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 07/01/13 , and ending 06/30/14

Name of foundation: HUMPHREYS FOUNDATION, INC

A Employer identification number: 31-1639319

Number and street (or P O box number if mail is not delivered to street address): 9748 STEPHEN DECATUR HWY — Room/suite: 103

B Telephone number (see instructions): 410-213-8700

City or town, state or province, country, and ZIP or foreign postal code: OCEAN CITY MD 21842

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) ▶ $ 7,328,498

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)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	22,083	22,083		
	4 Dividends and interest from securities	222,618	222,618		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-3,667			
	b Gross sales price for all assets on line 6a 753,388				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	241,034	244,701	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	4,266			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	3,775			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.) STMT 3	22,987	21,905		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	31,028	21,905	0	0
	25 Contributions, gifts, grants paid	382,000			382,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	413,028	21,905	0	382,000
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-171,994			
	b **Net investment income** (if negative, enter -0-)		222,796		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing	78,154	70,459	70,452
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 4,500			
		Less: allowance for doubtful accounts ▶		4,500	4,500
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S. and state government obligations (attach schedule) STMT 4	658,501	538,843	539,433
	b	Investments – corporate stock (attach schedule) SEE STMT 5	486,806	678,425	864,918
	c	Investments – corporate bonds (attach schedule) SEE STMT 6	412,923	294,257	298,250
	11	Investments – land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach sch.) ▶			
	12	Investments – mortgage loans	97,234	95,615	95,615
	13	Investments – other (attach schedule) SEE STATEMENT 7	5,443,403	5,322,928	5,455,330
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach sch.) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	7,177,021	7,005,027	7,328,498
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,170,249	1,998,255	
	25	Temporarily restricted	5,006,772	5,006,772	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	7,177,021	7,005,027	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,177,021	7,005,027	

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	7,177,021
2	Enter amount from Part I, line 27a	2	-171,994
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,005,027
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	7,005,027

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	P	VARIOUS	VARIOUS
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	753,388		757,055	-3,667
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				-3,667
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** -3,667

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	357,545	7,301,568	0.048968
2011	184,782	6,082,751	0.030378
2010	212,433	1,401,631	0.151561
2009	9,973	170,771	0.058400
2008	14,955	185,455	0.080640

2	**Total** of line 1, column (d)	2	0.369947
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	0.073989
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,164,273
5	Multiply line 4 by line 3	5	530,077
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,228
7	Add lines 5 and 6	7	532,305
8	Enter qualifying distributions from Part XII, line 4	8	382,000

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	4,456
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	4,456
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	4,456
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	102
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4,558
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** ▶ 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? N/A	4b		
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) ▶ MD			
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 ▶ WILLIAM H MITCHELL Telephone no ▶ 410-213-8700
9748 STEPHEN DECATUR HWY STE 103
Located at ▶ OCEAN CITY MD ZIP+4 ▶ 21872

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)?	N/A	1b		
	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 ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b		
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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELLEN H. LANG 107 TINGLE ROAD	BERLIN MD 21811	PRESIDENT 2.00	0	0	0
WILLIAM H MITCHELL 9748 STEPHEN DECATUR HWY SUITE 103	OCEAN CITY MD 21842	TREASURER 2.00	0	0	0
L. SUSAN TAYLOR 10308 CALEB ROAD	BERLIN MD 21811	SECRETARY 2.00	0	0	0
THOMAS K COATES 6200 COASTAL HWY., SUITE 300	OCEAN CITY MD 21842	VICE PRESIDE 2.00	0	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				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 CONTRIBUTIONS WERE GIVEN TO ORGANIZATIONS LISTED ON STATEMENT 5	382,000
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	6,968,569
b	Average of monthly cash balances		1b	208,441
c	Fair market value of all other assets (see instructions)		1c	96,364
d	**Total** (add lines 1a, b, and c)		1d	7,273,374
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	7,273,374
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)		4	109,101
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,164,273
6	**Minimum investment return.** Enter 5% of line 5		6	358,214

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	358,214
2a	Tax on investment income for 2013 from Part VI, line 5	2a 4,456		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,456
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	353,758
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	353,758
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	353,758

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	382,000
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	382,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	382,000

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.

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					353,758
2 Undistributed income, if any, as of the end of 2013:					
a Enter amount for 2012 only					
b Total for prior years: 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010	23,680				
d From 2011					
e From 2012					
f **Total** of lines 3a through e		23,680			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 382,000					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2013 distributable amount					353,758
e Remaining amount distributed out of corpus		28,242			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		51,922			
b Prior years' undistributed income. Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount – see instructions					
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		51,922			
10 Analysis of line 9.					
a Excess from 2009					
b Excess from 2010	23,680				
c Excess from 2011					
d Excess from 2012					
e Excess from 2013	28,242				

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

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

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

	Tax year	Prior 3 years			
	(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).)

N/A

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

N/A

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

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

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

FAW CASSON & CO., LLP 410-213-8700
P.O. BOX 718 OCEAN CITY MD 21842

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

USE GRANT APPLICATION ATTACHED

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 8				382,000
Total			▶ 3a	382,000
b Approved for future payment N/A				
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			14	22,083	
4 Dividends and interest from securities			14	222,618	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	-3,667	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		241,034	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 241,034

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

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

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

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

			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.

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

Signature of officer or trustee: [signature] Date: 11/11/14 Title: ~~TREASURER~~

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
REGINA MONTAGUA	[signature] CPA	NOV 10 2014	

Firm's name ▶ FAW, CASSON & CO., LLP — PTIN

Firm's address ▶ 9748 STEPHEN DECATUR HWY STE 103, OCEAN CITY, MD 21842-9358

Firm's EIN ▶ 52-0619968

Phone no 410-213-8700

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 4,266	$	$	$
TOTAL	$ 4,266	$ 0	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID - STOCK DIVID	$ 296	$	$	$
UNITED STATES TREASURY	3,479			
TOTAL	$ 3,775	$ 0	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT FEES	21,905	21,905		
INSURANCE	1,070			
BANK CHARGES	12			
TOTAL	$ 22,987	$ 21,905	$ 0	$ 0

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MERRILL LYNCH SEE ATTACHED STMT	$ 658,501	$ 538,843	MARKET	$ 539,433
TOTAL	$ 658,501	$ 538,843		$ 539,433

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MERRILL LYNCH SEE ATTACHED STMT	$ 486,806	$ 678,425	MARKET	$ 864,918
TOTAL	$ 486,806	$ 678,425		$ 864,918

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MERRILL LYNCH SEE ATTACHED STMT	$ 412,923	$ 294,257	MARKET	$ 298,250
TOTAL	$ 412,923	$ 294,257		$ 298,250

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CALVIN B. TAYLOR BANK STOCK	$ 5,006,772	$ 4,802,772	MARKET	$ 4,896,944
MERRILL LYNCH SEE ATTACHED STMT	38,646	70,609	MARKET	70,609
MERRILL LYNCH SEE ATTACHED STMT	397,985	449,547	MARKET	487,777
TOTAL	$ 5,443,403	$ 5,322,928		$ 5,455,330

