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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 12/1/2013, and ending 11/30/2014

Name of foundation THE GRIFFITH FOUNDATION			A Employer identification number 13-7436765	
Number and street (or P O box number if mail is not delivered to street address) ALAN GRIFFITH, TRUSTEE C/O BNY Mellon, N A - P O Box 185		Room/suite	B Telephone number (see instructions) (212) 922-8181	
City or town Pittsburgh	State PA	ZIP code 15230-0185		
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) \$ 4,351,864		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		
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	96,009	97,647		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	276,807			
	b Gross sales price for all assets on line 6a				
	7 Capital gain/loss (from Part IV, line 2)		276,807		
	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	372,816	374,454	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)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,174	1,174		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	24,720	24,470		250
	24 Total operating and administrative expenses. Add lines 13 through 23	25,894	25,644	0	250
	25 Contributions, gifts, grants paid	306,000			306,000
26 Total expenses and disbursements. Add lines 24 and 25	331,894	25,644	0	306,250	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	40,922				
b Net investment income (if negative, enter -0-)		348,810			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	99,300	318,300	318,300
	2 Savings and temporary cash investments	11,568	15,494	15,494
	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)	123,262		
	b Investments—corporate stock (attach schedule)	2,151,040		
	c Investments—corporate bonds (attach schedule)	727,804		
Liabilities	11 Investments—land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		2,822,505	4,018,070
	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)	3,112,974	3,156,299	4,351,864
	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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,112,974	3,156,299	
	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)	3,112,974	3,156,299	
	31 Total liabilities and net assets/fund balances (see instructions)	3,112,974	3,156,299	

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	3,112,974
2 Enter amount from Part I, line 27a	2	40,922
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	3,776
4 Add lines 1, 2, and 3	4	3,157,672
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,373
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,156,299

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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				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			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	276,807
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	627,284	4,053,761	0.154741	
2011	405,840	4,036,149	0.100551	
2010	121,050	3,526,924	0.034322	
2009	186,280	3,335,539	0.055847	
2008	188,910	3,211,811	0.058817	
2 Total of line 1, column (d)			2	0.404278
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	0.080856
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4	4,162,597
5 Multiply line 4 by line 3			5	336,571
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	3,488
7 Add lines 5 and 6			7	340,059
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	306,250

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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	6,976
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	6,976
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	6,976
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	8,000
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,024
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 1,024 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) ▶ NY AG REG # 21-54-04		
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

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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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ BNY MELLON, N A Telephone no. ▶ (212) 922-8181			
Located at ▶ P.O. BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185				
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			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b N/A		
	Organizations relying on a current notice regarding disaster assistance check here	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b X		
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b N/A		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALLAN GRIFFITH 300 PINEY POINT FARM LN CENTREVILLE, MD 216	TRUSTEE 1 00	NONE	NONE	NONE

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 **NONE**

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Page **7****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		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
2		
3		
4		

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

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

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		NONE

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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	4,176,782
b	Average of monthly cash balances	1b	49,205
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,225,987
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	4,225,987
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	63,390
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,162,597
6	Minimum investment return. Enter 5% of line 5	6	208,130

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	208,130
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,976
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,976
3	Distributable amount before adjustments Subtract line 2c from line 1	3	201,154
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	201,154
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	201,154

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	306,250
b	Program-related investments—total from Part IX-B	1b	NONE
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	306,250
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	306,250

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				201,154
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
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			103,894	
e From 2012			430,528	
f Total of lines 3a through e	534,422			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 306,250				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				201,154
e Remaining amount distributed out of corpus	105,096			
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	639,518			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	639,518			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011			103,894	
d Excess from 2012			430,528	
e Excess from 2013			105,096	

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				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))

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:

NOT APPLICABLE

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

NOT APPLICABLE

- c** Any submission deadlines.

NOT APPLICABLE

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

NOT APPLICABLE

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	306,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	NONE

THE GRIFFITH FOUNDATION

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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

MOUNT VERNON LADIES ASSOCIATION

Street

3200 MOUNT VERNON MEMORIAL HWY

City

ALEXANDRIA

State

VA

Zip Code

22309

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

CHESAPEAKE BAY FOUNDATION

Street

6 HERNDON AVE

City

ANNAPOLIS

State

MD

Zip Code

21403

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

CHESAPEAKE BAY MARITIME MUSEUM

Street

213 N TALBOT ST P.O. BOX 636

City

ST MICHAELS

State

MD

Zip Code

21663

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

40,000

Name

WYE RIVER UPPER SCHOOL

Street

316 COMMERCE ST

City

CENTREVILLE

State

MD

Zip Code

21617

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

35,000

Name

GEORGE WASHINGTON'S MOUNT VERNON

Street

3200 MOUNT VERNON HWY

City

MT. VERNON

State

VA

Zip Code

22121

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

11,000

Name

QUEEN ANNE'S CONSERVATION ASSOCIATION

Street

PO BOX 157

City

CENTREVILLE

State

MD

Zip Code

21617

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

20,000

THE GRIFFITH FOUNDATION

13-7436765 Page 2 of 2

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

Recipient(s) paid during the year

Name

LAFAYETTE COLLEGE

Street

730 HIGH ST

City

EASTON

State

PA

Zip Code

18042

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

ST PAUL'S EPISCOPAL CURCH

Street

301 S LIBERTY ST P.O BOX 278

City

CENTERVILLE

State

MD

Zip Code

21617

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

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

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 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? | | Yes | No |
| 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. | | | |

