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 OCT 1, 2013, and ending SEP 30, 2014

Name of foundation
THOMAS H & MARY WILLIAMS SHOEMAKER FD
ADVISORY TRUST COMPANY OF DE

A Employer identification number
23-6209783

Number and street (or P O box number if mail is not delivered to street address): 1100 NORTH MARKET STREET
Room/suite:

B Telephone number
302-636-8500

City or town, state or province, country, and ZIP or foreign postal code
WILLIMINGTON, DE 19890-0900

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: ☒ 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*) ▶$ 8,536,696.

J Accounting method: ☒ 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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,349.	3,349.		STATEMENT 1
	4 Dividends and interest from securities	156,359.	156,359.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	223,292.			
	b Gross sales price for all assets on line 6a 743,788.				
	7 Capital gain net income (from Part IV, line 2)		223,292.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	383,000.	383,000.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	34,066.	17,033.		17,033.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	41,032.	34,787.		38.
	17 Interest				
	18 Taxes STMT 4	4,502.	1,710.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	50.	25.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	79,650.	53,555.		17,096.
	25 Contributions, gifts, grants paid	328,235.			328,235.
	26 **Total expenses and disbursements.** Add lines 24 and 25	407,885.	53,555.		345,331.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<24,885.>			
	b **Net investment income** (if negative, enter -0-)		329,445.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	39,491.	160,787.	160,787.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	6,866,263.	6,720,101.	8,375,909.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,905,754.	6,880,888.	8,536,696.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,905,754.	6,905,754.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	<24,866.>	
	30 **Total net assets or fund balances**	6,905,754.	6,880,888.	
	31 **Total liabilities and net assets/fund balances**	6,905,754.	6,880,888.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,905,754.
2	Enter amount from Part I, line 27a	2	<24,885.>
3	Other increases not included in line 2 (itemize) ▶ TIMING DIFFERENCE	3	71.
4	Add lines 1, 2, and 3	4	6,880,940.
5	Decreases not included in line 2 (itemize) ▶ NON DEDUCTIBLE MEAL EXPENSE	5	52.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,880,888.

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	SECURITIES	P	VARIOUS	VARIOUS
b	LONG TERM CAPITAL GAIN DIVIDIENDS	P		
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	623,481.		520,496.	102,985.
b	120,307.			120,307.
c				
d				
e				

	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				102,985.
b				120,307.
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	223,292.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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	455,985.	8,038,832.	.056723
2011	329,620.	7,500,828.	.043944
2010	340,973.	7,896,736.	.043179
2009	340,472.	7,165,968.	.047512
2008	144,513.	6,146,061.	.023513

2	Total of line 1, column (d)	2	.214871
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	.042974
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,567,151.
5	Multiply line 4 by line 3	5	368,165.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,294.
7	Add lines 5 and 6	7	371,459.
8	Enter qualifying distributions from Part XII, line 4	8	345,331.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	6,589.
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	6,589.
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	6,589.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,410.		
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	1,410.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	6.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	5,185.
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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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) ▶ PA			
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)*

		Line	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 ▶ NA

14 The books are in care of ▶ ADVISORY TRUST COMPANY OF DELAWARE Telephone no ▶302-636-8500
Located at ▶1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 ▶19890

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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)? ☐ 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** X (No)

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		34,066.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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. 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 ▶ 0

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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	8,462,589.
b	Average of monthly cash balances	1b	235,026.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,697,615.
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	8,697,615.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	130,464.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,567,151.
6	**Minimum investment return.** Enter 5% of line 5	6	428,358.

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	428,358.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 6,589.		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	6,589.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	421,769.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	421,769.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	421,769.

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	345,331.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	345,331.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	345,331.

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				421,769.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			291,657.	
b Total for prior years ______ , ______ , ______		0.		
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 ▶ $ 345,331.				
a Applied to 2012, but not more than line 2a			291,657.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				53,674.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				368,095.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☒ 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

TH & MW SHOEMAKER DISTRIBUTING TRUSTEES
5511 GREENE STREET, PHILADELPHIA, PA 19144

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				
CENTRAL PHILADELPHIA MONTHLY MEETING 1515 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PUBLIC	GENERAL OPERATING	1,000.
ELSIE K. POWELL HOUSE, INC 524 PITT HALL ROAD OLD CHATHAM, NY 12136	NONE	PUBLIC	GENERAL OPERATING	5,160.
FRIENDS COUNCIL ON EDUCATION 1507 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PUBLIC	GENERAL OPERATING	1,000.
FRIENDS GENERAL CONFERENCE 1216 ARCH ST, 2B PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL OPERATING	101,000.
FRIENDS PUBLISHING CORP-FRIENDS JOURNAL 1216 ARCH STREET #2 PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL OPERATING	103,575.
Total SEE CONTINUATION SHEET(S)			▶ 3a	328,235.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS WORLD COMMITTEE FOR CONSULTATION 1506 RACE STREET PHILADELPHIA, PA 19102	NONE	PUBLIC	GENERAL OPERATING	10,000.
GREENE STREET FRIENDS SCHOOL - CAPITAL CAMPAIGN 5511 GREENE STREET PHILADELPHIA, PA 19144	NONE	PUBLIC	GENERAL OPERATING	4,000.
HAVERFORD COLLEGE,CENTER FOR PEACE & GLOBAL CITIZENSHIP 370 LANCASTER AVENUE HAVERFORD, PA 19041	NONE	PUBLIC	GENERAL OPERATING	4,000.
HEEDING GOD'S CALL 8812 GERMANTOWN AVENUE PHILADELPHIA, PA 19118	NONE	PUBLIC	GENERAL OPERATING	2,000.
HUNGER PROJECT 5 UNION SQUARE WEST, 7TH FLOOR NEW YORK, NY 10003	NONE	PUBLIC	GENERAL OPERATING	4,000.
NEW YORK YEARLY MEETING 15 RUTHERFORD PLACE NEW YORK, NY 100003	NONE	PUBLIC	GENERAL OPERATING	4,500.
PENDLE HILL 338 PLUSH MILL ROAD WALLINGFORD, PA 19806	NONE	PUBLIC	GENERAL OPERATING	10,000.
PROVIDENCE MONTHLY MEETING 161 PAINTER ROAD MEDIA, PA 19063	NONE	PUBLIC	GENERAL OPERATING	2,000.
QUAKER VOLUNTARY SERVICES 750 GLENWOOD AVENUE, SE ATLANTA, GA 30316	NONE	PUBLIC	GENERAL OPERATING	74,000.
WESTTOWN SCHOOL 975 WESTTOWN ROAD WEST CHESTER, PA 19382-5700	NONE	PUBLIC	GENERAL OPERATING	2,000.
Total from continuation sheets				116,500.

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
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	3,349.	
4 Dividends and interest from securities			14	156,359.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	223,292.	
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.		383,000.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 383,000.