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

Description
USE GRANT APPLICATION ATTACHED

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
BERLIN FIRE COMPANY BERLIN MD 21811	214 N MAIN STREET		NEW FIRE HOUSE	225,000
COMMUNITY FOUNDATION OF THE ES SALISBURY MD 21801	1324 BELMONT AVE		TURKEY DRIVE	5,000
DAYTON CHRISTIAN SCHOOL MIAMISBURG OH 45342	9391 WASHINGTON CHURCH RD		SCHOLLARSHIP PROGRAM	1,000
JESSE KLUMP MEMORIAL FUND BISHOPVILLE MD 21813	10737 PINEY ISLAND DRIVE		YOUTH SUICIDE AND PREVENTION PROGRAM	5,000
MARANATHA INC PRINCESS ANNE MD 21853	PO BOX 130		TOWER SITE AND DIGITAL UPGRADES	27,000
OCEAN CITY BAPTIST CHURCH OCEAN CITY MD 21842	12637 B OCEAN GATEWAY		THANKSGIVING DINNER	5,000
WORCESTER COUNTY ARTS COUNCIL BERLIN MD 21811	6 JEFFERON STREET		SCHOLARSHIP FUND	5,000
RACKLIFFE HOUSE TRUST BERLIN MD 21811	PO BOX 561		ORIENTATION PROJECT	25,000
SALVATION ARMY SALISBURY MD 21801	407 OAK STREET		FOOD DRIVE AND CAMP PROGRAM	14,000
WARD MUSEUM OF WILDFOWL ART SALISBURY MD 21804	909 SOUTH SCHUMAKER DR		GROWING UP WILD PROGRAM	5,000
WORCESTER COUNTY GOLD INC SNOW HILL MD 21863	PO BOX 39		FOOD DRIVE AND SOAR PROGRAM	15,000
WORCESTER COUNTY LIBRARY FOUNDATION SNOW HILL MD 21863	307 NORTH WASHINGTON ST		CONSTRUCTION OF NEW BRANCH	50,000
TOTAL				382,000

INTRODUCTION TO THE HUMPHREYS FOUNDATION AND ITS GRANT PROCESS

PURPOSE

The Humphreys Foundation was founded May 6, 1999 through the generosity of Dr. Mary Emily Humphreys. Dr. Mary Humphreys was born in the Town of Berlin in 1909 where she resided at 6 Baker Street for most of her life. She graduated from Western Maryland College and Duke University before becoming a professor at Mary Baldwin College in Stanton, Virginia.

Mary lived quite simply for 98 years. She was extremely interested in botany, a subject in which she held a PhD from Duke, bird-watching and the history of our area and her home town Berlin.

Dr. Humphreys initially established the Foundation in 1999 and fully funded it in her will, which was probated in 2010. Articles of Incorporation of the Humphreys Foundation govern grants by the Foundation. There are also precatory wishes expressed in her will, which the Trustees have chosen to consider.

QUALIFICATIONS

We are a private foundation and by law we are only allowed to donate to a qualified public charity (no other private foundation). Public charities unless they are churches, must submit their IRS determination letter.

GOVERNANCE

The Foundation and any grants made by the Foundation are governed by a five person Board of Trustees. All decisions of the Trustees shall be final.

There are two categories of grants. A minor grant is for an amount less than $10,000 and a major grant is for an amount in excess of $10,000.

APPLICATION

Applications for grants shall be made on forms provided by the Trustees. These forms must be filled out completely and delivered as required thereby. Applicants are encouraged to include additional information as may be necessary for the Trustees to fully understand the application and the importance thereof. Narrative versions of the proposed project/program are also encouraged.

PROCEDURES

Application must be obtained, filled out and turned in. It will be considered at the next scheduled time or may be postponed by the Board of Trustees at their discretion. Applicants will be notified of the action taken on their applications within a reasonable time. Grants may contain conditions.

Humphreys Foundation Inc.
Grant Application

Form No 543-003
Exp 12/31/2011

Check only one box; Major Grants exceed $10,000.

[ ] **Major Grant** [ ] **Minor Grant**

General Information

1. Name of Organization: ______________________ Federal Tax ID: ______________
2. Mailing Address: ______________________
3. Grant Purpose: ______________________
4. Grant Amount requested $ ______________
5. Contact Person - Name: ______________ Title: ______________

Ph #: ( ) ______ - ______ Ext: ( ) Fax #: ( ) ______ - ______

Email Address: ______________________

6. Description of Organization Purposes, Accomplishments, Goals: (use additional sheets as necessary)

____

7. Project/Program Description: Describe the project or program that will benefit from this grant: (use additional sheets as necessary)

____

8. Has your organization applied for other grants (of any kind) to benefit this program? ___Yes ___ No

If yes, please list: ______________________

9. Is the organizations tax exemption letter showing tax ID and tax status attached as required? ___Yes ___ No

10. What was the last year for which your organizations income tax return was filed? ______________

a.) On the previously filed income tax return:

i.) What were the organizations total assets? ______________
ii.) What was the organizations total annual income? ______________
iii.) What were the organizations total annual expenses? ______________

11. Please provide the **Mandatory Attachments** listed on Pg. 2

To the best of my knowledge and belief, all data in this performance report are true and correct and the report fully discloses all known weaknesses concerning the accuracy, reliability, and completeness of the data.

______________________ Title: ______________________

Name of Authorized Representative:

______________________ Date: ____/____/______

Signature:

Mail Application To:

Faw, Casson & Company LLP
P.O. Box 718
Ocean City, MD 21843

Please include the following documents as attachments to your application:

These items are mandatory!

1. A copy of your U.S. IRS tax exemption letter showing tax ID and tax status (required)

   Note: The Humphreys Foundation only provides grants to Public Charities. Private Foundations may not be considered for grants (per IRS rules).

2. Copy of Articles of Incorporation or Charter of Organization

3. Letter from a responsible officer/trustee affirming that the IRS determination letter has not been revoked and that the present operation of the organization and its current sources of support are not inconsistent with the organization's continuing classification as set forth in the determination letter submitted with the request. Also, affirm that if the requested grant were to be received, it would NOT adversely affect that determination. (This is to confirm that the requested donation will not turn the organization into a "Private Foundation."

4. Program/Project Detailed Budget (see Template for an example format)

5. Supporting or Explanatory Materials (if applicable)

Mail Application To:
Faw, Casson & Company LLP
P.O. Box 718
Ocean City, MD 21843

Humphreys Foundation Inc.
Grant Application
Budget Template
For Major Grants exceeding $10,000

Form No. 543-005
Exp 12/31/2010

Most grant makers will request both a general operating budget and special project budget (if applicable) Budgets are cost projections. They also show the funder how your project will be implemented and managed. Good budgets reflect carefully planned projects.

