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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning 10/1/2013, and ending 9/30/2014

Name of foundation ANN & ROBERT BENSON FOUNDATION INC			A Employer identification number 22-3696348	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change				
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 655,836		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

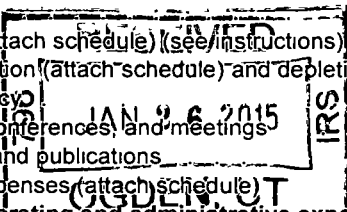
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	10,765	10,765		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	71,932			
b Gross sales price for all assets on line 6a 247,415				
7 Capital gain net income (from Part IV, line 2)		71,932		
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	82,697	82,697	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,500			1,500
c Other professional fees (attach schedule)	4,949	2,969		1,980
17 Interest				
18 Taxes (attach schedule) (see instructions)	905	48		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	7,354	3,017	0	3,480
25 Contributions, gifts, grants paid	23,000			23,000
26 Total expenses and disbursements. Add lines 24 and 25	30,354	3,017	0	26,480
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	52,343			
b Net investment income (if negative, enter -0-)		79,680		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	101	145	145
	2 Savings and temporary cash investments	20,431	16,835	16,835
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	431,267	487,193	638,856
	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)				
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)	451,799	504,173	655,836	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	451,799	504,173	
	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)	451,799	504,173		
31 Total liabilities and net assets/fund balances (see instructions)	451,799	504,173		

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	451,799
2 Enter amount from Part I, line 27a	2	52,343
3 Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENTS	3	31
4 Add lines 1, 2, and 3	4	504,173
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	504,173

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			0
b			0
c			0
d			0
e			0

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	71,932
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	0

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	21,071	528,849	0.039843
2011	18,004	470,771	0.038244
2010	29,242	468,278	0.062446
2009	20,353	427,512	0.047608
2008	31,855	402,265	0.079189

2	Total of line 1, column (d)	2	0.267330
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	0.053466
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	629,590
5	Multiply line 4 by line 3	5	33,662
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	797
7	Add lines 5 and 6	7	34,459
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	26,480

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)	1	1,594
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	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	1,594
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,594
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	755
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	755
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	839
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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? ☐ Yes ☒ No

5b N/A

6b X

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
ANN BENSON 304 BERKSHIRE AVENUE NEW MILFORD, NJ 07646	PRESIDENT 2 00	0		
RYAN D BENSON 304 BERKSHIRE AVENUE NEW MILFORD, NJ 07646	VICE PRESIDENT 2 00	0		
SAMANTHA A BENSON 304 BERKSHIRE AVENUE NEW MILFORD, NJ 07646	SECRETARY 2 00	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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	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		0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	620,473
b	Average of monthly cash balances	1b	18,705
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	639,178
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	639,178
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9,588
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	629,590
6	Minimum investment return. Enter 5% of line 5	6	31,480

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	31,480
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,594
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,594
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,886
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	29,886
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	29,886

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	26,480
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	26,480
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,480

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				29,886
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			20,946	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 26,480				
a Applied to 2012, but not more than line 2a			20,946	
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				5,534
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				24,352
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Robert D. Benson

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

NONE

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

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

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

- 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 Attached Statement				
Total			▶ 3a	23,000
b Approved for future payment NONE				
Total			▶ 3b	0

ANN & ROBERT BENSON FOUNDATION INC

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Englewood Hospital and Medical Center Foundation Inc