(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)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 12/12/14 Title: OFFICER WILMINGTON TRUS

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form **990-PF** (2013)

323622
10-10-13

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
US GOVERNMENT	3,349.	3,349.	
TOTAL TO PART I, LINE 3	3,349.	3,349.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DOMESTIC DIVIDENDS	84,285.	0.	84,285.	84,285.	
FOREIGN DIVIDENDS	17,161.	0.	17,161.	17,161.	
NONQUALIFIED DOMESTIC DIVIDENDS	47,594.	0.	47,594.	47,594.	
NONQUALIFIED FOREIGN DIVIDENDS	7,319.	0.	7,319.	7,319.	
TO PART I, LINE 4	156,359.	0.	156,359.	156,359.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT	34,750.	34,750.		0.
MISCELLANEOUS	75.	37.		38.
ADMINISTRATIVE	6,207.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	41,032.	34,787.		38.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	1,710.	1,710.		0.
FYE 9-30-2013 EXCISE TAX	1,382.	0.		0.
FYE ESTIMATED TAX PAID	1,410.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,502.	1,710.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIRE FEES	50.	25.		25.
TO FORM 990-PF, PG 1, LN 23	50.	25.		25.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	6,720,101.	8,375,909.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,720,101.	8,375,909.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ADVISORY TRUST COMPANY OF DE 1100 NORTH MARKET STREET WILMINGTON, DE 198900900	TRUSTEE 2.00	34,066.	0.	0.
EDWARD W MARSHALL, III 5511 GREENE STREET PHILADELPHIA, PA 19144	CHAIRMAN, DISTRIBUTING TTE 2.00	0.	0.	0.
MARTHA B BRYANS 5511 GREENE STREET PHILADELPHIA, PA 19144	SECRETARY, DISTRIBUTING TT 2.00	0.	0.	0.
SAMUEL D CALDWELL 5511 GREENE STREET PHILADELPHIA, PA 19144	DISTRIBUTING TTEE 2.00	0.	0.	0.
MARY ELLEN MCNISH 5511 GREENE STREET PHILADELPHIA, PA 19144	DISTRIBUTING TTEE 2.00	0.	0.	0.
PARKER SNOWE 5511 GREENE STREET PHILADELPHIA, PA 19144	DISTRIBUTING TTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		34,066.	0.	0.

TRUST YEAR ENDING 09/30/2014

TAX PREPARER 169
TRUST ADMINISTRATOR 684
INVESTMENT OFFICER 1

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	8949
1.2100 FHLMC GD PL #C59299 7.000% 9/01/31 - 31298WKL8 - MINOR = 27									
SOLD		10/15/2013	1.21		SUB TRUST 090606-001				
ACQ	1 2100	05/09/2002	1 21	1 27	-0 06	0 00	LT	Y	F
16.7600 GNMA PL #521660 7.500% 11/15/29 - 36211SQM2 - MINOR = 27									
SOLD		10/15/2013	16.76		SUB TRUST 090606-001				
ACQ	16 7600	06/02/2000	16 76	22 72	-5.96	0 00	LT	Y	F
151.7800 FNMA PL #254685 5.000% 4/01/18 - 31371K2S9 - MINOR = 27									
SOLD		10/25/2013	151.78		SUB TRUST 090606-001				
ACQ	151 7800	03/12/2003	151 78	207 84	-56.06	0.00	LT	Y	F
18.3000 FNMA PL #591004 8 000% 8/01/31 - 31387QRZ5 - MINOR = 27									
SOLD		10/25/2013	18.30		SUB TRUST 090606-001				
ACQ	18 3000	05/09/2002	18 30	31 18	-12 88	0 00	LT	Y	F
5 2400 FNMA PL #596498 6.000% 7/01/16 - 31387WUX3 - MINOR = 27									
SOLD		10/25/2013	5.24		SUB TRUST 090606-001				
ACQ	5 2400	05/17/2002	5.24	7 52	-2.28	0 00	LT	Y	F
36 7700 FNMA PL #625990 5.500% 12/01/16 - 31389HNF1 - MINOR = 27									
SOLD		10/25/2013	36 77		SUB TRUST 090606-001				
ACQ	36.7700	05/17/2002	36 77	48 80	-12 03	0 00	LT	Y	F
317 3400 FNMA PL #629633 6 500% 3/01/17 - 31389MPS0 - MINOR = 27									
SOLD		10/25/2013	317 34		SUB TRUST 090606-001				
ACQ	317 3400	04/11/2002	317 34	514 43	-197 09	0 00	LT	Y	F
2 1600 FNMA PL #637270 6 500% 5/01/32 - 31389V6F9 - MINOR = 27									
SOLD		10/25/2013	2 16		SUB TRUST 090606-001				
ACQ	2 1600	05/13/2003	2 16	3 56	-1.40	0 00	LT	Y	F