This is a sample budget template (for Major Grants Only).
Budget Period: ________________ to ________________

I. INCOME		II. EXPENSE	
SOURCES	AMT	USES	AMT
Revenue		**General Operating Support**	
Government grants & contracts	$	Salaries & Fringe Benefits (for project budgets detail each position to be funded)	$
Foundations			
Earned Income			
Fundraising		Insurance & taxes	
Donations		Consultants & professional fees	
In-kind support		In-kind expenses	
		Equipment	
		Supplies	
		Printing & copying	
		Telephone & fax	
Other Income (specify)	$	Postage & delivery	
		Rent & utilities	
		Other Expense (specify)	
I. TOTAL INCOME	$	II. TOTAL EXPENSE	$
		NET INCOME (income less expense)	$

HUMPHEREYS FOUNDATION INC
BOARD OF DIRECTORS
2013-2014

ELLEN H. LANG
107 TINGLE ROAD
BERLIN, MD 21811

WILLIAM D. SMITH
11530 QUILLIN WAY
BERLIN, MD 21811

WILLIAM H. MITCHELL
24 N. MAIN STREET
BERLIN, MD 21811

SUSAN L. TAYLOR
10308 CALEB ROAD
BERLIN, MD 21811

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		255.95	255 95			
65,653	BBIF MONEY FUND CLASS 4		65,653.00	65,653.00			
4,700	ISA BANK OF AMERICA		4,700.00	4,700.00			0.94
	Total Cash and Money Funds		**70,608.95**	**70,608.95**			**0.94**
	Government Securities						
14,000	FEDERAL NATL MTG ASSOC NOTES 00.625% OCT 30 2014	06/21/12	14,008.14	14,025.62	17.48	14 58	88.00
18,000	FEDERAL NATL MTG ASSOC NOTES 00.500% MAR 30 2016	02/25/13	18,009.83	18,030.60	20.77	22 50	90 00
21,000	FNMA PAH3431 03 50%2026 AMORTIZED FACTOR 0.415327460 AMORTIZED VALUE 8,721	06/21/12	9,239.74	9,254 63	14.89	24.59	306 00
13,000	FNMA PAE0949 04%2041 AMORTIZED FACTOR 0.509421640 AMORTIZED VALUE 6,622	08/20/13	6,823.22	7,038.15	214.93	21 34	265.00
4,000	FNMA PAI1886 04 50%2041 AMORTIZED FACTOR 0.548089510 AMORTIZED VALUE 2,192	05/16/13	2,395.50	2,390 82	(4.68)	7.95	99.00
115,000	FNMA PAL0160 04 50%2041 AMORTIZED FACTOR 0.438268520 AMORTIZED VALUE 50,400	06/21/12	54,259.70	54,620.19	360.49	182.70	2,268 00

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
53,000	FNMA PAJ7689 04%2041 AMORTIZED FACTOR 0 522475040 AMORTIZED VALUE 27,691	06/21/12	29,594.95	29,452.23	(142 72)	89.23	1,108.00
12,000	FNMA PAT2887 03 50%2043 AMORTIZED FACTOR 0.937656020 AMORTIZED VALUE 11,251	05/02/13	12,067.63	11,600.50	(467.13)	31 72	394 00
13,000	FNMA PMA1490 03%2033 AMORTIZED FACTOR 0.944964880 AMORTIZED VALUE 12,284	06/13/13	12,641.53	12,537.24	(104.29)	29 69	369 00
22,000	FEDERAL HOME LN MTG CORP NOTES 01 000% JUN 29 2017	06/21/12	21,993.18	22,047 52	54.34	0.61	220.00
9,000	FEDERAL HOME LN MTG CORP NOTES SR MTN 05.000% JUL 15 2014	06/21/12	9,016.07	9,017.10	1.03	206.25	450.00
15,000	U.S. TREASURY NOTE 1.750% MAY 15 2023 023	06/04/13	14,471.54	14,207.85	(263 69)	32.81	263.00
22,000	U.S. TREASURY NOTE	06/26/13	20,533.13	20,838.18	305.05	48.13	385 00
34,000	U.S. TREASURY NOTE 1.000% MAR 31 2017 MOODY'S: AAA S&P. ***	07/30/12	34,389.07	34,201 96	(187.11)	84.54	340 00
9,000	U.S. TREASURY NOTE 1.000% MAY 31 2018 018	06/25/13	8,806.32	8,902 26	95.94	7.38	90.00

HUMPHREYS FOUNDATION INC

WCMA Fiscal Statement

Merrill Lynch Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
28,000	U.S. TREASURY NOTE	10/23/13	27,807.59	27,695 92	(111 67)	22.95	280.00
37,000	U.S. TREASURY NOTE 0.375% AUG 31 2015 00.375% AUG 31 2015	05/12/14	37,104.19	37,092 50	(11.69)	46.00	139 00
36,000	U.S. TREASURY NOTE 1.250% OCT 31 2018 01.250% OCT 31 2018	11/26/13	35,882.00	35,721.72	(160 28)	74.59	450 00
23,000	U S. TREASURY NOTE 0.250% OCT 31 2015 00.250% OCT 31 2015	11/26/13	22,986.60	23,019.78	33.18	9.53	58 00
13,000	U.S. TREASURY NOTE 2.750% FEB 15 2024 MOODY'S: AAA S&P: ***	04/10/14	13,133.05	13,295.49	162.44	133.32	358.00
26,000	U.S. TREASURY NOTE 3.125% MAY 15 2019 03.125% MAY 15 2019	06/21/12	28,518.93	27,882.92	(636.01)	101.56	813.00
9,000	U.S. TREASURY NOTE 2.375% OCT 31 2014 02.375% OCT 31 2014	06/21/12	9,059.75	9,068.22	8 47	35 43	214 00
19,000	U.S. TREASURY NOTE 1.250% SEP 30 2015 01.250% SEP 30 2015	02/28/12	19,166.24	19,255.36	89.12	59.05	238.00

WCMA® **Fiscal Statement**

HUMPHREYS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
2,000	U.S..TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 102.4300/2,048.60	06/21/12	2,018.69	2,026.88	8 19	6 22	25.00
42,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 102.4026/43,009.13	04/05/13	42,510.41	42,564.48	54.07	130.53	525.00
34,000	FNMA PAU3742 03 50%2043 AMORTIZED FACTOR 0.959803220 AMORTIZED VALUE 32,633	08/20/13	32,406.41	33,644.42	1,238 01	92.01	1,143.00
	Total Government Securities		**538,843.41**	**539,432.54**	**589.13**	**1,515.21**	**10,978.00**
	Corporate Bonds						
13,000	ANHEUSER-BUSCH INBEV FIN COMPANY GUARNT GLB 00.800% JAN 15 2016	01/18/13	13,006.56	13,054.73	48.17	47.67	104.00
9,000	APPLE INC GLB 01 000% MAY 03 2018	05/01/13	9,007.81	8,801.64	(206.17)	14.25	90 00
10,000	AMERICAN INTL GROUP GLB 03.375% AUG 15 2020	08/08/13	10,052.81	10,391.30	338.49	126 56	338.00
9,000	BRISTOL-MYERS SQUIBB CO GLB 00.875% AUG 01 2017	07/30/12	8,934.84	8,923.59	(11 25)	32.59	79.00