Street

350 Engle St

City

Englewood

State

NJ

Zip Code

07631

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

Responsibility

Street

P O Box 431199

City

San Ysidro

State

CA

Zip Code

92143

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

Mustard Seed Communities Inc

Street

29 Janes Avenue

City

Medfield

State

MA

Zip Code

02052

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Totals	Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										Capital Gains/Losses	247,415		175,483		71,932	
Short Term CG Distributions										Other sales	0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
1	X	AGILENT TECHNOLOGIES INC	00846U101		8/27/2012		5/30/2014	1,466	979				0	487		
2	X	AGILENT TECHNOLOGIES INC	00846U101		8/28/2012		5/30/2014	564	373				0	191		
3	X	AGILENT TECHNOLOGIES INC	00846U101		8/28/2012		8/22/2014	1,529	1,096				0	523		
4	X	AGILENT TECHNOLOGIES INC	00846U101		8/28/2012		8/22/2014	510	336				0	174		
5	X	AGILENT TECHNOLOGIES INC	00846U101		8/29/2012		6/30/2014	1,590	1,044				0	546		
6	X	AGILENT TECHNOLOGIES INC	00846U101		8/30/2012		6/30/2014	511	335				0	176		
7	X	AMERICAN INTERNATIONAL	026874784		9/17/2012		9/8/2014	497	314				0	183		
8	X	AMGEN INC COM PV \$0.0001	031162100		10/18/2010		9/8/2014	554	229				0	325		
9	X	APPLE INC	037833100		6/25/2012		8/27/2014	3,130	2,539				0	591		
10	X	APPLE INC	037833100		6/4/2012		8/27/2014	3,534	2,788				0	746		
11	X	APPLE INC	037833100		6/25/2012		9/8/2014	395	328				0	87		
12	X	APPLE INC	037833100		6/26/2012		9/8/2014	99	82				0	17		
13	X	APPLIED MATERIAL INC	038222105		5/23/2013		5/29/2014	2,551	1,834				0	717		
14	X	APPLIED MATERIAL INC	038222105		5/28/2013		5/29/2014	918	673				0	245		
15	X	APPLIED MATERIAL INC	038222105		5/24/2013		5/29/2014	2,776	1,988				0	788		
16	X	APPLIED MATERIAL INC	038222105		5/28/2013		5/30/2014	1,835	1,361				0	474		
17	X	APPLIED MATERIAL INC	038222105		5/29/2013		5/30/2014	444	328				0	118		
18	X	BIOGEN IDEC INC	09082X103		6/11/2013		9/8/2014	328	222				0	106		
19	X	BORG WARNER INC COM	098724106		6/8/2013		8/19/2014	1,483	1,105				0	378		
20	X	BORG WARNER INC COM	098724106		6/9/2013		8/19/2014	521	387				0	134		
21	X	BORG WARNER INC COM	098724106		6/8/2013		6/19/2014	976	720				0	256		
22	X	AETNA INC NEW	00817Y108		9/18/2013		9/8/2014	502	401				0	101		
23	X	AGILENT TECHNOLOGIES INC	00846U101		8/27/2012		5/29/2014	1,891	1,318				0	573		
24	X	BORG WARNER INC COM	098724106		8/9/2013		6/20/2014	1,493	1,114				0	379		
25	X	BORG WARNER INC COM	098724106		6/8/2013		6/23/2014	970	728				0	244		
26	X	BORG WARNER INC COM	098724106		8/12/2013		6/23/2014	517	390				0	127		
27	X	BORG WARNER INC COM	098724106		8/12/2013		6/24/2014	1,482	1,121				0	361		
28	X	BORG WARNER INC COM	098724106		8/12/2013		6/25/2014	573	438				0	135		
29	X	BROCADE COMMUNICATIONS	111621306		5/28/2014		9/8/2014	331	293				0	38		
30	X	CVS HEALTH CORP	126650100		7/9/2012		7/1/2014	3,036	1,894				0	1,142		
31	X	CVS HEALTH CORP	126650100		7/10/2012		7/1/2014	304	189				0	115		
32	X	CVS HEALTH CORP	126650100		7/10/2012		9/8/2014	489	284				0	205		
33	X	CHEVRON CORP	166764100		8/30/2004		10/10/2013	4,847	2,019				0	2,828		
34	X	CHEVRON CORP	166764100		2/5/2007		3/14/2014	896	444				0	242		
35	X	CHEVRON CORP	166764100		10/4/2005		3/14/2014	2,172	1,210				0	962		
36	X	CHEVRON CORP	166764100		8/30/2004		3/14/2014	1,944	817				0	1,127		
37	X	CHEVRON CORP	166764100		7/8/2006		5/29/2014	1,220	959				0	261		
38	X	CHUBB CORP	171232101		1/12/2009		1/9/2014	1,376	877				0	699		
39	X	CHUBB CORP	171232101		2/27/2008		1/9/2014	734	457				0	297		
40	X	CITIGROUP INC COM NEW	172987424		6/12/2012		9/8/2014	521	274				0	247		
41	X	CHUBB CORP	171232101		1/12/2009		1/10/2014	2,109	1,038				0	1,071		
42	X	CHUBB CORP	171232101		1/12/2009		1/13/2014	2,099	993				0	1,007		
43	X	CHUBB CORP	171232101		1/12/2009		1/15/2014	2,086	1,038				0	1,048		
44	X	CHUBB CORP	171232101		1/12/2009		1/16/2014	361	181				0	180		
45	X	CHUBB CORP	171232101		3/26/2012		1/16/2014	1,626	1,235				0	391		
46	X	COCA COLA COM	191216100		9/13/2012		5/29/2014	1,382	1,300				0	82		
47	X	CHUBB CORP	171232101		3/26/2012		1/17/2014	2,159	1,647				0	512		
48	X	CISCO SYSTEMS INC COM	17275R102		6/8/2013		9/8/2014	572	606				0	-34		
49	X	COCA COLA COM	191216100		9/11/2012		5/29/2014	1,586	1,476				0	110		
50	X	COCA COLA COM	191216100		9/12/2012		5/29/2014	1,586	1,473				0	113		
51	X	COCA COLA COM	191216100		9/10/2012		5/29/2014	1,382	1,287				0	95		
52	X	COMCAST CORP NEW CL A	20030N101		9/24/2012		9/8/2014	1,003	658				0	345		
53	X	DELTA AIR LINES INC	247361702		3/14/2014		9/8/2014	432	378				0	54		
54	X	DISNEY (WALT) CO COM STK	254687108		12/11/2012		9/8/2014	453	249				0	204		
55	X	DISCOVER FINL SVCS	254709108		5/23/2011		9/8/2014	317	123				0	194		
56	X	DOW CHEMICAL CO	260543103		10/21/2013		9/8/2014	328	249				0	80		
57	X	DR PEPPER SNAPPLE GROUP	261395109		7/14/2010		9/8/2014	435	276				0	159		
58	X	EXXON MOBIL CORP COM	30231G102		7/8/2012		1/8/2014	4,322	3,595				0	727		
59	X	E M C CORPORATION MASS	268648102		10/31/2012		6/17/2014	1,856	1,216				0	640		
60	X	CHEVRON CORP	166764100		2/5/2007		5/29/2014	4,759	2,885				0	1,874		
61	X	CHEVRON CORP	166764100		7/8/2007		5/29/2014	610	440				0	170		
62	X	E M C CORPORATION MASS	268648102		11/1/2012		6/17/2014	1,538	1,491				0	77		
63	X	E M C CORPORATION MASS	268648102		11/1/2012		9/8/2014	321	277				0	44		
64	X	EXXON MOBIL CORP COM	30231G102		7/10/2012		1/8/2014	101	84				0	17		
65	X	EXXON MOBIL CORP COM	30231G102		7/8/2008		1/8/2014	1,709	1,452				0	257		
66	X	FACEBOOK INC	30303M102		5/29/2014		9/8/2014	368	321				0	97		
67	X	GOLDMAN SACHS GROUP INC	38141G104		9/25/2012		10/10/2013	3,783	2,789				0	977		
68	X	GOLDMAN SACHS GROUP INC	38141G104		9/24/2012		10/10/2013	1,568	1,187				0	401		