92 3300 FNMA PL #688025 5.500% 3/01/18 - 31400HLE1 - MINOR = 27									
SOLD		10/25/2013	92.33		SUB TRUST 090606-001				
ACQ	92 3300	02/14/2003	92 33	131 86	-39 53	0 00	LT	Y	F
568 8380 WILLIAM BLAIR SM CAP GROWTH FD CL-I - 093001485 - MINOR = 59									
SOLD		11/04/2013	20675 00		SUB TRUST 090606-001				
ACQ	568.8380	09/20/2010	20675 00	11505 72	9169 28	0 00	LT	Y	F
1393 0350 DFA INTERNATIONAL SMALL CAP VALUE - 233203736 - MINOR = 97									
SOLD		11/04/2013	27975 00		SUB TRUST 090606-001				
ACQ	1393 0350	10/21/2005	27975 00	23326 83	4648.17	0 00	LT	Y	F
591.2600 ADAMS HARKNESS S/C GR FUND - 349903229 - MINOR = 59									
SOLD		11/04/2013	11500 00		SUB TRUST 090606-001				
ACQ	591 2600	10/30/2008	11500 00	5108 49	6391.51	0 00	LT	Y	F
1799 0070 ROYCE OPPORTUNITY FUND CL-INV - 780905832 - MINOR = 59									
SOLD		11/04/2013	28975 00		SUB TRUST 090606-001				
ACQ	1799.0070	11/22/2005	28975.00	24799 43	4175.57	0 00	LT	Y	F
11564 3920 TURNER LARGE GROWTH FUND CL-INST - 900297847 - MINOR = 59									
SOLD		11/04/2013	179338 73		SUB TRUST 090606-001				
ACQ	11388.6750	11/07/2007	176613.73	170164 13	6449 60	0 00	LT	Y	F
	110 8140	12/30/2008	1718 49	834 43	884 06	0 00	LT	Y	F
	64 9030	12/30/2009	1006 51	689 27	317 24	0 00	LT	Y	F
1841.4920 WESTCORE MIDCO GROWTH FUN-IN - 957904204 - MINOR = 59									
SOLD		11/04/2013	15775.00		SUB TRUST 090606-001				
ACQ	1841.4920	05/22/2009	15775 00	7089 74	8685.26	0 00	LT	Y	F
1483.8450 WESTCORE MID CAP VALUE FUND - 957904584 - MINOR = 59									
SOLD		11/04/2013	37200.00		SUB TRUST 090606-001				
ACQ	1483.8450	11/22/2005	37200 00	28875 62	8324 38	0.00	LT	Y	F
1.2100 FHLMC GD PL #C59299 7 000% 9/01/31 - 31298WKL8 - MINOR = 27									
SOLD		11/15/2013	1.21		SUB TRUST 090606-001				
ACQ	1 2100	05/09/2002	1.21	1 27	-0 06	0 00	LT	Y	F
11 3200 GNMA PL #521660 7.500% 11/15/29 - 36211SQM2 - MINOR = 27									
SOLD		11/15/2013	11 32		SUB TRUST 090606-001				
ACQ	11 3200	06/02/2000	11 32	15 35	-4 03	0 00	LT	Y	F
135 7700 FNMA PL #254685 5 000% 4/01/18 - 31371K2S9 - MINOR = 27									
SOLD		11/25/2013	135 77		SUB TRUST 090606-001				
ACQ	135 7700	03/12/2003	135 77	185 92	-50.15	0 00	LT	Y	F
18 4000 FNMA PL #591004 8 000% 8/01/31 - 31387QRZ5 - MINOR = 27									
SOLD		11/25/2013	18 40		SUB TRUST 090606-001				
ACQ	18.4000	05/09/2002	18 40	31 35	-12 95	0.00	LT	Y	F
5.2700 FNMA PL #596498 6 000% 7/01/16 - 31387WUX3 - MINOR = 27									
SOLD		11/25/2013	5 27		SUB TRUST 090606-001				
ACQ	5 2700	05/17/2002	5.27	7 56	-2 29	0 00	LT	Y	F
23.6700 FNMA PL #625990 5 500% 12/01/16 - 31389HNF1 - MINOR = 27									
SOLD		11/25/2013	23 67		SUB TRUST 090606-001				
ACQ	23 6700	05/17/2002	23 67	31 42	-7 75	0 00	LT	Y	F
172.5800 FNMA PL #629633 6.500% 3/01/17 - 31389MPS0 - MINOR = 27									
SOLD		11/25/2013	172 58		SUB TRUST 090606-001				
ACQ	172.5800	04/11/2002	172.58	279 76	-107 18	0 00	LT	Y	F
2 1400 FNMA PL #637270 6.500% 5/01/32 - 31389V6F9 - MINOR = 27									
SOLD		11/25/2013	2 14		SUB TRUST 090606-001				
ACQ	2 1400	05/13/2003	2 14	3.53	-1 39	0 00	LT	Y	F
93 0200 FNMA PL #688025 5 500% 3/01/18 - 31400HLE1 - MINOR = 27									
SOLD		11/25/2013	93 02		SUB TRUST 090606-001				
ACQ	93 0200	02/14/2003	93 02	132 85	-39 83	0 00	LT	Y	F
1 2200 FHLMC GD PL #C59299 7 000% 9/01/31 - 31298WKL8 - MINOR = 27									
SOLD		12/15/2013	1 22		SUB TRUST 090606-001				
ACQ	1 2200	05/09/2002	1 22	1 28	-0.06	0.00	LT	Y	F
14 1800 GNMA PL #521660 7 500% 11/15/29 - 36211SQM2 - MINOR = 27									
SOLD		12/15/2013	14.18		SUB TRUST 090606-001				
ACQ	14.1800	06/02/2000	14 18	19 22	-5 04	0 00	LT	Y	F