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
10,000	BAXTER INTERNATIONAL INC GLB 03.200% JUN 15 2023	05/12/14	9,821.60	9,918.30	96.70	13 33	320.00
10,000	HCP INC GLB 02.625% FEB 01 2020	11/16/12	9,959.90	10,005.20	45.30	108.65	263 00
6,000	HCP INC	11/04/13	5,809.26	6,003.12	193.86	65.19	158.00
11,000	CITIGROUP INC GLB 03.953% JUN 15 2016	06/21/12	11,140.28	11,605.88	465.60	18.12	435.00
4,000	CITIGROUP INC ORIGINAL UNIT/TOTAL COST: 107.5480/4,301.92	01/18/13	4,176.12	4,220.32	44.20	6 59	159.00
10,000	COSTCO WHOLESALE CORP GLB 01.700% DEC 15 2019	11/29/12	10,028.10	9,848.30	(179.80)	7.08	170 00
11,000	COMCAST CORP COMPANY GUARNT GLB 03.600% MAR 01 2024	03/13/14	11,043.58	11,301 95	258.37	136.40	396.00
8,000	DIRECTV HLDG/FIN INC COMPANY GUARNT 03.500% MAR 01 2016	06/21/12	8,207.12	8,348.00	140 88	92 56	280.00
11,000	ENTERPRISE PRODUCTS OPER COMPANY GUARNT 01.250% AUG 13 2015	08/08/12	11,012 05	11,077.44	65 39	52.33	138.00

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
13,000	GOLDMAN SACHS GROUP INC GLB 05 250% JUL 27 2021	06/21/12	13,146.33	14,598.09	1,451.76	290.06	683 00
8,000	GOLDMAN SACHS GROUP INC GLB 06.150% APR 01 2018	01/18/13	9,044.28	9,174.56	130.28	121.63	492.00
13,000	JP MORGAN CHASE SUBORDINATED 05.150% OCT 01 2015	06/21/12	13,384.15	13,688.61	304.46	165 52	670.00
10,000	KINDER MORGAN ENER PART GLB 03.950% SEP 01 2022	06/21/12	10,238.34	10,228.00	(10.34)	130.57	395.00
11,000	MORGAN STANLEY GLB 02.125% APR 25 2018	05/02/13	11,040.61	11,120.78	80.17	42.20	234.00
9,000	METLIFE INC GLB 03.600% APR 10 2024	05/12/14	9,066.32	9,166.23	99.91	72.00	324.00
11,000	TOTAL CAPITAL INTL SA COMPANY GUARNT GLB 02.125% JAN 10 2019	01/13/14	11,064.02	11,142.56	78.54	107.14	234.00
4,000	VERIZON COMMUNICATIONS GLB 04 600% APR 01 2021	06/21/12	4,476.13	4,412.12	(64 01)	45.49	184.00

HUMPHREYS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
4,000	VERIZON COMMUNICATIONS ORIGINAL UNIT/TOTAL COST: 118.5940/4,743.76	08/08/12	4,593.30	4,412.12	(181.18)	45.49	184.00
8,000	VERIZON COMMUNICATIONS ORIGINAL UNIT/TOTAL COST: 107.9160/8,633 28	10/23/13	8,581.90	8,824.24	242.34	90 98	368.00
14,000	WELLS FARGO & COMPANY GLB 02.625% DEC 15 2016	06/21/12	14,218.73	14,551.74	333.01	15 31	368.00
12,000	BNP PARIBAS BANK GUARANTEED SER MTN 03.250% MAR 03 2023	04/10/14	11,821.92	11,851.32	29.40	126.75	390 00
16,000	GENERAL ELEC CAP CORP SER MTN 01.000% JAN 08 2016	01/18/13	15,985.12	16,114.72	129.60	76.44	160.00
13,000	TOYOTA MOTOR CREDIT CORP SER MTN 01.375% JAN 10 2018	01/18/13	13,061.69	13,015.73	(45.96)	84 41	179.00
9,000	AMERICAN EXPRESS CREDIT SER MTN 02.800% SEP 19 2016	01/25/13	9,325.75	9,370 98	45 23	70 70	252.00
13,000	ROYAL BANK OF CANADA SER MTN GLB 01.150% MAR 13 2015	06/21/12	13,008.84	13,078.65	69 81	44.43	150.00
	Total Corporate Bonds		**294,257.46**	**298,250.22**	**3,992.76**	**2,250.44**	**8,197.00**

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
17	ABBOTT LABS	08/16/11	405.99	695.30	289.31	15 00
22	ABBOTT LABS	01/13/12	585.56	899 80	314 24	20 00
59	ABBOTT LABS	02/24/12	1,601.79	2,413.10	811 31	52.00
121	ATLAS COPCO A ADR NEW	06/16/14	3,525.94	3,517.47	(8 47)	71 00
32	AMERICAN TOWER REIT INC (HLDG CO) SHS	01/18/13	2,525.76	2,879.36	353.60	44.00
2	ABBVIE INC SHS	08/16/11	51.80	112.88	61.08	4.00
22	ABBVIE INC SHS	01/13/12	634.99	1,241.68	606.69	37 00
59	ABBVIE INC SHS	02/24/12	1,737.01	3,329.96	1,592.95	100 00
133	AT&T INC	06/16/14	4,656.32	4,702 88	46 56	245 00
3	AMER EXPRESS COMPANY	03/01/11	130.17	284.61	154 44	4.00
15	AMER EXPRESS COMPANY	08/16/11	677.85	1,423.05	745 20	16.00
17	AMER EXPRESS COMPANY	01/13/12	842.35	1,612 79	770 44	18 00
44	AMER EXPRESS COMPANY	02/24/12	2,332.88	4,174.28	1,841.40	46.00
50	BHP BILLITON PLC SP ADR	06/16/14	3,174.50	3,261.50	87 00	118.00
23	BHP BILLITON LTD ADR	08/16/11	1,891.98	1,574.35	(317 63)	55.00
13	BHP BILLITON LTD ADR	08/16/11	1,125.58	889.85	(235.73)	31 00
36	BHP BILLITON LTD ADR	01/13/12	2,692.08	2,464 20	(227 88)	85.00

PLEASE SEE REVERSE SIDE

HUMPHREYS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
43	BHP BILLITON LTD ADR	02/24/12	3,355.72	2,943.35	(412.37)	102.00
15	BRISTOL-MYERS SQUIBB CO	03/01/11	384.90	727.65	342.75	22.00
65	BRISTOL-MYERS SQUIBB CO	08/16/11	1,834.95	3,153.15	1,318.20	94.00
61	BRISTOL-MYERS SQUIBB CO	01/13/12	2,061.80	2,959.11	897.31	88 00
168	BRISTOL-MYERS SQUIBB CO	02/24/12	5,469.02	8,149.68	2,680.66	242.00
19	COMCAST CRP NEW CL A SPL	03/01/11	456.76	1,013 27	556.51	18 00
35	COMCAST CRP NEW CL A SPL	08/16/11	729.75	1,866.55	1,136 80	32.00
33	COMCAST CRP NEW CL A SPL	01/13/12	818 07	1,759.89	941.82	30.00
95	COMCAST CRP NEW CL A SPL	02/24/12	2,702.75	5,066.35	2,363.60	86.00
114	COMCAST CRP NEW CL A SPL	02/21/13	4,321.51	6,079.62	1,758.11	103.00
4	COMCAST CRP NEW CL A SPL	01/15/14	208.48	213.32	4.84	4 00
4	CHEVRON CORP	03/01/11	412.32	522.20	109.88	18.00
30	CHEVRON CORP	08/16/11	2,945.40	3,916.50	971.10	129.00
25	CHEVRON CORP	01/13/12	2,621.75	3,263 75	642.00	107 00
75	CHEVRON CORP	02/24/12	8,190.00	9,791.25	1,601 25	321 00
40	CHEVRON CORP	06/16/14	5,126.40	5,222.00	95.60	172.00
4	CONOCOPHILLIPS	03/01/11	239.72	342.92	103.20	12.00