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount						Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
								Capital Gains/Losses		247,415		175,453		71,932	
								Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
69	X	GOLDMAN SACHS GROUP INC	38141G104		9/25/2012		9/8/2014	541	348				0	193	
70	X	GOOGLE INC CL A	38259P508		9/25/2012		9/8/2014	501	281				0	320	
71	X	GOOGLE INC SHS CL C	38259P706		6/27/2012		6/17/2014	545	285				0	260	
72	X	GOOGLE INC SHS CL C	38259P706		6/29/2012		6/17/2014	2,179	1,126				0	1,053	
73	X	GOOGLE INC SHS CL C	38259P706		6/25/2012		6/17/2014	1,090	560				0	530	
74	X	INTL PAPER CO	460146103		10/22/2012		10/10/2013	4,336	3,719				0	617	
75	X	INTL PAPER CO	460146103		10/23/2012		10/10/2013	701	592				0	109	
76	X	INTL PAPER CO	460146103		10/23/2012		7/1/2014	610	444				0	166	
77	X	INTL PAPER CO	460146103		10/24/2012		7/1/2014	613	587				0	226	
78	X	INTL PAPER CO	460146103		12/17/2012		7/1/2014	2,999	2,251				0	748	
79	X	INTL PAPER CO	460146103		1/14/2013		7/2/2014	2,840	2,125				0	515	
80	X	INTL PAPER CO	460146103		12/17/2012		7/2/2014	189	150				0	49	
81	X	JPMORGAN CHASE & CO	46625H100		6/8/2012		9/8/2014	539	300				0	239	
82	X	KNOWLES CORP SHS	49926D109		3/10/2014		3/10/2014	14	0				0	14	
83	X	KNOWLES CORP SHS	49926D109		5/28/2008		4/16/2014	357	212				0	145	
84	X	KNOWLES CORP SHS	49926D109		5/27/2008		4/16/2014	505	294				0	211	
85	X	KNOWLES CORP SHS	49926D109		5/14/2008		4/16/2014	88	54				0	35	
86	X	KNOWLES CORP SHS	49926D109		5/28/2008		4/17/2014	240	141				0	99	
87	X	LAS VEGAS SANDS CORP	517834107		8/18/2014		9/8/2014	313	370				0	-57	
88	X	LOWE'S COMPANIES INC	548681107		4/29/2013		9/8/2014	429	307				0	122	
89	X	MARATHON OIL CORP	565849106		2/22/2013		3/14/2014	3,637	3,840				0	-203	
90	X	MARATHON OIL CORP	565849106		2/12/2013		3/14/2014	786	825				0	-39	
91	X	MARATHON OIL CORP	565849106		2/20/2013		3/14/2014	1,212	1,303				0	-91	
92	X	MARATHON PETROLEUM CO	56585A102		5/29/2014		9/8/2014	369	359				0	10	
93	X	MASTERCARD INC	576380104		12/11/2012		5/29/2014	2,840	1,786				0	1,054	
94	X	MASTERCARD INC	576380104		12/11/2012		9/8/2014	395	193				0	112	
95	X	MCKESSON CORPORATION	581550103		7/6/2007		1/9/2014	175	60				0	115	
96	X	MCKESSON CORPORATION	581550103		1/4/2006		1/9/2014	3,324	1,019				0	2,305	
97	X	MCKESSON CORPORATION	581550103		3/9/2009		3/14/2014	2,366	508				0	1,858	
98	X	MCKESSON CORPORATION	581550103		7/8/2007		3/14/2014	728	239				0	489	
99	X	MCKESSON CORPORATION	581550103		3/9/2009		9/8/2014	399	78				0	321	
100	X	MEDTRONIC INC COM	585055106		8/5/2013		9/8/2014	259	221				0	38	
101	X	MERCK AND CO INC SHS	589337105		6/26/2012		4/16/2014	1,292	922				0	370	
102	X	MICROSOFT CORP	594918104		11/17/2009		9/23/2014	934	599				0	335	
103	X	MICROSOFT CORP	594918104		12/31/2009		9/23/2014	1,215	802				0	413	
104	X	MICROSOFT CORP	594918104		12/30/2009		9/23/2014	1,168	778				0	390	
105	X	MICRON TECHNOLOGY INC	595112103		8/7/2014		9/8/2014	365	334				0	31	
106	X	MOLSON COOR BREW CO CL	60871R209		5/29/2014		9/8/2014	357	326				0	31	
107	X	MYLAN INC	628530107		5/28/2014		9/8/2014	433	447				0	-14	
108	X	NETAPP INC	64110D104		8/8/2013		8/7/2014	1,309	1,443				0	-134	
109	X	NETAPP INC	64110D104		8/9/2013		8/8/2014	1,621	1,796				0	-175	
110	X	NETAPP INC	64110D104		8/8/2013		8/8/2014	270	303				0	-33	
111	X	NETAPP INC	64110D104		8/8/2013		8/8/2014	1,826	2,122				0	-199	
112	X	NETAPP INC	64110D104		8/9/2013		8/11/2014	507	556				0	-49	
113	X	ORACLE CORP \$0.01 DEL	68389X105		10/31/2012		9/8/2014	284	218				0	66	
114	X	PACKAGING CORP AMERICA	695156109		2/20/2013		9/8/2014	491	279				0	212	
115	X	PARKER HANNIFIN CORP	701094104		3/14/2014		9/8/2014	235	234				0	1	
116	X	PEIZER INC	717081103		8/13/2012		5/29/2014	1,718	1,383				0	335	
117	X	PEIZER INC	717081103		8/13/2012		9/8/2014	413	334				0	79	
118	X	PHILIP MORRIS INTL INC	718172109		10/17/2011		5/29/2014	3,244	2,496				0	746	
119	X	PHILIP MORRIS INTL INC	718172109		10/17/2011		9/8/2014	253	203				0	50	
120	X	PHILIP MORRIS INTL INC	718172109		10/17/2011		9/15/2014	4,623	3,713				0	910	
121	X	THE PRICELINE GROUP INC	741503403		4/18/2014		9/8/2014	1,195	1,184				0	11	
122	X	QUALCOMM INC	747525103		8/17/2014		9/8/2014	456	475				20	1	
123	X	RAYTHEON CO DELAWARE N	755111507		5/3/2006		10/21/2013	451	277				0	174	
124	X	MERCK AND CO INC SHS	589337105		8/25/2012		4/16/2014	1,966	1,398				0	568	
125	X	MERCK AND CO INC SHS	589337105		8/26/2012		9/8/2014	489	321				0	168	
126	X	MICROSOFT CORP	594918104		11/16/2009		9/8/2014	605	387				0	218	
127	X	MICROSOFT CORP	594918104		11/8/2009		9/8/2014	372	231				0	141	
128	X	MICROSOFT CORP	594918104		12/29/2009		9/23/2014	2,102	1,418				0	684	
129	X	MICROSOFT CORP	594918104		11/16/2009		9/23/2014	4,611	3,064				0	1,547	
130	X	MICROSOFT CORP	594918104		1/1/2010		9/23/2014	1,355	884				0	471	
131	X	MICROSOFT CORP	594918104		1/4/2010		9/23/2014	981	653				0	328	
132	X	REGIONS FINL CORP	7591EP100		10/10/2013		5/29/2014	2,729	2,599				0	130	
133	X	REGIONS FINL CORP	7591EP100		10/11/2013		5/29/2014	1,007	969				0	38	
134	X	REGIONS FINL CORP	7591EP100		10/14/2013		5/29/2014	2,233	2,150				0	83	
135	X	REGIONS FINL CORP	7591EP100		10/11/2013		5/29/2014	558	533				0	25	
136	X	ROSS STORES INC COM	778298103		5/4/2009		9/8/2014	381	97				0	284	