[illegible]

- 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

**Sign
Here**

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

Signature of officer or trustee

Date 9/23/16 Title

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

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name
Shawn P Hanlon

Preparer's signature [Signature] *cm*

Date
6/30/2016

Check ☒ if self-employed

PTIN
P00965923

Firm's name	► PRICEWATERHOUSECOOPERS LLP
Firm's address	► 600 GRANT STREET, PITTSBURGH, PA 15219

Firm's EIN ▶	13-4008324
Phone no	(412) 355-6000

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

Check "X" to include in Part IV		Amount		Long Term CG Distributions										Short Term CG Distributions		Totals										Net Gain or Loss			
		7,826		Capital Gains/Losses										Other sales		Gross Sales										1,700,808		278,807	
				Description												Cost or Other Basis										1,423,801		0	
				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			FNMA POOL # 735022	5.5%			5/13/2008		11/25/2014	64	64					0	0											
2	X			FNMA POOL # 735081	6.0%			3/9/2007		12/25/2013	150	152					0	-2											
3	X			FNMA POOL # 735081	6.0%			7/18/2008		12/25/2013	225	225					0	0											
4	X			FNMA POOL # 735081	6.0%			3/9/2007		12/25/2013	128	130					0	-2											
5	X			FNMA POOL # 735081	6.0%			7/18/2008		12/25/2013	192	192					0	0											
6	X			FNMA POOL # 735081	6.0%			3/9/2007		12/25/2013	108	110					0	-2											
7	X			GILEAD SCIENCES INC				6/22/2012		3/13/2014	1,608	501					0	1,107											
8	X			GILEAD SCIENCES INC				8/22/2012		4/9/2014	4,199	1,504					0	2,695											
9	X			GILEAD SCIENCES INC				6/22/2012		11/19/2014	2,952	727					0	2,225											
10	X			GLAXO SMITHKLINE PLC SPO				2/4/2013		12/18/2013	12,219	10,933					0	1,286											
11	X			GLAXO SMITHKLINE PLC SPO				3/14/2013		12/18/2013	5,091	4,521					0	570											
12	X			GOOGLE INC - CLA				38259P508		12/12/2013	5,359	4,293					0	1,066											
13	X			GOOGLE INC - CLA				38259P508		17/2014	1,135	859					0	276											
14	X			GOOGLE INC - CLA				4/23/2013		17/2014	6,812	4,885					0	1,927											
15	X			FNMA POOL # 735487	6.5%			1/02/2007		10/25/2014	51	52					0	-1											
16	X			FNMA POOL # 735487	6.5%			10/24/2009		11/25/2014	40	42					0	-2											
17	X			FNMA POOL # 735487	6.5%			1/10/2007		11/25/2014	55	56					0	-1											
18	X			FNMA POOL # 745122	5.5%			10/20/2008		12/25/2013	124	125					0	-1											
19	X			FNMA POOL # 745122	5.5%			10/10/2007		12/25/2013	73	73					0	0											
20	X			FNMA POOL # 745122	5.5%			8/12/2008		12/25/2013	51	52					0	-1											
21	X			FNMA POOL # 745122	5.5%			10/20/2008		12/25/2013	135	136					0	-1											
22	X			FNMA POOL # 745122	5.5%			10/10/2007		12/25/2013	79	79					0	0											
23	X			FNMA POOL # 745122	5.5%			8/12/2008		12/25/2013	56	56					0	0											
24	X			FNMA POOL # 745122	5.5%			10/20/2008		12/25/2013	127	128					0	-1											
25	X			FNMA POOL # 745122	5.5%			10/10/2007		12/25/2013	74	74					0	0											
26	X			FNMA POOL # 745122	5.5%			8/12/2008		2/25/2014	53	53					0	0											
27	X			ALCATEL-LUCENT-SPONSOR				013904305		10/14/2013	451	460					0	-9											
28	X			ALCATEL-LUCENT-SPONSOR				013904305		6/3/2014	1,970	1,944					0	-26											