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
20	CONOCOPHILLIPS	08/16/11	1,026.99	1,714.60	687.61	56.00
17	CONOCOPHILLIPS	01/13/12	924.05	1,457.41	533.36	47.00
49	CONOCOPHILLIPS	02/24/12	2,863.27	4,200.77	1,337 50	136.00
31	CME GROUP INC	01/31/14	2,288.88	2,199.45	(89.43)	59.00
35	CME GROUP INC	02/03/14	2,593.54	2,483.25	(110.29)	66.00
104	CITIGROUP INC COM NEW	03/11/13	4,948.57	4,898.40	(50.17)	5.00
50	CITIGROUP INC COM NEW	05/09/13	2,437.27	2,355 00	(82.27)	2.00
3	CHUBB CORP	03/01/11	179.70	276 51	96.81	6.00
20	CHUBB CORP	08/16/11	1,219.20	1,843.40	624.20	40.00
24	CHUBB CORP	01/13/12	1,653.12	2,212.08	558.96	48.00
58	CHUBB CORP	02/24/12	4,004.32	5,345 86	1,341.54	116.00
19	COCA COLA COM	01/13/12	634 60	804.84	170 24	24.00
110	COCA COLA COM	02/24/12	3,797 74	4,659.60	861.86	135 00
215	COCA COLA COM	06/16/14	8,733.28	9,107.40	374.12	263.00
45	DBS GROUP HLDGS SPN ADR	06/16/14	2,469.15	2,427 75	(41 40)	82 00
6	DOMINION RES INC NEW VA	03/01/11	274.02	429.12	155.10	15.00
35	DOMINION RES INC NEW VA	08/16/11	1,727.95	2,503.20	775 25	84 00

PLEASE SEE REVERSE SIDE

WCMA® Fiscal Statement

HUMPHREYS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
39	DOMINION RES INC NEW VA	01/13/12	1,962.48	2,789.28	826.80	94.00
96	DOMINION RES INC NEW VA	02/24/12	4,918.08	6,865.92	1,947 84	231.00
93	DEUTSCHE POST AG SHS SP ADR	06/16/14	3,330.33	3,368.46	38.13	100.00
43	DUKE ENERGY CORP NEW	02/11/13	2,968.70	3,190.17	221.47	135.00
27	DUKE ENERGY CORP NEW	02/12/13	1,869.86	2,003.13	133.27	85.00
3	DOW CHEMICAL CO	06/06/11	105.21	154.38	49.17	5.00
20	DOW CHEMICAL CO	08/16/11	593.40	1,029.20	435.80	30.00
23	DOW CHEMICAL CO	01/13/12	733.47	1,183.58	450.11	35.00
57	DOW CHEMICAL CO	02/24/12	1,939.71	2,933.22	993.51	85.00
6	DU PONT E I DE NEMOURS	03/01/11	321.24	392.64	71.40	11.00
45	DU PONT E I DE NEMOURS	08/16/11	2,118.60	2,944.80	826.20	81 00
44	DU PONT E I DE NEMOURS	01/13/12	2,122.12	2,879.36	757 24	80.00
127	DU PONT E I DE NEMOURS	02/24/12	6,511.95	8,310 88	1,798 93	229.00
69	ENI S P A SPONSORED ADR	06/16/14	3,675 85	3,788.10	112.25	165.00
40	ENBRIDGE INC COM	08/16/11	1,269.60	1,898.80	629.20	52.00
39	ENBRIDGE INC COM	01/13/12	1,372.41	1,851.33	478.92	51.00

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
107	ENBRIDGE INC COM	02/24/12	4,112.41	5,079 29	966.88	138 00
5	EXXON MOBIL CORP COM.	03/01/11	425.00	503.40	78.40	14 00
40	EXXON MOBIL CORP COM	08/16/11	2,948.00	4,027.20	1,079 20	111.00
34	EXXON MOBIL CORP COM	01/13/12	2,870.28	3,423.12	552 84	94.00
101	EXXON MOBIL CORP COM	02/24/12	8,814.27	10,168.68	1,354.41	279.00
88	FIFTH THIRD BANCORP	12/20/12	1,331.62	1,878.80	547 18	46 00
230	FIFTH THIRD BANCORP	12/21/12	3,472.06	4,910 50	1,438 44	120.00
56	FIFTH THIRD BANCORP	05/09/13	991.78	1,195.60	203.82	30.00
155	GLAXOSMITHKLINE PLC ADR	06/16/14	8,446.82	8,289.40	(157.42)	397.00
4	GENERAL ELECTRIC	03/01/11	81.14	105.12	23.98	4.00
100	GENERAL ELECTRIC	08/16/11	1,612.00	2,628.00	1,016.00	88.00
92	GENERAL ELECTRIC	01/13/12	1,723.16	2,417.76	694 60	81 00
264	GENERAL ELECTRIC	02/24/12	5,081.74	6,937.92	1,856.18	233.00
175	GENERAL ELECTRIC	02/05/13	3,952.83	4,599.00	646 17	154.00
103	GENERAL ELECTRIC	11/08/13	2,765.98	2,706.84	(59.14)	91.00
1	GENERAL MILLS	03/01/11	36.81	52.54	15.73	2.00
20	GENERAL MILLS	08/16/11	729.00	1,050.80	321 80	33.00

WCMA® Fiscal Statement

Merrill Lynch Wealth Management
Bank of America Corporation

HUMPHREYS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
22	GENERAL MILLS	01/13/12	894.52	1,155.88	261.36	37.00
58	GENERAL MILLS	02/24/12	2,215.31	3,047 32	832.01	96.00
87	GIVAUDAN SA UNSP ADR	06/16/14	2,830 11	2,899.71	69.60	89.00
46	GENUINE PARTS CO	06/16/14	3,909.54	4,038.80	129.26	106.00
16	HONEYWELL INTL INC DEL	04/06/11	942.58	1,487.20	544.62	29 00
15	HONEYWELL INTL INC DEL	08/16/11	701.70	1,394 25	692.55	27 00
13	HONEYWELL INTL INC DEL	01/13/12	736.19	1,208.35	472.16	24 00
38	HONEYWELL INTL INC DEL	02/24/12	2,255.30	3,532.10	1,276.80	69 00
12	HONEYWELL INTL INC DEL	02/05/13	834.74	1,115.40	280.66	22 00
68	HSBC HLDG PLC SP ADR	06/16/14	3,540.08	3,454.40	(85 68)	167.00
516	HENNES AND MAURITZ AB-ADR	06/16/14	4,478.88	4,489.20	10.32	114.00
4	HOME DEPOT INC	03/01/11	147.40	323 84	176.44	8.00
25	HOME DEPOT INC	08/16/11	828.25	2,024 00	1,195.75	47.00
33	HOME DEPOT INC	01/13/12	1,428.57	2,671.68	1,243.11	63 00
79	HOME DEPOT INC	02/24/12	3,701.15	6,395 84	2,694 69	149 00
30	HOME DEPOT INC	01/15/14	2,435.76	2,428 80	(6 96)	57 00