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Totals	Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss	
										Capital Gains/Losses	247,415	175,483		71,932	
										Other sales	0	0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
137	X	SUNTRUST BKS INC COM	867814103		1/14/2013		9/8/2014	424	311					0	113
138	X	TRW AUTOMOTIVE HLDGS CF	872945106		2/20/2013		9/8/2014	500	304					0	196
139	X	TERADATA CORP DEL	88076W103		1/11/2012		2/26/2014	1,669	2,316					0	-647
140	X	TERADATA CORP DEL	88076W103		1/11/2012		2/26/2014	1,669	2,322					0	-653
141	X	TERADATA CORP DEL	88076W103		1/15/2013		2/27/2014	842	823					0	-281
142	X	TERADATA CORP DEL	88076W103		1/15/2012		2/27/2014	367	488					0	-131
143	X	RAYTHEON CO DELAWARE N	755111507		5/4/2006		10/21/2013	1,805	1,109					0	696
144	X	RAYTHEON CO DELAWARE N	755111507		5/4/2006		10/22/2013	76	46					0	30
145	X	RAYTHEON CO DELAWARE N	755111507		5/30/2006		10/22/2013	2,800	1,677					0	1,123
146	X	RAYTHEON CO DELAWARE N	755111507		5/31/2006		10/23/2013	768	457					0	311
147	X	RAYTHEON CO DELAWARE N	755111507		7/8/2008		10/23/2013	384	287					0	97
148	X	RAYTHEON CO DELAWARE N	755111507		7/8/2007		10/23/2013	384	274					0	110
149	X	RAYTHEON CO DELAWARE N	755111507		1/11/2007		10/23/2013	384	261					0	123
150	X	RAYTHEON CO DELAWARE N	755111507		5/30/2006		10/23/2013	1,766	1,043					0	723
151	X	WHIRLPOOL CORP	963320106		2/7/2014		7/23/2014	718	683					0	35
152	X	WHIRLPOOL CORP	963320106		2/10/2014		7/24/2014	2,202	2,053					0	149
153	X	WHIRLPOOL CORP	963320106		2/7/2014		7/24/2014	3,523	3,277					0	246
154	X	ALLEGION PLC SHS	G0176J109		1/11/2012		12/10/2013	379	253					0	126
155	X	ALLEGION PLC SHS	G0176J109		1/11/2012		12/10/2013	674	454					0	220
156	X	ALLEGION PLC SHS	G0176J109		1/11/2012		12/11/2013	761	501					0	260
157	X	ALLEGION PLC SHS	G0176J109		1/11/2012		12/11/2013	423	281					0	142
158	X	INGERSOLL-RAND PLC	G47781101		1/11/2012		4/16/2014	171	109					0	63
159	X	INGERSOLL-RAND PLC	G47781101		1/11/2012		4/16/2014	2,112	1,346					0	766
160	X	INGERSOLL-RAND PLC	G47781101		1/11/2012		4/16/2014	1,027	855					0	372
161	X	INGERSOLL-RAND PLC	G47781101		1/11/2012		4/16/2014	2,854	1,837					0	1,017
162	X	INGERSOLL-RAND PLC	G47781101		1/11/2012		4/17/2014	2,955	1,841					0	1,114
163	X	TERADATA CORP DEL	88076W103		1/14/2013		2/27/2014	1,236	1,777					0	-539
164	X	TEVA PHARMACTCL INDS AD	881624208		7/1/2014		9/8/2014	365	378					0	-11
165	X	3M COMPANY	88579Y101		6/25/2012		9/8/2014	871	516					0	355
166	X	TRAVELERS COS INC	89417E109		1/22/2007		9/8/2014	280	155					0	125
167	X	TWENTY-FIRST CENTURY	90130A101		8/30/2010		10/10/2013	5,508	1,873					0	3,635
168	X	TWENTY-FIRST CENTURY	90130A101		8/31/2010		1/9/2014	3,194	1,055					0	2,139
169	X	TWENTY-FIRST CENTURY	90130A101		8/30/2010		1/9/2014	840	277					0	563
170	X	TWENTY-FIRST CENTURY	90130A101		10/4/2012		2/7/2014	4,090	2,814					0	1,276
171	X	TWENTY-FIRST CENTURY	90130A101		8/31/2010		2/7/2014	1,739	600					0	1,139
172	X	US BANCORP (NEW)	902973304		7/23/2012		9/8/2014	293	233					0	60
173	X	UNION PACIFIC CORP	907818108		4/18/2014		9/8/2014	538	470					0	68
174	X	UNITED CONTL HLDGS INC	910047109		1/14/2013		1/15/2014	1,515	859					0	656
175	X	UNITED CONTL HLDGS INC	910047109		1/18/2013		3/14/2014	179	105					0	74
176	X	UNITED CONTL HLDGS INC	910047109		1/15/2013		3/14/2014	3,752	2,179					0	1,573
177	X	UNITED CONTL HLDGS INC	910047109		1/14/2013		3/14/2014	1,832	1,067					0	765
178	X	UNITED CONTL HLDGS INC	910047109		1/18/2013		9/8/2014	412	206					0	203
179	X	UNITEDHEALTH GROUP INC	91324P102		1/9/2014		7/1/2014	7,384	5,850					0	534
180	X	UNIVERSAL HEALTH SVCS B	913603100		1/9/2014		9/8/2014	438	336					0	102
181	X	VALERO ENERGY CORP NEW	91913Y100		1/15/2011		5/7/2014	3,344	1,319					0	2,025
182	X	VALERO ENERGY CORP NEW	91913Y100		1/11/2011		5/7/2014	4,670	1,820					0	2,850
183	X	VALERO ENERGY CORP NEW	91913Y100		1/15/2011		9/8/2014	215	91					0	124
184	X	VERITIV CORP	923454102		1/14/2013		7/10/2014	35	30					0	5
185	X	VERITIV CORP	923454102		7/10/2014		7/10/2014	3	0					0	3
186	X	WSTN DIGITAL CORP DEL	958102105		1/29/2014		9/8/2014	600	502					0	98