29	X			ALEXION PHARMACEUTICALS				015351109		8/3/2014	3,788	3,832					0	-44											
30	X			ALEXION PHARMACEUTICALS				2/4/2014		3/13/2014	529	470					0	59											
31	X			ALEXION PHARMACEUTICALS				2/4/2014		11/19/2014	1,147	941					0	206											
32	X			ALLERGAN INC				12/20/2013		3/13/2014	1,287	1,081					0	206											
33	X			ALLERGAN INC				12/20/2013		6/4/2014	13,989	9,078					0	4,811											
34	X			ALLERGAN INC				12/23/2013		6/4/2014	15,542	10,158					0	5,384											
35	X			AMAZON.COM INC				6/22/2012		3/13/2014	1,882	1,107					0	775											
36	X			FHLMC GOLD A48438	6.5%			12/13/2008		10/15/2014	86	88					0	-2											
37	X			FHLMC GOLD A48438	6.5%			3/12/2007		10/15/2014	57	58					0	-1											
38	X			FHLMC GOLD A48438	6.5%			12/13/2008		11/15/2014	122	125					0	-3											
39	X			FHLMC GOLD A48438	6.5%			3/12/2007		11/15/2014	82	83					0	-1											
40	X			FHLMC GOLD G11989	5.5%			12/14/2005		12/15/2013	119	119					0	0											
41	X			FHLMC GOLD G11989	5.5%			8/8/2007		12/15/2013	38	38					0	0											
42	X			FHLMC GOLD G11989	5.5%			12/14/2008		11/15/2014	154	155					0	-1											
43	X			FHLMC GOLD G11989	5.5%			3/28M1C23		1/15/2014	49	49					0	0											
44	X			FHLMC GOLD G11989	5.5%			12/14/2008		2/15/2014	112	113					0	-1											
45	X			FHLMC GOLD G11989	5.5%			8/8/2007		2/15/2014	36	36					0	0											
46	X			FHLMC GOLD G11989	5.5%			12/14/2008		3/15/2014	112	113					0	-1											
47	X			FHLMC GOLD G11989	5.5%			8/8/2007		3/15/2014	36	36					0	0											
48	X			FHLMC GOLD G11989	5.5%			12/14/2005		4/15/2014	98	99					0	-1											
49	X			GOOGLE INC - CLA				38259P508		1/13/2014	1,145	814					0	331											
50	X			GOOGLE INC - CLA				38259P508		1/13/2014	5,723	4,084					0	1,639											
51	X			GOOGLE INC - CLA				4/25/2013		12/1/2014	3,466	2,439					0	1,027											
52	X			GOOGLE INC - CLA				4/19/2013		12/1/2014	2,310	1,575					0	735											
53	X			GOOGLE INC - CLA				4/19/2013		12/2/2014	9,825	7,086					0	2,739											
54	X			GOOGLE INC - CLA				4/19/2013		3/13/2014	1,208	787					0	421											
55	X			GOOGLE INC - CLA				7/16/2014		11/19/2014	3,787	4,159					0	-372											
56	X			GOOGLE INC - CLA				38259P706		4/10/2014	4,334	3,153					0	1,181											
57	X			GOOGLE INC - CLA				38259P708		4/19/2014	1,063	788					0	275											
58	X			H C A HOLDINGS INC				6/4/2014		9/3/2014	4,870	3,835					0	1,035											
59	X			H C A HOLDINGS INC				6/4/2014		11/19/2014	2,011	1,843					0	368											
60	X			HALLIBURTON CO				1/13/2014		3/7/2014	5,048	4,508					0	538											
61	X			HALLIBURTON CO				2/4/2014		3/7/2014	2,803	2,484					0	339											
62	X			HALLIBURTON CO				2/4/2014		3/13/2014	1,681	1,478					0	183											
63	X			HALLIBURTON CO				4/30/2014		4/30/2014	1,281	986					0	275											
64	X			HALLIBURTON CO				6/22/2012		4/30/2014	8,304	2,833					0	3,471											
65	X			HALLIBURTON CO				10/10/2014		11/19/2014	1,944	2,210					0	-266											
66	X			HARLEY DAVIDSON INC				8/23/2013		3/13/2014	1,363	1,197					0	166											
67	X			HARLEY DAVIDSON INC				8/23/2013		8/13/2014	2,488	2,393					0	95											
68	X			HARLEY DAVIDSON INC				8/23/2013		11/19/2014	2,088	1,795					0	273											

