1,575	19.7471	31,101 75	22 98 30JUN14	36,193 50	0 00	36,193 50	5,091 75	1,417 50

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est Annual Income
Total Equities			**4,563,794.55**		**6,132,394.58**	**21,759.91**	**6,154,154.49**	**1,568,600.03**	**149,294.98**

FIXED INCOME **19.22%** *SORTED BY CALL DATE/MATURITY DATE*

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est Annual Income
US Investment Grade Bonds (USD)									
VANGUARD BOND INDEX FUNDS Rate .915% CUSIP 921937827 Yield 1.14%	5,000	80 88	404,399 76	80 34 30JUN14	401,700 00	0 00	401,700.00	(2,699.76)	4,575 84
ETF ISHARES 1-3 YEAR CCREDIT Rate 1 05% CUSIP 464288646 Yield 1 02%	800	104.9725	83,977 98	105.68 30JUN14	84,544 00	0.00	84,544.00	566.02	860 24
High Yield Bonds (USD)									
VANGUARD HIGH YIELD CORPORATE Rate 347% CUSIP 922031760 Yield 5.65%	21,248.775	4 8971	104,058 41	6 16 30JUN14	130,892 45	613 45	131,505 90	26,834 04	7,398 21
Other Fixed Income (USD)									
VANGUARD BD INDEX FD INC Rate 2 1% CUSIP 921937835 Yield 2 55%	11,000	76 04	836,439 96	82 22 30JUN14	904,420.00	0.00	904,420 00	67,980 04	23,105 12
Total Fixed Income			**1,428,876.11**		**1,521,556.45**	**613.45**	**1,522,169.90**	**92,680.34**	**35,939.41**

	Total Cost	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est Annual Income
TOTAL INVESTMENT POSITIONS — PRINCIPAL	**6,236,328.01**	**7,897,608.38**	**22,382.27**	**7,919,990.65**	**1,661,280.37**	**185,356.22**

US Balanced Portfolio - Growth 25/75 — **15C039572631**

Statement Period 01 Jun 2014 — 30 Jun 2014

INVESTMENT POSITIONS — INCOME

Reference Currency. USD

CASH **100%** *SORTED BY LIQUIDITY*

Description	Quantity	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
Investment Cash and Cash Equivalents (USD)									
USD	0	—	0.00	— —	0 00	0.00	0.00	—	0 00
CITIBANK M.D A. (L) CUSIP 9900CST72 Yield .05%	24,722 3	100	24,722 30	1 —	24,722.30	0 44	24,722.74	0.00	12.36
Total Cash			**24,722.30**		**24,722.30**	**0.44**	**24,722.74**	**0.00**	**12.36**

	Total Cost	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
TOTAL INVESTMENT POSITIONS — INCOME	**24,722.30**	**24,722.30**	**0.44**	**24,722.74**	**0.00**	**12.36**

	Total Cost	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
TOTAL INVESTMENT POSITIONS - PRINCIPAL AND INCOME	**6,261,050.31**	**7,922,330.68**	**22,382.71**	**7,944,713.39**	**1,661,280.37**	**185,368.58**

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		177,248.	178,717.
	TOTAL	177,248.	178,717.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		2,355.
06/30/14 - ESTIMATES PAID	3,840.	
TOTALS	3,840.	2,355.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STATE FILING FEES	250.	250.
NY LAW JOURNAL	135.	135.
TOTALS	385.	385.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	6,003,686.	5,992,670.	7,653,951.
TOTALS		6,003,686.	5,992,670.	7,653,951.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TAX COST ADJUSTMENT - GENERAL ELECTRIC	111.
TAX COST ADJUSTMENT - IBM	182.
WASH SALE ADJUSTMENT - REGIONS	3.
TAX COST ADJUSTMENT - CHEVRON	124.
TOTAL	420.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
2013 ESTIMATES PAID FROM THIS ACCOUNT INCORRECTLY	735.
TAX COST ADJUSTMENT - APPLE	3,011.
TAX COST ADJUSTMENT - UNION PAC	306.
MARKET TO TAX COST ADJUSTMENT - CHEVRON	23,940.
MARKET TO TAX COST ADJUSTMENT - GENERAL ELECTRIC	69,902.
MARKET TO TAX COST ADJUSTMENT - IBM	22,974.
TOTAL	120,868.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
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NAME: CITIBANK, N.A.

ADDRESS: ONE COURT SQUARE-19TH FLOOR
LONG ISLAND CITY, NY 11120

TELEPHONE NUMBER: (800)770-8444