TAX PREPARER· 169
TRUST ADMINISTRATOR 684
INVESTMENT OFFICER 1

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
125 8800 FNMA PL #254685		5.000% 4/01/18 - 31371K2S9 - MINOR = 27							
SOLD		12/25/2013	125 88			SUB TRUST 090606-001			
ACQ	125 8800	03/12/2003	125 88	172 37	-46 49	0 00	LT	Y	F
18 5700 FNMA PL #591004		8 000% 8/01/31 - 31387QRZ5 - MINOR = 27							
SOLD		12/25/2013	18.57			SUB TRUST 090606-001			
ACQ	18 5700	05/09/2002	18 57	31 64	-13 07	0 00	LT	Y	F
5 3000 FNMA PL #596498		6 000% 7/01/16 - 31387WUX3 - MINOR = 27							
SOLD		12/25/2013	5.30			SUB TRUST 090606-001			
ACQ	5 3000	05/17/2002	5 30	7 61	-2 31	0 00	LT	Y	F
17 2200 FNMA PL #625990		5.500% 12/01/16 - 31389HNF1 - MINOR = 27							
SOLD		12/25/2013	17 22			SUB TRUST 090606-001			
ACQ	17 2200	05/17/2002	17 22	22 85	-5 63	0 00	LT	Y	F
165 9800 FNMA PL #629633		6.500% 3/01/17 - 31389MPS0 - MINOR = 27							
SOLD		12/25/2013	165 98			SUB TRUST 090606-001			
ACQ	165.9800	04/11/2002	165.98	269.07	-103 09	0 00	LT	Y	F
2.1200 FNMA PL #637270		6 500% 5/01/32 - 31389V6F9 - MINOR = 27							
SOLD		12/25/2013	2.12			SUB TRUST 090606-001			
ACQ	2.1200	05/13/2003	2 12	3 50	-1 38	0 00	LT	Y	F
292 7300 FNMA PL #688025		5 500% 3/01/18 - 31400HLE1 - MINOR = 27							
SOLD		12/25/2013	292 73			SUB TRUST 090606-001			
ACQ	292 7300	02/14/2003	292 73	418 06	-125 33	0.00	LT	Y	F
1.2300 FHLMC GD PL #C59299		7 000% 9/01/31 - 31298WKL8 - MINOR = 27							
SOLD		01/15/2014	1 23			SUB TRUST 090606-001			
ACQ	1 2300	05/09/2002	1 23	1 29	-0 06	0.00	LT	Y	F
14 2800 GNMA PL #521660		7 500% 11/15/29 - 36211SQM2 - MINOR = 27							
SOLD		01/15/2014	14 28			SUB TRUST 090606-001			
ACQ	14 2800	06/02/2000	14.28	19 36	-5.08	0 00	LT	Y	F
127 7700 FNMA PL #254685		5 000% 4/01/18 - 31371K2S9 - MINOR = 27							
SOLD		01/25/2014	127 77			SUB TRUST 090606-001			
ACQ	127 7700	03/12/2003	127 77	174.96	-47 19	0.00	LT	Y	F
281 1400 FNMA PL #591004		8.000% 8/01/31 - 31387QRZ5 - MINOR = 27							
SOLD		01/25/2014	281 14			SUB TRUST 090606-001			
ACQ	281 1400	05/09/2002	281 14	479 05	-197 91	0 00	LT	Y	F
5 2700 FNMA PL #596498		6 000% 7/01/16 - 31387WUX3 - MINOR = 27							
SOLD		01/25/2014	5.27			SUB TRUST 090606-001			
ACQ	5 2700	05/17/2002	5 27	7.56	-2 29	0 00	LT	Y	F
17 3900 FNMA PL #625990		5 500% 12/01/16 - 31389HNF1 - MINOR = 27							
SOLD		01/25/2014	17 39			SUB TRUST 090606-001			
ACQ	17 3900	05/17/2002	17 39	23 08	-5.69	0 00	LT	Y	F
167 9700 FNMA PL #629633		6 500% 3/01/17 - 31389MPS0 - MINOR = 27							
SOLD		01/25/2014	167 97			SUB TRUST 090606-001			
ACQ	167 9700	04/11/2002	167 97	272.29	-104.32	0 00	LT	Y	F
2 1700 FNMA PL #637270		6 500% 5/01/32 - 31389V6F9 - MINOR = 27							
SOLD		01/25/2014	2 17			SUB TRUST 090606-001			
ACQ	2.1700	05/13/2003	2 17	3 58	-1.41	0 00	LT	Y	F
90 9900 FNMA PL #688025		5 500% 3/01/18 - 31400HLE1 - MINOR = 27							
SOLD		01/25/2014	90.99			SUB TRUST 090606-001			
ACQ	90 9900	02/14/2003	90 99	129 95	-38 96	0 00	LT	Y	F
1 2400 FHLMC GD PL #C59299		7 000% 9/01/31 - 31298WKL8 - MINOR = 27							
SOLD		02/15/2014	1 24			SUB TRUST 090606-001			
ACQ	1.2400	05/09/2002	1 24	1.30	-0 06	0.00	LT	Y	F
14 3700 GNMA PL #521660		7.500% 11/15/29 - 36211SQM2 - MINOR = 27							
SOLD		02/15/2014	14 37			SUB TRUST 090606-001			
ACQ	14 3700	06/02/2000	14.37	19 48	-5 11	0 00	LT	Y	F
128 2600 FNMA PL #254685		5 000% 4/01/18 - 31371K2S9 - MINOR = 27							
SOLD		02/25/2014	128.26			SUB TRUST 090606-001			
ACQ	128 2600	03/12/2003	128 26	175.63	-47 37	0 00	LT	Y	F
18 2100 FNMA PL #591004		8.000% 8/01/31 - 31387QRZ5 - MINOR = 27							
SOLD		02/25/2014	18 21			SUB TRUST 090606-001			
ACQ	18 2100	05/09/2002	18 21	31 03	-12 82	0 00	LT	Y	F
6 7400 FNMA PL #596498		6 000% 7/01/16 - 31387WUX3 - MINOR = 27							
SOLD		02/25/2014	6.74			SUB TRUST 090606-001			
ACQ	6 7400	05/17/2002	6 74	9 67	-2.93	0.00	LT	Y	F
41 8500 FNMA PL #625990		5.500% 12/01/16 - 31389HNF1 - MINOR = 27							
SOLD		02/25/2014	41 85			SUB TRUST 090606-001			
ACQ	41 8500	05/17/2002	41.85	55.55	-13.70	0 00	LT	Y	F
176 5300 FNMA PL #629633		6.500% 3/01/17 - 31389MPS0 - MINOR = 27							
SOLD		02/25/2014	176.53			SUB TRUST 090606-001			
ACQ	176.5300	04/11/2002	176 53	286 17	-109 64	0 00	LT	Y	F
2 2100 FNMA PL #637270		6 500% 5/01/32 - 31389V6F9 - MINOR = 27							
SOLD		02/25/2014	2.21			SUB TRUST 090606-001			
ACQ	2 2100	05/13/2003	2.21	3 65	-1.44	0 00	LT	Y	F
117.5400 FNMA PL #688025		5.500% 3/01/18 - 31400HLE1 - MINOR = 27							
SOLD		02/25/2014	117 54			SUB TRUST 090606-001			
ACQ	117.5400	02/14/2003	117 54	167.86	-50.32	0.00	LT	Y	F
1.2500 FHLMC GD PL #C59299		7 000% 9/01/31 - 31298WKL8 - MINOR = 27							
SOLD		03/15/2014	1 25			SUB TRUST 090606-001			
ACQ	1 2500	05/09/2002	1 25	1 31	-0 06	0 00	LT	Y	F
14 4700 GNMA PL #521660		7 500% 11/15/29 - 36211SQM2 - MINOR = 27							
SOLD		03/15/2014	14.47			SUB TRUST 090606-001			
ACQ	14 4700	06/02/2000	14.47	19 62	-5 15	0.00	LT	Y	F
127 0600 FNMA PL #254685		5 000% 4/01/18 - 31371K2S9 - MINOR = 27							
SOLD		03/25/2014	127.06			SUB TRUST 090606-001			
ACQ	127.0600	03/12/2003	127.06	173 99	-46.93	0 00	LT	Y	F