Part I, Line 16b (990-PF) - Accounting Fees

		1,500	0	0	1,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,500			1,500

Part I, Line 16c (990-PF) - Other Professional Fees

		4,949	2,969	0	1,980
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MERRILL LYNCH FEES AS AGENT	4,949	2,969		1,980

Part I, Line 18 (990-PF) - Taxes

		905	48	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	48	48		
2	PY EXCISE TAX DUE	102			
3	ESTIMATED EXCISE TAX PAYMENTS	755			

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		431,267	487,193	0	638,856	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1						
2	AMGEN INC	0		5,676		11,096
3	APPLE COMPUTER INC COM	0		10,823		13,299
4	EMC CORP(MASS) USD 0 01	0		7,613		8,544
5	DISNEY (WALT) COMPANY HOLDING CO	0		7,752		13,889
6	DOVER CORPORATION	0		3,582		6,507
7	HALLIBURTON COMPANY COM	0		7,057		9,870
8	HOME DEPOT INC USD 0 05	0		7,716		7,890
9	LOWES COMPANIES INC COM	0		11,601		15,823
10	MEDTRONIC INC	0		6,433		7,186
11	MICRON TECHNOLOGY	0		14,204		15,554
12	ORACLE CORPORATION	0		9,062		11,063
13	PFIZER INC COM	0		11,481		14,046
14	PARKER HANNIFIN CORP	0		6,744		6,507
15	QUALCOMM INC	0		15,939		15,253
16	SCHLUMBERGER LIMITED COM	0		13,378		15,152
17	TEVA PHARMACEUTICAL INDS ADR	0		6,351		6,342
18	UNION PACIFIC CORP	0		8,581		9,866
19	MYLAN LABS INC	0		6,772		6,187
20	CISCO SYS INC	0		12,017		12,157
21	DOW CHEMICAL COMPANY COMMON	0		7,414		9,387
22	SUNTRUST BANKS INC	0		5,295		7,112
23	CVS CORP	0		9,540		15,918
24	ROSS STORES INC	0		2,351		9,221
25	WESTERN DIGITAL CORP	0		9,132		9,829
26	VALERO ENERGY CORP NEW	0		2,436		5,645
27	WELLS FARGO & CO NEW	0		6,393		6,587
28	BP P L C SPONS ADR	0		6,213		5,582
29	GOLDMAN SACHS GROUP INC	0		6,128		9,362
30	MCKESSON CORPORATION	0		3,910		11,680
31	UNIVERSAL HEALTH SVCS INC CL B	0		5,970		7,315
32	EXXON MOBIL CORP	0		6,473		7,242
33	PACKAGING CORP AMER	0		5,043		7,786
34	AETNA INC	0		9,473		11,016
35	J P MORGAN CHASE & CO	0		10,971		18,253
36	US BANCORP DEL	0		11,732		14,682
37	3M CO	0		11,073		17,427
38	COMCAST CORP NEW CL A	0		13,003		19,146
39	GENERAL ELECTRIC CO	0		5,830		5,636
40	MICROSOFT CORP COM	0		5,195		7,603
41	PRICELINE COM INC	0		9,750		9,269
42	BIOGEN IDEC INC	0		10,627		13,563
43	TRW AUTOMOTIVE HLDGS CORP	0		4,671		8,100
44	GENWORTH FINL INC	0		6,215		4,886
45	GOOGLE INC	0		6,716		12,945
46	LAS VEGAS SANDS CORP	0		7,872		6,532

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Part II, Line 10b (990-PF) - Investments - Corporate Stock

		431,267	487,193	0	638,856	
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	MOLSON COOR BREW CO CL B	0		8,897		10,124
48	HESS CORP	0		6,451		6,697
49	MASTERCARD INC	0		9,172		13,971
50	TRAVELERS COS INC	0		4,362		8,079
51	DISCOVER FINL SVCS	0		6,013		12,298
52	BROCADE COMMUNICATIONS	0		6,307		7,446
53	DELTA AIR LINES INC	0		5,940		6,254
54	PHILIP MORRIS INTL INC	0		6,164		6,422
55	DR PEPPER SNAPPLE GROUP	0		10,971		13,955
56	AMERICAN INTERNATIONAL	0		6,710		10,534
57	SUNCOR ENERGY INC NEW	0		10,900		11,568
58	MERCK AND CO INC SHS	0		11,629		16,302
59	UNITED CONTL HLDGS INC	0		3,194		6,083
60	CITIGROUP INC COM NEW	0		10,930		18,500
61	MARATHON PETROLEUM CORP	0		6,188		5,842
62	FACEBOOK INC	0		6,153		7,588
63	GOOGLE INC SHS CL C	0		5,004		9,238