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

Long Term CG Distributions										Amount		Totals									
Short Term CG Distributions										7,826		Capital Gains/Losses									
Short Term CG Distributions										7,826		Capital Gains/Losses									
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	Net Gain or Loss						
69	X	HARLEY DAVIDSON INC	412822108		8/16/2013		11/19/2014	689	584					105							
70	X	HARTFORD FINL SVCS GROU	416515104		10/20/2014		11/19/2014	2,028	1,824					202							
71	X	HOMER DEPOT INC	437078102		6/22/2012		3/13/2014	1,620	1,035					585							
72	X	HOMER DEPOT INC	437078102		6/22/2012		11/19/2014	2,889	1,552					1,337							
73	X	HONEYWELL INTL INC	438516106		6/22/2012		3/13/2014	1,885	1,107					778							
74	X	FNMA POOL # 745122 5.5%	31403CYT2		10/20/2008		3/25/2014	119	120					-1							
75	X	FNMA POOL # 745122 5.5%	31403CYT2		10/10/2007		3/25/2014	70	70					0							
76	X	FNMA POOL # 745122 5.5%	31403CYT2		8/12/2008		3/25/2014	49	49					0							
77	X	FNMA POOL # 745122 5.5%	31403CYT2		10/20/2008		3/25/2014	143	144					-1							
78	X	FNMA POOL # 745122 5.5%	31403CYT2		10/10/2007		3/25/2014	84	84					0							
79	X	FNMA POOL # 745122 5.5%	31403CYT2		8/12/2008		3/25/2014	59	60					-1							
80	X	FNMA POOL # 745122 5.5%	31403CYT2		10/20/2008		3/25/2014	163	164					0							
81	X	FNMA POOL # 745122 5.5%	31403CYT2		10/10/2007		3/25/2014	96	95					1							
82	X	FNMA POOL # 745122 5.5%	31403CYT2		8/12/2008		3/25/2014	68	68					0							
83	X	FNMA POOL # 745122 5.5%	31403CYT2		10/20/2008		3/25/2014	160	161					-1							
84	X	AMAZON COM INC	023135108		6/22/2012		11/19/2014	2,940	1,993					947							
85	X	AMGEN INC	031162100		9/16/2013		11/19/2014	9,466	9,230					236							
86	X	AMGEN INC	031162100		9/16/2013		11/19/2014	7,541	7,584					-53							
87	X	AMGEN INC	031162100		9/16/2013		11/19/2014	629	584					45							
88	X	AMGEN INC	031162100		9/16/2013		11/19/2014	1,451	1,052					399							
89	X	ANHEUSER BUSCH INBEV SE	035244108		4/14/2014		11/19/2014	1,799	1,731					68							
90	X	APPLE INC	037833100		11/26/2013		3/13/2014	3,224	3,190					34							
91	X	APPLE INC	037833100		5/16/2014		9/2/2014	5,062	4,110					952							
92	X	APPLE INC	037833100		11/26/2013		9/2/2014	1,446	1,063					383							
93	X	APPLE INC	037833100		11/26/2013		9/4/2014	692	532					160							
94	X	APPLE INC	037833100		10/24/2013		8/4/2014	6,228	4,778					1,450							
95	X	HONEYWELL INTL INC	438516106		6/22/2012		11/19/2014	2,884	1,681					1,233							
96	X	ILLINOIS TOOL WORKS INC	452308109		8/15/2014		11/19/2014	1,889	1,735					153							
97	X	INTEL CORP	458140100		9/4/2014		11/19/2014	3,121	3,145					-24							
98	X	INTERCONTINENTAL EXCH	45866F104		1/17/2013		3/13/2014	1,874	1,048					626							
99	X	INTERCONTINENTAL EXCH	45866F104		6/9/2014		11/19/2014	3,956	3,433					523							
100	X	TEVA PHARMACEUTICAL INC	881624209		9/26/2012		3/13/2014	978	815					163							
101	X	TEVA PHARMACEUTICAL INC	881624209		9/26/2012		8/13/2014	4,591	3,669					922							
102	X	TEVA PHARMACEUTICAL INC	881624209		9/26/2012		9/2/2014	6,750	5,300					1,490							
103	X	TEVA PHARMACEUTICAL INC	881624209		11/16/2013		9/2/2014	5,223	3,805					1,418							
104	X	THERMO FISHER SCIENTIFIC	883558102		12/19/2013		3/13/2014	1,139	965					174							
105	X	THERMO FISHER SCIENTIFIC	883558102		12/19/2013		11/19/2014	2,069	1,822					247							
106	X	TIME WARNER INC	887317303		8/14/2014		11/19/2014	1,606	1,516					90							
107	X	THE TRAVELERS COMPANIES	89417E109		7/19/2012		12/9/2013	22,999	18,546					6,453							
108	X	TWITTER INC	901841102		10/6/2014		11/19/2014	1,203	1,181					-22							
109	X	UNION PAC CORP	907818108		6/22/2012		3/13/2014	942	570					372							
110	X	UNION PAC CORP	907818108		8/15/2014		11/19/2014	2,282	1,935					347							
111	X	UNITED TECHNOLOGIES COR	913017109		6/22/2012		3/13/2014	1,737	1,130					607							
112	X	UNITED TECHNOLOGIES COR	913017109		6/22/2012		11/19/2014	2,818	1,959					859							
113	X	VALERO ENERGY CORP NEW	91913Y100		4/24/2013		12/9/2013	4,639	3,844					795							
114	X	VALERO ENERGY CORP NEW	91913Y100		4/24/2013		12/12/2013	2,311	1,922					389							
115	X	VALERO ENERGY CORP NEW	91913Y100		5/9/2013		12/12/2013	2,310	1,898					412							
116	X	VALERO ENERGY CORP NEW	91913Y100		6/22/2012		12/12/2013	462	213					249							
117	X	VALERO ENERGY CORP NEW	91913Y100		6/22/2012		11/19/2014	4,871	1,915					2,756							
118	X	VALERO ENERGY CORP NEW	91913Y100		6/22/2012		3/13/2014	1,108	426					680							
119	X	VALERO ENERGY CORP NEW	91913Y100		6/22/2012		11/19/2014	2,908	2,555					347							
120	X	VERIZON COMMUNICATIONS	92343V104		6/22/2012		3/13/2014	483	435					28							
121	X	VERIZON COMMUNICATIONS	92343V104		6/22/2012		11/19/2014	1,011	871					140							
122	X	VERIZON COMMUNICATIONS	92343V104		6/22/2012		3/17/2014	35,100	30,231					4,869							
123	X	VNWARE INC-CLASS A	928563402		7/29/2013		11/17/2014	880	819					161							
124	X	VNWARE INC-CLASS A	928563402		7/29/2013		11/17/2014	12,738	10,738					2,002							
125	X	WELLS FARGO & COMPANY	949746101		8/10/2010		2/12/2014	915	560					355							
126	X	WELLS FARGO & COMPANY	949746101		7/19/2012		2/12/2014	4,117	3,090					1,027							
127	X	WELLS FARGO & COMPANY	949746101		9/13/2010		2/12/2014	2,287	1,320					987							
128	X	WELLS FARGO & COMPANY	949746101		9/13/2010		3/13/2014	1,929	1,056					873							
129	X	WELLS FARGO & COMPANY	949746101		9/13/2010		7/7/2014	2,825	1,320					1,305							
130	X	WELLS FARGO & COMPANY	949746101		1/9/2009		7/7/2014	3,675	1,750					1,895							
131	X	WELLS FARGO & COMPANY	949746101		1/9/2009		11/19/2014	3,191	1,526					1,665							
132	X	WELLS FARGO & COMPANY	949746101		11/5/2012		3/13/2014	1,901	869					1,032							
133	X	YAHOO INC	984332108		11/5/2012		6/16/2014	9,996	4,691					4,705							
134	X	YAHOO INC	984332108		11/5/2012		6/16/2014	9,996	4,691					4,699							
135	X	YAHOO INC	984332108		11/5/2012		7/16/2014	9,996	4,691					4,699							
136	X	YUM! BRANDS INC	988498101		6/22/2012		3/13/2014	1,543	1,320					4,829							