TRUST YEAR ENDING 09/30/2014

TAX PREPARER 169
TRUST ADMINISTRATOR 684
INVESTMENT OFFICER 1

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
18.2100 FNMA PL #591004		8.000% 8/01/31 - 31387QRZ5 - MINOR = 27							
SOLD		03/25/2014	18.21		SUB TRUST 090606-001				
ACQ	18 2100	05/09/2002	18.21	31 03	-12 82	0.00	LT	Y	F
4 1800 FNMA PL #596498		6 000% 7/01/16 - 31387WUX3 - MINOR = 27							
SOLD		03/25/2014	4 18		SUB TRUST 090606-001				
ACQ	4 1800	05/17/2002	4 18	6.00	-1.82	0 00	LT	Y	F
16.6600 FNMA PL #625990		5 500% 12/01/16 - 31389HNF1 - MINOR = 27							
SOLD		03/25/2014	16 66		SUB TRUST 090606-001				
ACQ	16 6600	05/17/2002	16.66	22 11	-5.45	0 00	LT	Y	F
335 2700 FNMA PL #629633		6 500% 3/01/17 - 31389MPS0 - MINOR = 27							
SOLD		03/25/2014	335 27		SUB TRUST 090606-001				
ACQ	335 2700	04/11/2002	335.27	543.50	-208.23	0 00	LT	Y	F
2 1600 FNMA PL #637270		6 500% 5/01/32 - 31389V6F9 - MINOR = 27							
SOLD		03/25/2014	2 16		SUB TRUST 090606-001				
ACQ	2 1600	05/13/2003	2.16	3 56	-1 40	0.00	LT	Y	F
96 0600 FNMA PL #688025		5 500% 3/01/18 - 31400HLE1 - MINOR = 27							
SOLD		03/25/2014	96 06		SUB TRUST 090606-001				
ACQ	96.0600	02/14/2003	96.06	137 19	-41 13	0 00	LT	Y	F
1.2500 FHLMC GD PL #C59299		7.000% 9/01/31 - 31298WKL8 - MINOR = 27							
SOLD		04/15/2014	1 25		SUB TRUST 090606-001				
ACQ	1 2500	05/09/2002	1 25	1.31	-0.06	0 00	LT	Y	F
14 5600 GNMA PL #521660		7.500% 11/15/29 - 36211SQM2 - MINOR = 27							
SOLD		04/15/2014	14.56		SUB TRUST 090606-001				
ACQ	14 5600	06/02/2000	14.56	19.74	-5.18	0.00	LT	Y	F
117 6100 FNMA PL #254685		5 000% 4/01/18 - 31371K2S9 - MINOR = 27							
SOLD		04/25/2014	117 61		SUB TRUST 090606-001				
ACQ	117 6100	03/12/2003	117 61	161 05	-43 44	0 00	LT	Y	F
18 4700 FNMA PL #591004		8 000% 8/01/31 - 31387QRZ5 - MINOR = 27							
SOLD		04/25/2014	18.47		SUB TRUST 090606-001				
ACQ	18 4700	05/09/2002	18 47	31 47	-13.00	0 00	LT	Y	F
4.1800 FNMA PL #596498		6 000% 7/01/16 - 31387WUX3 - MINOR = 27							
SOLD		04/25/2014	4 18		SUB TRUST 090606-001				
ACQ	4 1800	05/17/2002	4 18	6.00	-1 82	0 00	LT	Y	F
17 4100 FNMA PL #625990		5 500% 12/01/16 - 31389HNF1 - MINOR = 27							
SOLD		04/25/2014	17 41		SUB TRUST 090606-001				
ACQ	17 4100	05/17/2002	17 41	23 11	-5.70	0.00	LT	Y	F
155.5500 FNMA PL #629633		6 500% 3/01/17 - 31389MPS0 - MINOR = 27							
SOLD		04/25/2014	155 55		SUB TRUST 090606-001				
ACQ	155 5500	04/11/2002	155.55	252.16	-96.61	0 00	LT	Y	F
2 2400 FNMA PL #637270		6.500% 5/01/32 - 31389V6F9 - MINOR = 27							
SOLD		04/25/2014	2 24		SUB TRUST 090606-001				
ACQ	2 2400	05/13/2003	2 24	3 70	-1 46	0.00	LT	Y	F
267 8800 FNMA PL #688025		5 500% 3/01/18 - 31400HLE1 - MINOR = 27							
SOLD		04/25/2014	267 88		SUB TRUST 090606-001				
ACQ	267 8800	02/14/2003	267.88	382.57	-114 69	0 00	LT	Y	F
1 2600 FHLMC GD PL #C59299		7 000% 9/01/31 - 31298WKL8 - MINOR = 27							
SOLD		05/15/2014	1.26		SUB TRUST 090606-001				
ACQ	1 2600	05/09/2002	1 26	1 32	-0 06	0 00	LT	Y	F
14 6600 GNMA PL #521660		7 500% 11/15/29 - 36211SQM2 - MINOR = 27							
SOLD		05/15/2014	14 66		SUB TRUST 090606-001				
ACQ	14 6600	06/02/2000	14 66	19 87	-5 21	0 00	LT	Y	F
125 4100 FNMA PL #254685		5 000% 4/01/18 - 31371K2S9 - MINOR = 27							
SOLD		05/25/2014	125.41		SUB TRUST 090606-001				
ACQ	125 4100	03/12/2003	125 41	171.73	-46 32	0.00	LT	Y	F
1029 3800 FNMA PL #591004		8 000% 8/01/31 - 31387QRZ5 - MINOR = 27							
SOLD		05/25/2014	1029 38		SUB TRUST 090606-001				
ACQ	1029 3800	05/09/2002	1029 38	1754.01	-724 63	0.00	LT	Y	F
4.4600 FNMA PL #596498		6 000% 7/01/16 - 31387WUX3 - MINOR = 27							
SOLD		05/25/2014	4 46		SUB TRUST 090606-001				
ACQ	4 4600	05/17/2002	4.46	6.40	-1 94	0.00	LT	Y	F
16.7500 FNMA PL #625990		5 500% 12/01/16 - 31389HNF1 - MINOR = 27							
SOLD		05/25/2014	16 75		SUB TRUST 090606-001				
ACQ	16 7500	05/17/2002	16.75	22 23	-5 48	0 00	LT	Y	F
154.7900 FNMA PL #629633		6.500% 3/01/17 - 31389MPS0 - MINOR = 27							
SOLD		05/25/2014	154 79		SUB TRUST 090606-001				
ACQ	154.7900	04/11/2002	154.79	250 93	-96.14	0.00	LT	Y	F
150 2100 FNMA PL #637270		6 500% 5/01/32 - 31389V6F9 - MINOR = 27							
SOLD		05/25/2014	150 21		SUB TRUST 090606-001				
ACQ	150 2100	05/13/2003	150 21	247 79	-97.58	0.00	LT	Y	F
101 6100 FNMA PL #688025		5 500% 3/01/18 - 31400HLE1 - MINOR = 27							
SOLD		05/25/2014	101.61		SUB TRUST 090606-001				
ACQ	101 6100	02/14/2003	101.61	145.11	-43 50	0 00	LT	Y	F
1.2700 FHLMC GD PL #C59299		7 000% 9/01/31 - 31298WKL8 - MINOR = 27							
SOLD		06/15/2014	1 27		SUB TRUST 090606-001				
ACQ	1 2700	05/09/2002	1.27	1 33	-0 06	0 00	LT	Y	F
17 5200 GNMA PL #521660		7 500% 11/15/29 - 36211SQM2 - MINOR = 27							
SOLD		06/15/2014	17 52		SUB TRUST 090606-001				
ACQ	17.5200	06/02/2000	17.52	23 75	-6.23	0.00	LT	Y	F
116 7400 FNMA PL #254685		5.000% 4/01/18 - 31371K2S9 - MINOR = 27							
SOLD		06/25/2014	116 74		SUB TRUST 090606-001				
ACQ	116 7400	03/12/2003	116.74	159.86	-43 12	0 00	LT	Y	F
16 4300 FNMA PL #591004		8 000% 8/01/31 - 31387QRZ5 - MINOR = 27							
SOLD		06/25/2014	16.43		SUB TRUST 090606-001				
ACQ	16 4300	05/09/2002	16 43	28.00	-11 57	0 00	LT	Y	F