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount		247,415		0		20		175,503		71,932		0		0		71,932	
Short Term CG Distributions		0		0		0		0		0		0		0		0		0	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj. Basis	Gain/Loss Excess of FMV Over Adjusted Basis or Losses						
1 AGILENT TECHNOLOGIES INC	00846U101		8/27/2012	5/30/2014	1,466			979	487				487						
2 AGILENT TECHNOLOGIES INC	00846U101		8/28/2012	5/30/2014	564			373	191				191						
3 AGILENT TECHNOLOGIES INC	00846U101		8/28/2012	6/2/2014	1,529			1,006	523				523						
4 AGILENT TECHNOLOGIES INC	00846U101		8/29/2012	6/2/2014	510			336	174				174						
5 AGILENT TECHNOLOGIES INC	00846U101		8/29/2012	6/2/2014	1,560			1,044	516				516						
6 AGILENT TECHNOLOGIES INC	00846U101		8/30/2012	6/2/2014	511			335	176				176						
7 AMERICAN INTERNATIONAL	025874784		9/17/2012	9/8/2014	497			314	183				183						
8 AMGEN INC COM PV \$0.0001	031182100		10/18/2010	9/8/2014	554			229	325				325						
9 APPLE INC	037833100		9/25/2012	8/27/2014	3,130			2,539	591				591						
10 APPLE INC	037833100		9/25/2012	8/27/2014	3,534			2,788	746				746						
11 APPLE INC	037833100		9/25/2012	9/8/2014	395			326	69				69						
12 APPLE INC	037833100		9/26/2012	9/8/2014	96			82	14				14						
13 APPLIED MATERIAL INC	038222105		5/23/2013	5/29/2014	2,551			1,834	717				717						
14 APPLIED MATERIAL INC	038222105		5/28/2013	5/29/2014	918			672	245				245						
15 APPLIED MATERIAL INC	038222105		5/24/2013	5/29/2014	2,776			1,988	788				788						
16 APPLIED MATERIAL INC	038222105		5/28/2013	5/30/2014	1,835			1,361	474				474						
17 APPLIED MATERIAL INC	038222105		5/29/2013	5/30/2014	444			328	116				116						
18 BIOGEN IDEC INC	09082X103		6/11/2013	9/8/2014	326			222	104				104						
19 BORG WARNER INC COM	099724106		8/6/2013	6/18/2014	1,483			1,105	378				378						
20 BORG WARNER INC COM	099724106		8/6/2013	6/19/2014	521			387	134				134						
21 BORG WARNER INC COM	099724106		8/6/2013	6/19/2014	978			720	258				258						
22 AETNA INC NEW	00817Y108		9/18/2013	9/8/2014	502			401	101				101						
23 AGILENT TECHNOLOGIES INC	00846U101		8/27/2012	5/29/2014	1,891			1,318	573				573						
24 BORG WARNER INC COM	099724106		8/6/2013	6/20/2014	1,493			1,114	379				379						
25 BORG WARNER INC COM	099724106		8/6/2013	6/23/2014	870			726	144				144						
26 BORG WARNER INC COM	099724106		8/12/2013	6/23/2014	517			401	116				116						
27 BORG WARNER INC COM	099724106		8/12/2013	6/24/2014	1,482			1,121	361				361						
28 BORG WARNER INC COM	099724106		8/12/2013	6/25/2014	573			436	137				137						
29 BROADCOM COMMUNICATIONS	111831306		8/2/2013	8/6/2014	531			401	130				130						
30 CVS HEALTH CORP	126650100		7/8/2012	7/1/2014	3,038			1,894	1,144				1,144						
31 CVS HEALTH CORP	126650100		7/10/2012	7/1/2014	304			189	115				115						
32 CVS HEALTH CORP	126650100		7/10/2012	8/6/2014	489			284	205				205						
33 CHEVRON CORP	166784100		8/30/2004	10/10/2013	847			2,019	2,826				2,826						
34 CHEVRON CORP	166784100		2/5/2013	3/14/2014	684			656	28				28						
35 CHEVRON CORP	166784100		10/4/2005	3/14/2014	2,172			1,210	962				962						
36 CHEVRON CORP	166784100		8/30/2004	3/14/2014	1,944			817	1,127				1,127						
37 CHEVRON CORP	166784100		7/8/2008	9/9/2014	1,228			959	269				269						
38 CHUBB CORP	171232101		1/12/2009	1/8/2014	1,378			672	699				699						
39 CHUBB CORP	171232101		2/27/2008	1/8/2014	734			437	297				297						
40 CITIGROUP INC COM NEW	172967424		6/12/2012	9/8/2014	521			274	247				247						