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

Amount										Totals									
Long Term CG Distributions										Capital Gains/Losses									
Short Term CG Distributions										Other sales									
7,828										1,700,808									
										Cost, Other Basis and Expenses									
										1,423,801									
										278,807									
										0									
										0									
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals										
Short Term CG Distributions										7,826		Capital Gains/Losses					Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
												Other sales					1,700,608		1,423,801		278,807	
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								
205	X MICRON TECHNOLOGY INC	595112103			2/6/2014		3/13/2014	746	738					8								
206	X MICRON TECHNOLOGY INC	595112103			1/30/2014		9/2/2014	5,043	3,784					1,259								
207	X MICRON TECHNOLOGY INC	595112103			1/30/2014		9/2/2014	1,575	1,175					400								
208	X MICRON TECHNOLOGY INC	595112103			2/6/2014		9/2/2014	5,989	4,672					1,317								
209	X MICRON TECHNOLOGY INC	595112103			1/27/2014		9/2/2014	948	880					68								
210	X MICRON TECHNOLOGY INC	595112103			1/27/2014		9/2/2014	9,946	7,587					2,359								
211	X MICRON TECHNOLOGY INC	595112103			1/27/2014		10/6/2014	8,704	6,207					2,497								
212	X MICRON TECHNOLOGY INC	595112103			3/27/2014		10/6/2014	5,481	3,781					1,700								
213	X MICRON TECHNOLOGY INC	595112103			4/10/2014		10/6/2014	6,125	4,149					1,976								
214	X MONDELEZ INTERNATIONAL	609207105			6/22/2012		3/13/2014	1,047	760					287								
215	X MONDELEZ INTERNATIONAL	609207105			6/22/2012		11/19/2014	2,713	1,774					939								
216	X MONSTER BEVERAGE CORP	811740101			1/13/2014		3/13/2014	732	697					35								
217	X MONSTER BEVERAGE CORP	811740101			1/13/2014		11/19/2014	3,944	2,508					1,436								
218	X MONSTER BEVERAGE CORP	811740101			1/13/2014		11/19/2014	3,944	2,508					1,436								
219	X NATIONAL OILWELL VARCO II	637071101			9/16/2013		12/9/2013	4,895	3,136					1,759								
220	X NATIONAL OILWELL VARCO II	637071101			9/16/2013		12/9/2013	4,819	3,136					1,683								
221	X NATIONAL OILWELL VARCO II	637071101			9/16/2013		3/13/2014	1,545	1,545					0								
222	X NATIONAL OILWELL VARCO II	637071101			2/13/2013		8/18/2014	2,330	2,132					198								
223	X NATIONAL OILWELL VARCO II	637071101			2/13/2013		8/18/2014	5,436	4,348					1,088								
224	X FHLMC GOLD G11989 5.5%	3128M1C23			8/8/2007		4/15/2014	31	31					0								
225	X FHLMC GOLD G11989 5.5%	3128M1C23			12/14/2009		5/15/2014	113	114					0								
226	X FHLMC GOLD G11989 5.5%	3128M1C23			8/8/2007		5/15/2014	36	36					0								
227	X FHLMC GOLD G11989 5.5%	3128M1C23			12/14/2009		8/15/2014	101	101					0								
228	X FHLMC GOLD G11989 5.5%	3128M1C23			8/8/2007		6/15/2014	32	32					0								
229	X FHLMC GOLD G11989 5.5%	3128M1C23			12/14/2009		7/15/2014	91	91					0								
230	X FHLMC GOLD G11989 5.5%	3128M1C23			8/8/2007		7/15/2014	29	29					0								
231	X FHLMC GOLD G11989 5.5%	3128M1C23			10/9/2007		9/25/2014	57	57					0								
232	X FHLMC GOLD G11989 5.5%	3128M1C23			10/11/2008		10/25/2014	86	86					0								
233	X FHLMC GOLD G11989 5.5%	3128M1C23			10/9/2007		10/25/2014	58	58					0								
234	X FHLMC GOLD G11989 5.5%	3128M1C23			10/11/2008		11/25/2014	85	85					0								