WCMA® Fiscal Statement

HUMPHREYS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
5	INTEL CORP	03/01/11	107 00	154.50	47.50	5.00
45	INTEL CORP	08/16/11	941.85	1,390.50	448 65	41 00
45	INTEL CORP	01/13/12	1,139.40	1,390 50	251.10	41 00
120	INTEL CORP	02/24/12	3,196 22	3,708.00	511.78	108 00
119	INTEL CORP	02/12/14	2,923.24	3,677.10	753.86	108.00
1	INTL BUSINESS MACHINES CORP IBM	03/01/11	160.17	181.27	21.10	5.00
10	INTL BUSINESS MACHINES CORP IBM	08/16/11	1,716.60	1,812.70	96 10	44.00
13	INTL BUSINESS MACHINES CORP IBM	01/13/12	2,323.88	2,356.51	32 63	58.00
30	INTL BUSINESS MACHINES CORP IBM	02/24/12	5,936.40	5,438.10	(498 30)	132.00
98	INTL PAPER CO	07/16/13	4,725.87	4,946.06	220.19	138.00
8	JPMORGAN CHASE & CO	03/01/11	366.32	460.96	94 64	13.00
80	JPMORGAN CHASE & CO	08/16/11	2,904.00	4,609 60	1,705 60	128.00
85	JPMORGAN CHASE & CO	01/13/12	3,031.10	4,897.70	1,866 60	136.00
210	JPMORGAN CHASE & CO	02/24/12	8,058.48	12,100.20	4,041 72	336 00
3	JOHNSON AND JOHNSON COM	05/17/11	198.95	313.86	114 91	9.00

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

Merrill Lynch Wealth Management
Bank of America Corporation

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
20	JOHNSON AND JOHNSON COM	08/16/11	1,288.60	2,092.40	803 80	56.00
15	JOHNSON AND JOHNSON COM	01/13/12	974.25	1,569.30	595 05	42.00
48	JOHNSON AND JOHNSON COM	02/24/12	3,095.04	5,021.76	1,926.72	135.00
18	JOHNSON AND JOHNSON COM	08/29/12	1,218.01	1,883.16	665.15	51 00
34	JOHNSON AND JOHNSON COM	06/16/14	3,479.90	3,557.08	77 18	96.00
1	JOHNSON CONTROLS INC	03/15/11	38.99	49.93	10 94	1 00
20	JOHNSON CONTROLS INC	08/16/11	656.20	998.60	342.40	18.00
21	JOHNSON CONTROLS INC	01/13/12	736.47	1,048.53	312 06	19.00
56	JOHNSON CONTROLS INC	02/24/12	1,870.68	2,796.08	925.40	50.00
82	KRAFT FOODS GROUP INC SHS	06/16/14	4,849.48	4,915.90	66 42	173.00
3	KIMBERLY CLARK	08/16/11	198.18	333.66	135.48	11.00
15	KIMBERLY CLARK	01/13/12	1,087 05	1,668.30	581.25	51.00
47	KIMBERLY CLARK	02/24/12	3,364.73	5,227.34	1,862.61	158.00
14	LOCKHEED MARTIN CORP	01/31/14	2,115 72	2,250 22	134 50	75 00
19	LOCKHEED MARTIN CORP	02/03/14	2,859.45	3,053 87	194 42	102.00
147	MORGAN STANLEY	01/21/14	4,789.51	4,752.51	(37.00)	59.00

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HUMPHREYS FOUNDATION INC

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
65	METLIFE INC COM	07/09/13	3,167.14	3,611 40	444.26	91.00
3	MARATHON OIL CORP	03/01/11	91.03	119.76	28.73	3.00
30	MARATHON OIL CORP	08/16/11	819.60	1,197 60	378.00	23.00
30	MARATHON OIL CORP	01/13/12	908.40	1,197.60	289.20	23.00
77	MARATHON OIL CORP	02/24/12	2,703.47	3,073.84	370 37	59.00
5	MEADWESTVACO CORP	03/01/11	128 00	221.30	93.30	5.00
35	MEADWESTVACO CORP	08/16/11	864.55	1,549.10	684.55	35 00
31	MEADWESTVACO CORP	01/13/12	852.12	1,372.06	519.94	31.00
93	MEADWESTVACO CORP	02/24/12	2,532.35	4,116.18	1,583.83	93.00
4	MERCK AND CO INC SHS	03/01/11	130.04	231.40	101.36	8.00
35	MERCK AND CO INC SHS	08/16/11	1,116.85	2,024.75	907.90	62.00
37	MERCK AND CO INC SHS	01/13/12	1,413.77	2,140.45	726 68	66.00
97	MERCK AND CO INC SHS	02/24/12	3,715.10	5,611 45	1,896.35	171 00
56	MERCK AND CO INC SHS	04/19/13	2,648.92	3,239.60	590 68	99 00
30	MERCK AND CO INC SHS	01/15/14	1,575.50	1,735.50	160.00	53 00
86	MERCK AND CO INC SHS	06/16/14	4,976.82	4,975.10	(1 72)	152.00
41	MOTOROLA SOLUTIONS INC	10/02/13	2,478.05	2,729 37	251.32	51.00

HUMPHREYS FOUNDATION INC

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Merrill Lynch
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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
39	MOTOROLA SOLUTIONS INC	10/03/13	2,363 37	2,596 23	232.86	49.00
1	MARATHON PETROLEUM CORP	03/01/11	41.05	78.07	37 02	2.00
15	MARATHON PETROLEUM CORP	08/16/11	586.50	1,171.05	584.55	26 00
14	MARATHON PETROLEUM CORP	01/13/12	462.56	1,092.98	630 42	24.00
41	MARATHON PETROLEUM CORP	02/24/12	1,791.70	3,200.87	1,409.17	69.00
210	MONDELEZ INTERNATIONAL INC	04/22/13	6,606.73	7,898.10	1,291 37	118.00
51	MATTEL INC COM	06/16/14	1,968.60	1,987.47	18.87	78.00
3	MCDONALDS CORP COM	03/01/11	224.85	302.22	77 37	10.00
25	MCDONALDS CORP COM	08/16/11	2,162.75	2,518.50	355 75	81.00
27	MCDONALDS CORP COM	01/13/12	2,706.75	2,719.98	13.23	88.00
71	MCDONALDS CORP COM	02/24/12	7,140.12	7,152.54	12.42	231.00
68	MCDONALDS CORP COM	06/16/14	6,850.32	6,850.32		221 00
12	MICROSOFT CORP	08/16/11	306.48	500 40	193.92	14.00
30	MICROSOFT CORP	12/07/11	765.17	1,251.00	485 83	34 00
44	MICROSOFT CORP	01/13/12	1,230.24	1,834.80	604 56	50 00
113	MICROSOFT CORP	02/24/12	3,541.67	4,712.10	1,170.43	127.00