41 CHUBB CORP	171232101		1/12/2009	1/10/2014	1,098			1,038	60				60						
42 CHUBB CORP	171232101		1/12/2009	1/13/2014	2,000			993	1,007				1,007						
43 CHUBB CORP	171232101		1/12/2009	1/15/2014	2,006			1,038	1,048				1,048						
44 CHUBB CORP	171232101		1/12/2009	1/16/2014	361			181	180				180						
45 CHUBB CORP	171232101		3/26/2012	1/16/2014	1,628			1,235	393				393						
46 COCA COLA COM	171232101		9/13/2012	5/29/2014	1,362			1,300	62				62						
47 CHUBB CORP	171232101		3/26/2012	1/17/2014	2,158			1,647	512				512						
48 CISCO SYSTEMS INC COM	17275R102		5/8/2013	9/8/2014	572			606	34				34						
49 COCA COLA COM	181218100		8/17/2012	5/29/2014	1,586			1,476	110				110						
50 COCA COLA COM	181218100		9/17/2012	5/29/2014	1,586			1,473	113				113						
51 COCA COLA COM	181218100		9/10/2012	5/29/2014	1,362			1,287	75				75						
52 COMCAST CORP NEW CL A	20030N101		9/24/2012	9/8/2014	1,003			658	345				345						
53 DELTA AIR LINES INC	247361702		3/14/2014	9/8/2014	432			378	54				54						
54 DISNEY (WALT) CO COM STK	254687106		12/11/2013	9/8/2014	453			249	204				204						
55 DISCOVER FINL SVCS	254709108		5/23/2011	9/8/2014	317			123	194				194						
56 DOW CHEMICAL CO	260543103		10/21/2013	9/8/2014	328			248	80				80						
57 DR PEPPER SNAPPLE GROUP	26138E109		7/14/2010	9/8/2014	435			278	159				159						
58 EXXON MOBIL CORP COM	30231G102		7/8/2012	1/8/2014	4,322			3,995	327				327						
59 E M C CORPORATION MASS	268648102		10/31/2012	6/17/2014	1,658			1,718	140				140						
60 CHEVRON CORP	166784100		2/5/2007	5/29/2014	4,759			2,885	1,874				1,874						
61 CHEVRON CORP	166784100		7/8/2007	5/29/2014	810			440	370				370						
62 E M C CORPORATION MASS	268648102		11/11/2012	6/17/2014	1,538			1,461	77				77						
63 E M C CORPORATION MASS	268648102		11/11/2012	9/8/2014	321			277	44				44						
64 EXXON MOBIL CORP COM	30231G102		7/10/2012	1/8/2014	101			84	17				17						
65 EXXON MOBIL CORP COM	30231G102		7/8/2008	1/8/2014	1,709			1,452	257				257						
66 FACEBOOK INC	30303M102		5/29/2014	9/8/2014	366			321	45				45						
67 GOLDMAN SACHS GROUP INC	38141G104		9/25/2012	10/10/2013	3,783			2,788	995				995						
68 GOLDMAN SACHS GROUP INC	38141G104		9/24/2012	10/10/2013	1,568			1,187	401				401						
69 GOLDMAN SACHS GROUP INC	38141G104		9/25/2012	9/8/2014	541			348	193				193						
70 GOOGLE INC CL A	38259P708		6/25/2012	9/8/2014	601			281	320				320						
71 GOOGLE INC SHS CL C	38259P708		6/27/2012	6/17/2014	545			285	260				260						
72 GOOGLE INC SHS CL C	38259P708		6/26/2012	6/17/2014	2,179			1,126	1,053				1,053						
73 GOOGLE INC SHS CL C	38259P708		6/25/2012	6/17/2014	1,080			560	520				520						
74 INTL PAPER CO	460148103		10/22/2012	10/10/2013	4,336			3,719	617				617						
75 INTL PAPER CO	460148103		10/22/2012	10/10/2013	701			592	109				109						
76 INTL PAPER CO	460148103		10/23/2012	7/1/2014	610			444	166				166						
77 INTL PAPER CO	460148103		10/24/2012	7/1/2014	813			587	226				226						
78 INTL PAPER CO	460148103		12/17/2012	7/1/2014	2,999			2,251	748				748						
79 INTL PAPER CO	460148103		11/14/2013	7/2/2014	5,840			3,125	2,715				2,715						
80 INTL PAPER CO	460148103		12/17/2012	7/2/2014	199			150	49				49						
81 JPMORGAN CHASE & CO	46825H100		6/8/2012	9/8/2014	539			300	239				239						
82 KNOWLES CORP SHS	49926D108		3/10/2014	3/10/2014	14			0	14				14						
83 KNOWLES CORP SHS	49926D108		5/28/2008	6/18/2014	357			215	145				145						
84 KNOWLES CORP SHS	49926D108		5/27/2008	4/18/2014	505			294	211				211						