TRUST YEAR ENDING 09/30/2014

TAX PREPARER 169
TRUST ADMINISTRATOR 684
INVESTMENT OFFICER 1

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
4 2500 FNMA PL #596498 6 000% 7/01/16 - 31387WUX3 - MINOR = 27									
SOLD		06/25/2014	4 25		SUB TRUST 090606-001				
ACQ	4 2500	05/17/2002	4 25	6 10	-1 85	0 00	LT	Y	F
23 5600 FNMA PL #625990 5 500% 12/01/16 - 31389HNF1 - MINOR = 27									
SOLD		06/25/2014	23 56		SUB TRUST 090606-001				
ACQ	23 5600	05/17/2002	23 56	31 27	-7 71	0 00	LT	Y	F
157 2700 FNMA PL #629633 6 500% 3/01/17 - 31389MPS0 - MINOR = 27									
SOLD		06/25/2014	157 27		SUB TRUST 090606-001				
ACQ	157 2700	04/11/2002	157 27	254 95	-97 68	0 00	LT	Y	F
1 8900 FNMA PL #637270 6.500% 5/01/32 - 31389V6F9 - MINOR = 27									
SOLD		06/25/2014	1 89		SUB TRUST 090606-001				
ACQ	1 8900	05/13/2003	1 89	3 12	-1.23	0 00	LT	Y	F
103 3100 FNMA PL #688025 5 500% 3/01/18 - 31400HLE1 - MINOR = 27									
SOLD		06/25/2014	103.31		SUB TRUST 090606-001				
ACQ	103 3100	02/14/2003	103.31	147 54	-44 23	0 00	LT	Y	F
1 2800 FHLMC GD PL #C59299 7 000% 9/01/31 - 31298WKL8 - MINOR = 27									
SOLD		07/15/2014	1 28		SUB TRUST 090606-001				
ACQ	1 2800	05/09/2002	1 28	1 34	-0 06	0 00	LT	Y	F
12 0900 GNMA PL #521660 7 500% 11/15/29 - 36211SQM2 - MINOR = 27									
SOLD		07/15/2014	12 09		SUB TRUST 090606-001				
ACQ	12 0900	06/02/2000	12 09	16 39	-4 30	0 00	LT	Y	F
119 1900 FNMA PL #254685 5 000% 4/01/18 - 31371K2S9 - MINOR = 27									
SOLD		07/25/2014	119.19		SUB TRUST 090606-001				
ACQ	119 1900	03/12/2003	119.19	163 21	-44 02	0 00	LT	Y	F
408 7300 FNMA PL #591004 8.000% 8/01/31 - 31387QRZ5 - MINOR = 27									
SOLD		07/25/2014	408 73		SUB TRUST 090606-001				
ACQ	408 7300	05/09/2002	408 73	696 45	-287 72	0 00	LT	Y	F
4 4300 FNMA PL #596498 6 000% 7/01/16 - 31387WUX3 - MINOR = 27									
SOLD		07/25/2014	4 43		SUB TRUST 090606-001				
ACQ	4.4300	05/17/2002	4 43	6 36	-1 93	0 00	LT	Y	F
34 9100 FNMA PL #625990 5 500% 12/01/16 - 31389HNF1 - MINOR = 27									
SOLD		07/25/2014	34.91		SUB TRUST 090606-001				
ACQ	34 9100	05/17/2002	34 91	46 33	-11 42	0 00	LT	Y	F
156 4600 FNMA PL #629633 6 500% 3/01/17 - 31389MPS0 - MINOR = 27									
SOLD		07/25/2014	156 46		SUB TRUST 090606-001				
ACQ	156 4600	04/11/2002	156 46	253 63	-97 17	0 00	LT	Y	F
1 8300 FNMA PL #637270 6 500% 5/01/32 - 31389V6F9 - MINOR = 27									
SOLD		07/25/2014	1 83		SUB TRUST 090606-001				
ACQ	1 8300	05/13/2003	1.83	3 02	-1.19	0.00	LT	Y	F
102 8100 FNMA PL #688025 5 500% 3/01/18 - 31400HLE1 - MINOR = 27									
SOLD		07/25/2014	102 81		SUB TRUST 090606-001				
ACQ	102.8100	02/14/2003	102 81	146 83	-44 02	0 00	LT	Y	F
1624 5490 WILLIAM BLAIR LARGE CAP GROWTH - 093001543 - MINOR = 59									
SOLD		07/30/2014	18000 00		SUB TRUST 090606-001				
ACQ	1624 5490	05/24/2007	18000 00	11907 94	6092 06	0 00	LT	Y	F
586.3380 DFA US LARGE CAP VALUE PORTFOLIO - 233203827 - MINOR = 59									
SOLD		07/30/2014	19975.00		SUB TRUST 090606-001				
ACQ	586 3380	11/22/2005	19975 00	12966 02	7008 98	0.00	LT	Y	F
166 3160 DODGE AND COX STOCK FUND - 256219106 - MINOR = 599									
SOLD		07/30/2014	29975 00		SUB TRUST 090606-001				
ACQ	166.3160	04/29/2008	29975 00	20726 56	9248.44	0.00	LT	Y	F
455 8920 HOTCHKIS AND WILEY MID-CAP VALUE I - 44134R800 - MINOR = 59									
SOLD		07/30/2014	19975.00		SUB TRUST 090606-001				
ACQ	455 8920	11/02/2007	19975 00	12159 79	7815.21	0 00	LT	Y	F
417 6330 JANUS FUND-I - 47103C688 - MINOR = 59									
SOLD		07/30/2014	17975 00		SUB TRUST 090606-001				
ACQ	417 6330	08/18/2011	17975 00	10820.87	7154 13	0 00	LT	Y	F
7813 8720 THIRD AVENUE INTL VALUE FD CL-INST - 884116500 - MINOR = 97									
SOLD		07/30/2014	157893 35		SUB TRUST 090606-001				
ACQ	6675 2260	04/29/2008	134884.96	128252 46	6632 50	0 00	LT	Y	F
	100 0550	12/23/2008	2021 79	1108 61	913 18	0 00	LT	Y	F
	17 6160	12/23/2008	355 96	195 18	160 78	0 00	LT	Y	F
	916 8200	02/03/2009	18526 00	10000 00	8526 00	0.00	LT	Y	F
	104 1550	12/22/2009	2104.64	1591.49	513 15	0.00	LT	Y	F
968.6790 THORNBURG INTL VALUE FD I - 885215566 - MINOR = 97									
SOLD		07/30/2014	29975 00		SUB TRUST 090606-001				
ACQ	11 6960	09/24/2010	361 92	312 29	49 63	0 00	LT	Y	F
	956 9830	02/01/2012	29613 08	25328 03	4285 05	0 00	LT	Y	F
1 2800 FHLMC GD PL #C59299 7 000% 9/01/31 - 31298WKL8 - MINOR = 27									
SOLD		08/15/2014	1 28		SUB TRUST 090606-001				
ACQ	1 2800	05/09/2002	1 28	1.34	-0.06	0 00	LT	Y	F
17 8300 GNMA PL #521660 7.500% 11/15/29 - 36211SQM2 - MINOR = 27									
SOLD		08/15/2014	17.83		SUB TRUST 090606-001				
ACQ	17 8300	06/02/2000	17.83	24 17	-6.34	0 00	LT	Y	F
125.4400 FNMA PL #254685 5.000% 4/01/18 - 31371K2S9 - MINOR = 27									
SOLD		08/25/2014	125 44		SUB TRUST 090606-001				
ACQ	125 4400	03/12/2003	125 44	171 77	-46 33	0 00	LT	Y	F
15 4600 FNMA PL #591004 8 000% 8/01/31 - 31387QRZ5 - MINOR = 27									
SOLD		08/25/2014	15 46		SUB TRUST 090606-001				
ACQ	15.4600	05/09/2002	15 46	26 34	-10 88	0 00	LT	Y	F
4 7400 FNMA PL #596498 6 000% 7/01/16 - 31387WUX3 - MINOR = 27									
SOLD		08/25/2014	4 74		SUB TRUST 090606-001				
ACQ	4 7400	05/17/2002	4 74	6 80	-2 06	0.00	LT	Y	F

FROM 10/01/2013 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 09/30/2014 T H AND M WILLIAMS SHOEMAKER FUND RUN 12/11/2014 01 38 56 PM