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
53	MICROSOFT CORP	01/15/14	1,943.80	2,210.10	266.30	60 00
186	MICROSOFT CORP	06/16/14	7,699.58	7,756.20	56 62	209.00
50	NATIONAL BANK CANADA	06/16/14	2,125.45	2,124.58	(0.87)	83.00
79	NOVARTIS ADR	06/16/14	7,131.73	7,151.87	20 14	185.00
5	NEXTERA ENERGY INC SHS	03/01/11	271.10	512.40	241 30	15.00
25	NEXTERA ENERGY INC SHS	08/16/11	1,358.75	2,562.00	1,203 25	73 00
25	NEXTERA ENERGY INC SHS	01/13/12	1,475.00	2,562.00	1,087.00	73 00
68	NEXTERA ENERGY INC SHS	02/24/12	4,111.28	6,968.64	2,857.36	198.00
100	NESTLE S A REP RG SH ADR	06/16/14	7,728.00	7,767.00	39.00	203.00
4	NORTHEAST UTILITIES COM	03/01/11	135.28	189.08	53.80	7 00
25	NORTHEAST UTILITIES COM	08/16/11	823.25	1,181.75	358.50	40.00
24	NORTHEAST UTILITIES COM	01/13/12	814.80	1,134.48	319.68	38 00
67	NORTHEAST UTILITIES COM	02/24/12	2,395.59	3,167.09	771.50	106.00
4	NORTHROP GRUMMAN CORP	03/01/11	238.42	478.52	240.10	12.00
15	NORTHROP GRUMMAN CORP	08/16/11	808.65	1,794 45	985 80	42.00
15	NORTHROP GRUMMAN CORP	01/13/12	883.80	1,794.45	910 65	42.00
39	NORTHROP GRUMMAN CORP	02/24/12	2,366.13	4,665.57	2,299 44	110 00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
18	NORTHROP GRUMMAN CORP	06/16/14	2,186.28	2,153.34	(32.94)	51.00
51	NOVO NORDISK A S ADR	06/16/14	2,322.02	2,355.69	33.67	31.00
2	OCCIDENTAL PETE CORP CAL	03/01/11	200.40	205 26	4 86	6 00
20	OCCIDENTAL PETE CORP CAL	08/16/11	1,746.00	2,052.60	306.60	58 00
20	OCCIDENTAL PETE CORP CAL	01/13/12	1,938.20	2,052 60	114.40	58.00
55	OCCIDENTAL PETE CORP CAL	02/24/12	5,707.90	5,644.65	(63.25)	159 00
7	PRUDENTIAL FINANCIAL INC	08/16/11	361.76	621.39	259.63	15.00
14	PRUDENTIAL FINANCIAL INC	01/13/12	762.72	1,242.78	480 06	30 00
32	PRUDENTIAL FINANCIAL INC	02/24/12	1,961.60	2,840.64	879 04	68.00
49	PRUDENTIAL FINANCIAL INC	08/29/12	2,672.35	4,349.73	1,677 38	104 00
37	PRUDENTIAL FINANCIAL INC	07/12/13	2,875.67	3,284 49	408.82	79.00
11	PHILLIPS 66 SHS	03/01/11	391.82	884.73	492.91	22 00
10	PHILLIPS 66 SHS	08/16/11	305.20	804 30	499 10	20 00
8	PHILLIPS 66 SHS	01/13/12	258.46	643.44	384 98	16 00
25	PHILLIPS 66 SHS	02/24/12	867.07	2,010.75	1,143.68	50.00
49	PEPSICO INC	06/16/14	4,278.68	4,377.66	98.98	129.00
18	PFIZER INC	03/01/11	345.96	534.24	188.28	19.00

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
65	PFIZER INC	08/16/11	1,183.00	1,929 20	746 20	68 00
61	PFIZER INC	01/13/12	1,333.46	1,810.48	477.02	64.00
167	PFIZER INC	02/24/12	3,555.43	4,956 56	1,401.13	174 00
46	PFIZER INC	04/18/13	1,410.63	1,365 28	(45 35)	48.00
46	PFIZER INC	01/15/14	1,421.40	1,365 28	(56.12)	48 00
249	PFIZER INC	06/16/14	7,308.13	7,390 32	82.19	259.00
4	PRAXAIR INC	08/16/11	396.44	531.36	134.92	11.00
17	PRAXAIR INC	01/13/12	1,840.76	2,258.28	417.52	45.00
43	PRAXAIR INC	02/24/12	4,730.00	5,712 12	982.12	112.00
5	PROCTER & GAMBLE CO	03/01/11	313.55	392 95	79.40	13.00
30	PROCTER & GAMBLE CO	08/16/11	1,846.50	2,357.70	511.20	78 00
24	PROCTER & GAMBLE CO	01/13/12	1,574 40	1,886.16	311 76	62.00
74	PROCTER & GAMBLE CO	02/24/12	4,952.82	5,815.66	862 84	191 00
64	QUALCOMM INC	02/13/14	4,891.44	5,068.80	177.36	108.00
6	RAYTHEON CO DELAWARE NEW	03/01/11	303.72	553.50	249.78	15.00
35	RAYTHEON CO DELAWARE NEW	08/16/11	1,443.40	3,228 75	1,785.35	85 00
31	RAYTHEON CO DELAWARE NEW	01/13/12	1,514.35	2,859.75	1,345 40	76 00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
86	RAYTHEON CO DELAWARE NEW	02/24/12	4,392.02	7,933.50	3,541.48	209 00
74	ROYAL DUTCH SHEL PLC SPONS ADR B	06/16/14	6,287.78	6,438.74	150.96	279.00
197	ROCHE HLDG LTD SPN ADR	06/16/14	7,308.70	7,348.10	39 40	181.00
144	ROGERS COMMUNICATIONS B	06/16/14	5,794.56	5,796.00	1 44	240.00
2	SEMPRA ENERGY	03/01/11	106.56	209.42	102.86	6 00
15	SEMPRA ENERGY	08/16/11	735.30	1,570.65	835 35	40.00
10	SEMPRA ENERGY	01/13/12	550.40	1,047.10	496.70	27.00
35	SEMPRA ENERGY	02/24/12	2,024.75	3,664 85	1,640.10	93.00
7	SCHLUMBERGER LTD	03/01/11	643.09	825.65	182 56	12.00
15	SCHLUMBERGER LTD	08/16/11	1,196.55	1,769 25	572 70	24.00
15	SCHLUMBERGER LTD	01/13/12	1,026.60	1,769 25	742 65	24.00
40	SCHLUMBERGER LTD	02/24/12	3,194.40	4,718.00	1,523.60	64.00
37	SYNGENTA AG ADR	06/16/14	2,758.35	2,767 60	9.25	71 00
148	SANOFI ADR	06/16/14	7,959.04	7,869.16	(89 88)	195 00
71	SINGAPORE TELECOMM LT AD	06/16/14	2,202.42	2,201.71	(0.71)	91 00
128	SVENSKA HANDELSBANKEN AB SHS	06/16/14	3,168.00	3,130 88	(37 12)	89.00