235	X FHLMC GOLD G11989 5.5%	3128M1C23			10/9/2007		11/25/2014	57	57					0								
236	X FHLMC GOLD G11989 5.5%	3128M1C23			12/12/2006		12/25/2013	130	130					0								
237	X FHLMC GOLD G11989 5.5%	3128M1C23			8/24/2008		12/25/2013	80	80					0								
238	X FHLMC GOLD G11989 5.5%	3128M1C23			12/12/2008		12/25/2013	130	130					0								
239	X FHLMC GOLD G11989 5.5%	3128M1C23			8/24/2008		12/25/2013	80	80					0								
240	X FHLMC GOLD G11989 5.5%	3128M1C23			12/12/2008		12/25/2013	107	107					0								
241	X FHLMC GOLD G11989 5.5%	3128M1C23			8/24/2008		2/25/2014	68	68					0								
242	X FHLMC GOLD G11989 5.5%	3128M1C23			12/12/2008		3/25/2014	90	91					-1								
243	X FHLMC GOLD G11989 5.5%	3128M1C23			12/12/2008		3/25/2014	55	55					1								
244	X FHLMC GOLD G11989 5.5%	3128M1C23			12/12/2008		4/25/2014	106	106					0								
245	X FHLMC GOLD G11989 5.5%	3128M1C23			8/24/2008		4/25/2014	65	65					0								
246	X FHLMC GOLD G11989 5.5%	3128M1C23			12/12/2008		5/25/2014	91	91					0								
247	X FHLMC GOLD G11989 5.5%	3128M1C23			8/24/2008		5/25/2014	56	56					0								
248	X FHLMC GOLD G11989 5.5%	3128M1C23			7/18/2008		6/25/2014	103	103					0								
249	X FHLMC GOLD G11989 5.5%	3128M1C23			7/18/2008		6/25/2014	162	162					0								
250	X FHLMC GOLD G11989 5.5%	3128M1C23			3/9/2007		3/25/2014	81	83					-2								
251	X FHLMC GOLD G11989 5.5%	3128M1C23			2/13/2013		10/10/2014	6,381	5,590					771								
252	X FHLMC GOLD G11989 5.5%	3128M1C23			2/20/2013		10/10/2014	5,655	4,921					734								
253	X FHLMC GOLD G11989 5.5%	3128M1C23			2/20/2013		6/11/2014	675	535					140								
254	X FHLMC GOLD G11989 5.5%	3128M1C23			9/16/2013		6/11/2014	236	216					20								
255	X FHLMC GOLD G11989 5.5%	3128M1C23			2/13/2013		8/11/2014	1,866	1,486					370								
256	X FHLMC GOLD G11989 5.5%	3128M1C23			9/16/2013		9/16/2013	17	15					2								
257	X FHLMC GOLD G11989 5.5%	3128M1C23			6/24/2013		3/13/2014	983	871					112								
258	X FHLMC GOLD G11989 5.5%	3128M1C23			4/24/2013		11/19/2014	2,144	1,743					401								
259	X FHLMC GOLD G11989 5.5%	3128M1C23			6/3/2014		11/19/2014	2,466	2,416					50								
260	X FHLMC GOLD G11989 5.5%	3128M1C23			10/14/2013		3/13/2014	1,264	880					384								
261	X FHLMC GOLD G11989 5.5%	3128M1C23			4/23/2014		8/29/2014	5,766	4,504					1,264								
262	X FHLMC GOLD G11989 5.5%	3128M1C23			10/14/2013		8/29/2014	3,081	2,687					2,687								
263	X FHLMC GOLD G11989 5.5%	3128M1C23			10/14/2013		9/4/2014	1,732	880					852								
264	X FHLMC GOLD G11989 5.5%	3128M1C23			12/14/2008		8/15/2014	126	127					-1								
265	X FHLMC GOLD G11989 5.5%	3128M1C23			8/8/2007		8/15/2014	40	40					0								
266	X FHLMC GOLD G11989 5.5%	3128M1C23			12/14/2008		9/15/2014	103	103					0								
267	X FHLMC GOLD G11989 5.5%	3128M1C23			8/8/2007		9/15/2014	33	33					0								
268	X FHLMC GOLD G11989 5.5%	3128M1C23			12/14/2008		10/15/2014	103	104					-1								
269	X FHLMC GOLD G11989 5.5%	3128M1C23			8/8/2007		11/15/2014	33	33					0								
270	X FHLMC GOLD G11989 5.5%	3128M1C23			12/14/2008		11/15/2014	110	111					-1								
271	X FHLMC GOLD G11989 5.5%	3128M1C23			5/11/2007		12/15/2013	146	145					0								
272	X FHLMC GOLD G11989 5.5%	3128M1C23			5/11/2007		12/15/2013	146	145					0								