TRUST YEAR ENDING 09/30/2014

TAX PREPARER 169
TRUST ADMINISTRATOR 684
INVESTMENT OFFICER 1

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
27 3100 FNMA PL #625990		5 500% 12/01/16 - 31389HNF1 - MINOR = 27							
SOLD		08/25/2014	27 31		SUB TRUST 090606-001				
ACQ	27 3100	05/17/2002	27 31	36 25	-8 94	0 00	LT	Y	F
504.3200 FNMA PL #629633		6 500% 3/01/17 - 31389MPS0 - MINOR = 27							
SOLD		08/25/2014	504 32		SUB TRUST 090606-001				
ACQ	504 3200	04/11/2002	504.32	817.54	-313 22	0 00	LT	Y	F
1 8800 FNMA PL #637270		6 500% 5/01/32 - 31389V6F9 - MINOR = 27							
SOLD		08/25/2014	1.88		SUB TRUST 090606-001				
ACQ	1.8800	05/13/2003	1.88	3 10	-1 22	0 00	LT	Y	F
97 8300 FNMA PL #688025		5 500% 3/01/18 - 31400HLE1 - MINOR = 27							
SOLD		08/25/2014	97 83		SUB TRUST 090606-001				
ACQ	97 8300	02/14/2003	97 83	139 71	-41 88	0.00	LT	Y	F
22 3800 FHLMC GD PL #C59299		7 000% 9/01/31 - 31298WKL8 - MINOR = 27							
SOLD		09/15/2014	22 38		SUB TRUST 090606-001				
ACQ	22 3800	05/09/2002	22 38	23 40	-1 02	0 00	LT	Y	F
12 2900 GNMA PL #521660		7 500% 11/15/29 - 36211SQM2 - MINOR = 27							
SOLD		09/15/2014	12.29		SUB TRUST 090606-001				
ACQ	12 2900	06/02/2000	12 29	16 66	-4 37	0 00	LT	Y	F
105 6500 FNMA PL #254685		5 000% 4/01/18 - 31371K2S9 - MINOR = 27							
SOLD		09/25/2014	105.65		SUB TRUST 090606-001				
ACQ	105 6500	03/12/2003	105.65	144 67	-39.02	0.00	LT	Y	F
14 3700 FNMA PL #591004		8 000% 8/01/31 - 31387QRZ5 - MINOR = 27							
SOLD		09/25/2014	14 37		SUB TRUST 090606-001				
ACQ	14 3700	05/09/2002	14 37	24 49	-10 12	0 00	LT	Y	F
4 7200 FNMA PL #596498		6 000% 7/01/16 - 31387WUX3 - MINOR = 27							
SOLD		09/25/2014	4 72		SUB TRUST 090606-001				
ACQ	4 7200	05/17/2002	4 72	6 77	-2 05	0 00	LT	Y	F
14 8600 FNMA PL #625990		5 500% 12/01/16 - 31389HNF1 - MINOR = 27							
SOLD		09/25/2014	14 86		SUB TRUST 090606-001				
ACQ	14 8600	05/17/2002	14 86	19 72	-4 86	0 00	LT	Y	F
150 2200 FNMA PL #629633		6 500% 3/01/17 - 31389MPS0 - MINOR = 27							
SOLD		09/25/2014	150 22		SUB TRUST 090606-001				
ACQ	150 2200	04/11/2002	150 22	243 52	-93 30	0 00	LT	Y	F
1 9200 FNMA PL #637270		6 500% 5/01/32 - 31389V6F9 - MINOR = 27							
SOLD		09/25/2014	1 92		SUB TRUST 090606-001				
ACQ	1 9200	05/13/2003	1 92	3 17	-1 25	0 00	LT	Y	F
90 8000 FNMA PL #688025		5 500% 3/01/18 - 31400HLE1 - MINOR = 27							
SOLD		09/25/2014	90 80		SUB TRUST 090606-001				
ACQ	90 8000	02/14/2003	90 80	129 68	-38 88	0 00	LT	Y	F
		TOTALS	623480 98	520495 54					

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0 00	102985.44	0 00	0 00	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	883 00	119423 99			0 00
	0 00	883 00	222409 43	0 00	0 00	0 00

STATE	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0 00	102985 44	0 00	0 00	0 00*
COVERED FROM ABOVE	0.00	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	883 00	119423 99			0 00
	0 00	883.00	222409 43	0.00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
PENNSYLVANIA	N/A	N/A

Report Cover Page

Investment Detail

WILMINGTON TRUST

090606-000 T H AND M WILLIAMS SHOEMAKER FUND

Account Level Detail Combined Principal and Income

As of September 30, 2014

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
Cash & Currency										
GOLDMAN SACHS FINANCIAL SQUARE PRIME OBLIGATIONS FUND CLASS SV	7,903.2900	7,903.29	100.00	1.0000	7,903 29	1.0000	.00	.81	01	
US DOLLAR CURRENCY		.00			00		.00	00		
TOTAL Cash & Currency	**7,903.2900**	**7,903.29**	**100.00**		**7,903.29**		**.00**	**.81**		
TOTAL 090606-000	**7,903.2900**	**7,903.29**	**100.00**		**7,903.29**		**.00**	**.81**		

+ Unknown

^ Incomplete

** A period end market value is unavailable. Last provided value is displayed*

*** Only investments held as of the specified date appear on this report.***

Investment Detail

WILMINGTON TRUST

090606-001 T H AND M WILLIAMS SHOEMAKER FUND

Account Level Detail - Separate Principal and Income

As of September 30, 2014

Description	Quantity	Federal Tax Cost	Unit Tax Cost
Principal Portfolio - USD Equity			
ADAMS HARKNESS SMALL CAP GROWTH FUND	4,250 8050	36,516.79	8 5906
BARON GROWTH FUND	2,586.7360	91,094 83	35 2161
DFA EMERGING MARKETS CORE EQUITY FUND	6,374 2930	67,895.50	10.6515
DFA INTERNATIONAL SMALL CAP VALUE PORTFOLIO	14,427 3380	252,813 10	17 5232
DFA INTL VALUE PORTFOLIO INST CL	19,092.1840	341,569 73	17.8906
DFA US LARGE CAP VALUE PORTFOLIO	9,547 6450	192,982.35	20 2126
DFA US MICRO CAP PORTFOLIO	6,332.6770	91,534 63	14 4543
DFA US SMALL-CAP PORTFOLIO CLASS INSTITUTIONAL	5,966 6240	130,974.20	21 9511
DODGE AND COX STOCK FUND	964 7620	97,193 17	100 7432
FIRST EAGLE OVERSEAS FUND CLASS I	7,954 9380	185,696 98	23 3436
HOTCHKIS & WILEY LARGE CAP VALUE FUND	6,102 6600	80,652 18	13 2159
HOTCHKIS AND WILEY MID-CAP VALUE FUND - INSTITUTIONAL	6,832.0170	149,109 65	21.8251
IVY MID CAP GROWTH FUND - I	7,839.8750	139,728 40	17.8228
JANUS FUND	4,416 7240	114,437.32	25 9100
JANUS OVERSEAS FUND	4,749 0190	191,186 22	40.2580
MAINGATE MLP FUND	22,306 0140	219,460 40	9 8386
MORGAN STANLEY INSTUTIONAL INTERNATIONAL EQUITY FUND CLASS I	12,841.7540	218,463 24	17 0119
MORGAN STANLEY INSTITUTIONAL FUND INC - EMERGING MARKETS PORTFOLIO	5,519 7490	105,516.34	19 1161
ROYCE OPPORTUNITY FUND INVESTMENT CLASS	10,749.8140	119,447.22	11.1116
RS GLOBAL NATURAL RESOURCES FUND CLASS Y	2,755 2210	102,000.00	37 0206