PLEASE SEE REVERSE SIDE

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
175	SUNTRUST BKS INC COM	02/20/13	4,859.12	7,010.50	2,151.38	140 00
79	SUNTRUST BKS INC COM	05/09/13	2,431.09	3,164.74	733.65	64.00
26	SUNTRUST BKS INC COM	01/15/14	999.87	1,041.56	41.69	21.00
6	TOTAL S.A. SP ADR	03/01/11	357.36	433.20	75.84	17.00
30	TOTAL S.A. SP ADR	08/16/11	1,431.30	2,166.00	734.70	82 00
31	TOTAL S.A. SP ADR	01/13/12	1,533.88	2,238.20	704 32	85.00
81	TOTAL S.A. SP ADR	02/24/12	4,576.50	5,848.20	1,271.70	222 00
53	TOTAL S.A. SP ADR	06/16/14	3,794.95	3,826.60	31 65	145.00
3	3M COMPANY	03/01/11	272.01	429.72	157.71	11.00
15	3M COMPANY	08/16/11	1,227.75	2,148.60	920.85	52.00
11	3M COMPANY	01/13/12	921.03	1,575 64	654 61	38 00
35	3M COMPANY	02/24/12	3,088.75	5,013.40	1,924.65	120.00
6	TRAVELERS COS INC	03/01/11	356.58	564.42	207.84	14.00
35	TRAVELERS COS INC	08/16/11	1,818.25	3,292.45	1,474 20	77.00
38	TRAVELERS COS INC	01/13/12	2,248.08	3,574 66	1,326 58	84.00
99	TRAVELERS COS INC	02/24/12	5,840.01	9,312.93	3,472 92	218.00
2	TORONTO DOMINION BANK	07/27/11	81.51	102.82	21.31	4.00

PLEASE SEE REVERSE SIDE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
20	TORONTO DOMINION BANK	08/16/11	778 40	1,028.20	249.80	35.00
22	TORONTO DOMINION BANK	01/13/12	834 90	1,131.02	296.12	38.00
54	TORONTO DOMINION BANK	02/24/12	2,149.20	2,776 14	626.94	93.00
38	TORONTO DOMINION BANK	08/30/12	1,544.91	1,953.58	408.67	66 00
92	UNILEVER NV NY REG SHS	02/24/12	3,079.79	4,025.92	946.13	116.00
150	UNILEVER NV NY REG SHS	06/16/14	6,538.50	6,564.00	25.50	189.00
76	UNITED PARCEL SVC CL B	03/18/13	6,485.19	7,802.16	1,316.97	204.00
27	UNITED PARCEL SVC CL B	06/16/14	2,727.00	2,771.82	44.82	73 00
5	US BANCORP (NEW)	03/01/11	136.10	216.60	80.50	5.00
50	US BANCORP (NEW)	08/16/11	1,124.50	2,166.00	1,041.50	49.00
44	US BANCORP (NEW)	01/13/12	1,280.84	1,906.08	625 24	44.00
135	US BANCORP (NEW)	02/24/12	3,899.21	5,848.20	1,948 99	133.00
82	US BANCORP (NEW)	06/16/14	3,511.24	3,552 24	41 00	81 00
78	UNION PACIFIC CORP	01/15/14	6,644.85	7,780.50	1,135 65	142.00
5	UNITED TECHS CORP COM	03/01/11	411.15	577.25	166.10	12.00
30	UNITED TECHS CORP COM	08/16/11	2,199.00	3,463 50	1,264.50	71.00
26	UNITED TECHS CORP COM	01/13/12	1,982.24	3,001.70	1,019.46	62.00

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
75	UNITED TECHS CORP COM	02/24/12	6,315.75	8,658.75	2,343.00	177.00
17	UNITED TECHS CORP COM	06/16/14	1,981.01	1,962.65	(18 36)	41.00
44	V F CORPORATION	01/13/12	1,459.70	2,772.00	1,312 30	47 00
144	V F CORPORATION	02/24/12	5,230.80	9,072.00	3,841.20	152 00
60	VERIZON COMMUNICATNS COM	08/16/11	2,085.60	2,935 80	850.20	128.00
74	VERIZON COMMUNICATNS COM	01/13/12	2,863 06	3,620.82	757.76	157.00
203	VERIZON COMMUNICATNS COM	02/24/12	7,744 25	9,932.79	2,188.54	431.00
65	VERIZON COMMUNICATNS COM	06/16/14	3,196.70	3,180.45	(16 25)	138.00
74	KONE OYJ EUR PAR ORDINARY	06/16/14	3,096 90	3,088.15	(8.75)	
134	EUTELSAT COMMUNICATIONS, .5 EUR PAR ORDINARY	06/16/14	4,574.51	4,655.44	80 93	
47	LEGRAND SA 4 EUR PAR ORDINARY	06/16/14	2,903.35	2,875.48	(27.87)	
13	ACE LIMITED	10/06/11	789.11	1,348.10	558.99	34 00
10	ACE LIMITED	01/13/12	691.00	1,037.00	346 00	26.00
30	ACE LIMITED	02/24/12	2,196.60	3,111.00	914 40	78.00
12	WAL-MART STORES INC	03/01/11	624.36	900.84	276.48	24.00

HUMPHREYS FOUNDATION INC

WCMA® Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
20	WAL-MART STORES INC	08/16/11	1,037.80	1,501.40	463.60	39 00
18	WAL-MART STORES INC	01/13/12	1,066.50	1,351.26	284.76	35.00
53	WAL-MART STORES INC	02/24/12	3,110.04	3,978.71	868 67	102.00
15	WEYERHAEUSER CO	03/01/11	351.60	496 35	144.75	14.00
55	WEYERHAEUSER CO	08/16/11	939.95	1,819.95	880.00	49.00
48	WEYERHAEUSER CO	01/13/12	953.28	1,588.32	635.04	43.00
145	WEYERHAEUSER CO	02/24/12	3,067.19	4,798.05	1,730 86	128.00
3	WELLS FARGO & CO NEW DEL	03/01/11	95.64	157.68	62 04	5 00
85	WELLS FARGO & CO NEW DEL	08/16/11	2,091.85	4,467.60	2,375.75	119.00
80	WELLS FARGO & CO NEW DEL	01/13/12	2,362.40	4,204.80	1,842 40	112.00
232	WELLS FARGO & CO NEW DEL	02/24/12	7,012.27	12,193.92	5,181 65	325.00
	Total Equities		678,424.73	864,917.88	186,493.15	23,583.00

WCMA® Fiscal Statement

HUMPHREYS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Mutual Funds/Closed End Funds/UIT					
3,896	GLOBAL SMALL CAP PORT MANAGED ACCT SERIES	01/22/13	52,284.32	67,478.72	15,194 40	1,512.00
2,670	MID CAP VALUE OPPS PORTFOLIO CLS	01/22/13	35,110.50	44,909.40	9,798 90	638.00
4,564	BLACKROCK ALLOCATION TARGET SHARES SERIES M	03/13/14	44,499.00	45,137 96	638.96	936.00
10,610	BLACKROCK STRATEGIC INCOME OPPRTNTS PTF INST	01/22/13	108,007.63	110,025.70	2,018.07	2,526.00
18,936	BLACKROCK MULTI ASSET INCOME PORTFOLIO INSTL	01/22/13	209,646.00	220,225.68	10,579 68	11,001.00
	Total Mutual Funds/Closed End Funds/UIT		**449,547.45**	**487,777.46**	**38,230.01**	**16,613.00**