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

Long Term CG Distributions			Amount		Totals									
Short Term CG Distributions			7,826		Capital Gains/Losses									
					Other sales									
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
273	X	FHLMC GOLD G12317 5.5%	3128M1PA1		1/1/2008		12/15/2013	42	43					-1
274	X	FHLMC GOLD G12317 5.5%	3128M1PA1		5/1/2007		1/15/2014	126	125					0
275	X	FHLMC GOLD G12317 5.5%	3128M1PA1		1/1/2008		1/15/2014	37	37					0
276	X	FHLMC GOLD G12317 5.5%	3128M1PA1		5/1/2007		2/15/2014	150	150					0
277	X	FHLMC GOLD G12317 5.5%	3128M1PA1		1/1/2008		2/15/2014	44	45					-1
278	X	FHLMC GOLD G12317 5.5%	3128M1PA1		5/1/2007		3/15/2014	128	128					0
279	X	FNMA POOL # 735081 6.0%	31402QTS0		7/18/2008		3/25/2014	122	122					0
280	X	FNMA POOL # 735081 6.0%	31402QTS0		3/9/2007		4/25/2014	96	98					-2
281	X	FNMA POOL # 735081 6.0%	31402QTS0		7/18/2008		4/25/2014	144	144					0
282	X	FNMA POOL # 735081 6.0%	31402QTS0		3/9/2007		5/25/2014	76	77					-1
283	X	FNMA POOL # 735081 6.0%	31402QTS0		7/18/2008		5/25/2014	114	114					0
284	X	FNMA POOL # 735081 6.0%	31402QTS0		3/9/2007		6/25/2014	79	80					-1
285	X	FNMA POOL # 735081 6.0%	31402QTS0		7/18/2008		6/25/2014	118	118					0
286	X	FNMA POOL # 735081 6.0%	31402QTS0		3/9/2007		7/25/2014	78	80					-2
287	X	FNMA POOL # 735081 6.0%	31402QTS0		7/18/2008		7/25/2014	118	118					0
288	X	FNMA POOL # 735081 6.0%	31402QTS0		3/9/2007		8/25/2014	70	72					-2
289	X	FNMA POOL # 735081 6.0%	31402QTS0		7/18/2008		8/25/2014	105	105					0
290	X	FNMA POOL # 735081 6.0%	31402QTS0		3/9/2007		9/25/2014	69	71					-2
291	X	FNMA POOL # 735081 6.0%	31402QTS0		7/18/2008		9/25/2014	104	104					0
292	X	FNMA POOL # 735081 6.0%	31402QTS0		3/9/2007		10/25/2014	87	88					-1
293	X	FNMA POOL # 735081 6.0%	31402QTS0		7/18/2008		10/25/2014	130	130					0
294	X	FNMA POOL # 735081 6.0%	31402QTS0		3/9/2007		11/25/2014	95	97					-2
295	X	AVAGO TECHNOLOGIES LTD	Y0486S104		9/20/2013		9/4/2014	2,599	1,262					1,337
296	X	AVAGO TECHNOLOGIES LTD	Y0486S104		9/20/2013		11/19/2014	3,845	1,883					1,962
297	X	FNMA POOL # 745122 5.5%	31403CYT2		10/10/2007		8/25/2014	59	59					0
298	X	FNMA POOL # 745122 5.5%	31403CYT2		8/12/2008		8/25/2014	42	42					0
299	X	FNMA POOL # 745122 5.5%	31403CYT2		10/20/2006		9/25/2014	115	115					0
300	X	FNMA POOL # 745122 5.5%	31403CYT2		10/10/2007		9/25/2014	67	67					0
301	X	FNMA POOL # 745122 5.5%	31403CYT2		8/12/2008		9/25/2014	48	48					0
302	X	FNMA POOL # 745122 5.5%	31403CYT2		10/20/2006		10/25/2014	144	144					0
303	X	FNMA POOL # 745122 5.5%	31403CYT2		10/10/2007		10/25/2014	84	84					0
304	X	FNMA POOL # 745122 5.5%	31403CYT2		8/12/2008		10/25/2014	60	60					0
305	X	FNMA POOL # 745122 5.5%	31403CYT2		10/20/2006		11/25/2014	153	154					-1
306	X	APPLE INC	037833100		10/24/2013		11/19/2014	8,724	5,764					2,960
307	X	BNY MELLON EMERGING MKT	05569M855		3/28/2011		1/31/2014	59,140	75,000					-15,860
308	X	BNY MELLON EMERGING MKT	05569M855		12/20/2011		1/31/2014	2,848	2,712					136
309	X	BNY MELLON EMERGING MKT	05569M855		8/20/2012		1/31/2014	99,875	100,000					-325
310	X	BNY MELLON EMERGING MKT	05569M855		12/19/2012		1/31/2014	1,572	1,727					-155
311	X	BNY MELLON EMERGING MKT	05569M855		12/18/2013		1/31/2014	1,758	1,886					-128
312	X	BEAM INC	073730103		6/4/2013		2/5/2014	4,154	3,284					890
313	X	BEAM INC	073730103		6/4/2013		3/7/2014	831	653					178
314	X	BEAM INC	073730103		4/4/2013		3/7/2014	4,156	3,075					1,081
315	X	BEAM INC	073730103		4/4/2013		3/13/2014	1,863	1,230					433
316	X	BEAM INC	073730103		4/4/2013		4/14/2014	19,147	14,144					5,003
317	X	BIOMED IDEC INC	09062X103		2/4/2014		3/13/2014	1,021	923					98
318	X	BIOMED IDEC INC	09062X103		2/4/2014		11/19/2014	1,523	1,538					-15
319	X	FNMA POOL # 735487 6.5%	31402RCY3		10/24/2008		12/25/2013	39	41					-2
320	X	FNMA POOL # 735487 6.5%	31402RCY3		10/24/2008		12/25/2013	43	43					0
321	X	FNMA POOL # 735487 6.5%	31402RCY3		10/24/2008		12/25/2013	54	55					-1
322	X	FNMA POOL # 735487 6.5%	31402RCY3		10/24/2008		12/25/2014	43	44					-1
323	X	FNMA POOL # 735487 6.5%	31402RCY3		1/10/2007		1/25/2014	58	60					-2
324	X	FNMA POOL # 735487 6.5%	31402RCY3		10/24/2008		2/25/2014	65	67					-2
325	X	FNMA POOL # 735487 6.5%	31402RCY3		1/10/2007		2/25/2014	89	91					-2
326	X	FNMA POOL # 735487 6.5%	31402RCY3		10/24/2008		3/25/2014	49	51					-2
327	X	FNMA POOL # 735487 6.5%	31402RCY3		1/10/2007		3/25/2014	68	69					-1
328	X	FNMA POOL # 735487 6.5%	31402RCY3		10/24/2008		4/25/2014	34	35					-1
329	X	FNMA POOL # 735487 6.5%	31402RCY3		1/10/2007		4/25/2014	47	48					-1
330	X	FNMA POOL # 735487 6.5%	31402RCY3		10/24/2008		5/25/2014	54	56					-2
331	X	FNMA POOL # 745122 5.5%	31403CYT2		8/12/2008		11/25/2014	90	90					0
332	X	FNMA POOL # 745122 5.5%	31403CYT2		8/12/2008		11/25/2014	64	64					0
333	X	FNMA POOL # 845341 5.5%	31408AEN6		2/9/2007		12/25/2013	50	50					0
334	X	FNMA POOL # 845341 5.5%	31408AEN6		2/9/2007		1/25/2014	184	184					0
335	X	FNMA POOL # 845341 5.5%	31408AEN6		2/9/2007		2/25/2014	91	91					0
336	X	FNMA POOL # 845341 5.5%	31408AEN6		2/9/2007		3/25/2014	137	137					0
337	X	FNMA POOL # 845341 5.5%	31408AEN6		2/9/2007		4/25/2014	47	47					0
338	X	FNMA POOL # 845341 5.5%	31408AEN6		2/9/2007		5/25/2014	91	91					0
339	X	FNMA POOL # 845341 5.5%	31408AEN6		2/9/2007		6/25/2014	68	68					0
340	X	FNMA POOL # 845341 5.5%	31408AEN6		2/9/2007		7/25/2014	72	72					0