WILMINGTON TRUST

Investment Detail

090606-001 T H AND M WILLIAMS SHOEMAKER FUND

Account Level Detail - Separate Principal and Income

As of September 30, 2014

Description	Quantity	Federal Tax Cost	Unit Tax Cost
THORNBURG INTERNATIONAL VALUE FUND -I	4,141 3970	90,758 25	21 9149
WESTCORE INTERNATIONAL SMALL CAP FUND	5,735 5620	64,420 76	11 2318
WESTCORE MID CAP VALUE FUND	8,397.0880	154,215 94	18.3654
WESTCORE MIDCO GROWTH FUND	17,323 2540	66,694 54	3 8500
WILLIAM BLAIR INTERNATIONAL SMALL CAP GROWTH FUND CLASS I	8,202 1790	63,927 06	7.7939
WILLIAM BLAIR INTERNATIONAL GROWTH FUND CLASS I	6,476.2320	148,148 58	22.8757
WILLIAM BLAIR LARGE CAP GROWTH	19,910 6180	145,914.17	7 3285
WILLIAM BLAIR MID CAP GROWTH FUND CLASS I	8,945.7700	74,906 44	8 3734
WILLIAM BLAIR SMALL CAP GROWTH FUND CLASS I	2,348.1470	47,495 27	20 2267
TOTAL Equity			
	243,091.0960	**3,784,753.26**	
Fixed Income			
BLACKROCK LOW DURATION BOND PORTFOLIO	68,071.2620	627,100 46	9.2124
DFA ONE-YEAR FIXED INCOME PORTFOLIO	63,948 5020	650,554 35	10.1731
DFA SHORT TERM GOVERNMENT PORTFOLIO (FORMERLY DFA FIVE YR GOVT PORT)	62,338 7600	675,000 00	10.8279
METWEST TOTAL RETURN BOND FUND CLASS INSTITUTIONAL	61,524 7560	581,075.29	9 4446
FEDL NATL MTGE ASSN POOL #596498 15 YR GTD SINGLE FAMILY MORTGAGE DTD 07/01/2001 6.000% 07/01/2016 NON CALLABLE	80.2300	115 13	143 4999
FEDL NATL MTGE ASSN POOL #625990 14 YR GTD SINGLE FAMILY MORTGAGE DTD 01/01/2002 5.500% 12/01/2016 NON CALLABLE	342.1000	454 05	132 7243

WILMINGTON TRUST

Investment Detail

090606-001 T H AND M WILLIAMS SHOEMAKER FUND

Account Level Detail - Separate Principal and Income

As of September 30, 2014

Description	Quantity	Federal Tax Cost	Unit Tax Cost
FEDL NATL MTGE ASSN POOL #629633 15 YR GTD SINGLE FAMILY MORTGAGE DTD 03/01/2002 6 500% 03/01/2017 NON CALLABLE	3,614 0200	5,858.57	162 1067
FEDL NATL MTGE ASSN POOL #688025 15 YR GTD SINGLE FAMILY MORTGAGE DTD 02/01/2003 5.500% 03/01/2018 NON CALLABLE	3,033.0000	4,331 54	142 8137
FEDL NATL MTGE ASSN POOL #254685 15 YR GTD SINGLE FAMILY MORTGAGE DTD 03/01/2003 5.000% 04/01/2018 NON CALLABLE	2,780.4800	3,807 46	136 9353
GOVT NATL MTGE ASSN POOL #521660 30 YR GTD SINGLE FAMILY MORTGAGE DTD 11/01/1999 7.500% 11/15/2029 NON CALLABLE	3,589.4600	4,865 75	135 5566
FEDL NATL MTGE ASSN POOL #591004 30 YR GTD SINGLE FAMILY MORTGAGE DTD 07/01/2001 8 000% 08/01/2031 NON CALLABLE	4,428.6100	7,546 13	170.3950
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #C59299-30 YR GTD MTGE DTD 10/01/2001 7 000% 09/01/2031 NON CALLABLE	181 0400	189 28	104 5515
FEDL NATL MTGE ASSN POOL #637270 30 YR GTD SINGLE FAMILY MORTGAGE DTD 05/01/2002 6.500% 05/01/2032 NON CALLABLE	688 9600	1,136 53	164 9631
TOTAL Fixed Income			
	274,621.1800	**2,562,034.54**	
Inflation Hedges			
DFA GLOBAL REAL ESTATE SECURITIES PORTFOLIO	14,453 2280	116,949 10	8 0916
EII GLOBAL PROPERTY FUND	7,491.4850	110,000.00	14.6833
TOTAL Inflation Hedges			
	21,944.7130	**226,949.10**	

WILMINGTON TRUST

Investment Detail

090606-001 T H AND M WILLIAMS SHOEMAKER FUND

Account Level Detail - Separate Principal and Income

As of September 30, 2014

Description	Quantity	Federal Tax Cost	Unit Tax Cost
Hedged Strategies			
MAINSTAY MARKETFIELD FUND	8,100 3700	146,364.13	18 0688
TOTAL Hedged Strategies	**8,100.3700**	**146,364.13**	
Cash & Currency			
SCHWAB ADVISOR CASH RESERVES	150,518 0500	150,518 05	1 0000
US DOLLAR CURRENCY	(1,185 1600)	(1,185 16)	1 0000
TOTAL Cash & Currency	**149,332.8900**	**149,332.89**	
TOTAL Principal Portfolio - USD	**697,090.2490**	**6,869,433.92**	

(149,332.89) CASH

6,720,101.03 SECURITIES

WILMINGTON TRUST

Investment Detail

090606-001 T H AND M WILLIAMS SHOEMAKER FUND

Account Level Detail - Separate Principal and Income

As of September 30, 2014

Description		Quantity	Federal Tax Cost	Unit Tax Cost
Income Portfolio - Cash & Currency	**USD**			
US DOLLAR CURRENCY		1,189 1000	1,189 10	1 0000
TOTAL Cash & Currency		**1,189.1000**	**1,189.10**	
TOTAL Income Portfolio -	**USD**	**1,189.1000**	**1,189.10**	

+ *Unknown*

^ *Incomplete*

*** Only investments held as of the specified date appear on this report ***

charles SCHWAB

Schwab One® Trust Account of
THE ADVISORY TRUST COMPANY OF U/W MARY WILLIAMS SHOEMAKER

Account Number 8091-6459

Statement Period September 1-30, 2014

Change in Account Value

	This Period	Year to Date
Starting Value	**$ 8,785,786.45**	**$ 8,665,461.15**
Cash Value of Purchases & Sales	417.21	47,293.78
Investments Purchased/Sold	(417.21)	(47,293.78)
Deposits & Withdrawals	0.00	(250,000.00)
Dividends & Interest	10,946.04	70,175.73
Fees & Charges	0.00	(26,481.82)
Transfers	0.00	0.00
Income Reinvested	(1.24)	(17.24)
Change in Value of Investments	(267,938.67)	69,654.76
Ending Value on 09/30/2014	**$ 8,528,792.58**	**$ 8,528,792.58**

Asset Composition

	Market Value	Book Value
Cash and Money Market Funds [Sweep]	$ 152,883.76	152,883.76
Fixed Income	20,286.40	
Bond Funds	2,652,633.74	
Equity Funds	5,702,988.68	
Total Assets Long	**$ 8,528,792.58**	

(152 883 76) Cash

MV = 8,375,908.82 Securities