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	247,415		0	20	175,503	71,932	0	0	0	71,932
		0			0			0	0	0	0	0	0	0	0

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Schedule D - Capital Gains and Losses - Tax on Investment Income																	
Amount																	
Long Term CG Distributions		0															
Short Term CG Distributions		0	247,415	0	20	175,503	71,932	0	0	0	71,932						
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses				
165 TWENTY-FIRST CENTURY	90130A101		9/30/2010	1/9/2014	840		0	277	563	0	0	0	563				
170 TWENTY-FIRST CENTURY	90130A101		10/4/2012	2/7/2014	4,090		0	2,814	1,276	0	0	0	1,276				
171 TWENTY-FIRST CENTURY	90130A101		8/31/2010	2/7/2014	1,739		0	800	1,139	0	0	0	1,139				
172 US BANCORP (NEW)	902973304		7/23/2012	9/8/2014	293		0	233	60	0	0	0	60				
173 UNION PACIFIC CORP	907818106		4/18/2014	9/8/2014	538		0	470	68	0	0	0	68				
174 UNITED CONTL HLDGS INC	910047109		1/14/2013	1/15/2014	1,515		0	859	656	0	0	0	656				
175 UNITED CONTL HLDGS INC	910047109		1/18/2013	3/14/2014	179		0	105	74	0	0	0	74				
176 UNITED CONTL HLDGS INC	910047109		1/15/2013	3/14/2014	3,752		0	2,179	1,573	0	0	0	1,573				
177 UNITED CONTL HLDGS INC	910047109		1/14/2013	3/14/2014	1,832		0	1,067	765	0	0	0	765				
178 UNITED CONTL HLDGS INC	910047109		1/18/2013	9/8/2014	412		0	209	203	0	0	0	203				
179 UNITEDHEALTH GROUP INC	91324P102		1/9/2014	7/1/2014	7,384		0	6,850	534	0	0	0	534				
180 UNIVERSAL HEALTH SVCS B	913903100		1/9/2014	9/9/2014	436		0	336	102	0	0	0	102				
181 VALERO ENERGY CORP NEW	91813Y100		11/15/2011	5/7/2014	3,344		0	1,319	2,025	0	0	0	2,025				
182 VALERO ENERGY CORP NEW	91813Y100		11/14/2011	5/7/2014	4,870		0	1,820	2,850	0	0	0	2,850				
183 VALERO ENERGY CORP NEW	91813Y100		11/15/2011	9/8/2014	215		0	81	124	0	0	0	124				
184 VERITIV CORP	923454102		1/14/2013	7/10/2014	35		0	30	5	0	0	0	5				
185 VERITIV CORP	923454102		7/10/2014	7/10/2014	3		0	0	3	0	0	0	3				
186 WESTN DIGITAL CORP DEL	958102105		1/25/2014	9/9/2014	600		0	502	98	0	0	0	98				

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	755
7 Total	7	755

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	20,946
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	20,946