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

Check "X" to include in Part IV		Long Term CG Distributions		Amount		Totals										Net Gain or Loss	
		Short Term CG Distributions		7,826		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Depreciation		Adjustments		Net Gain or Loss	
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		
341	X	FNMA POOL # 845341	5.5%			2/9/2007		8/25/2014	45	45					0	0	
342	X	FNMA POOL # 845341	5.5%			2/9/2007		9/25/2014	27	27					0	0	
343	X	FNMA POOL # 845341	5.5%			2/9/2007		10/25/2014	117	117					0	0	
344	X	FNMA POOL # 845341	5.5%			2/9/2007		11/25/2014	51	51					0	0	
345	X	FIDELITY NATIONAL FINANCIAL GROUP	31620R105			12/10/2013		3/13/2014	1,280	1,280			1,218		64	0	
346	X	F N F V GROUP	31620R303			12/10/2013		11/19/2014	2,442	2,019					423	0	
347	X	F N F V GROUP	31620R402			12/10/2013		7/18/2014	10	10					0	0	
348	X	F N F V GROUP	31620R402			12/10/2013		9/16/2014	269	279					-10	0	
349	X	F N F V GROUP	31620R402			12/10/2013		9/17/2014	299	310					-11	0	
350	X	F N F V GROUP	31620R402			12/10/2013		9/18/2014	15	15					0	0	
351	X	FHLMC GOLD G12317	5.5%			11/17/2008		3/15/2014	37	38					-1	0	
352	X	FHLMC GOLD G12317	5.5%			5/11/2008		4/15/2014	129	130					-1	0	
353	X	FHLMC GOLD G12317	5.5%			11/17/2008		4/15/2014	38	38					0	0	
354	X	FHLMC GOLD G12317	5.5%			5/11/2008		5/15/2014	102	102					0	0	
355	X	FHLMC GOLD G12317	5.5%			11/17/2008		5/15/2014	30	30					0	0	
356	X	FHLMC GOLD G12317	5.5%			5/11/2007		6/15/2014	148	149					-1	0	
357	X	FHLMC GOLD G12317	5.5%			11/17/2008		6/15/2014	44	44					-1	0	
358	X	FHLMC GOLD G12317	5.5%			5/11/2007		7/15/2014	122	122					0	0	
359	X	FHLMC GOLD G12317	5.5%			11/17/2008		7/15/2014	35	36					-1	0	
360	X	FHLMC GOLD G12317	5.5%			5/11/2007		8/15/2014	102	102					0	0	
361	X	FHLMC GOLD G12317	5.5%			11/17/2008		8/15/2014	30	30					0	0	
362	X	FHLMC GOLD G12317	5.5%			5/11/2007		9/15/2014	107	107					0	0	
363	X	FHLMC GOLD G12317	5.5%			11/17/2008		9/15/2014	31	32					-1	0	
364	X	FHLMC GOLD G12317	5.5%			5/11/2007		10/15/2014	107	107					0	0	
365	X	FHLMC GOLD G12317	5.5%			11/17/2008		10/15/2014	31	32					-1	0	
366	X	FHLMC GOLD G12317	5.5%			5/11/2007		11/15/2014	119	119					0	0	
367	X	FHLMC GOLD G12317	5.5%			11/17/2008		11/15/2014	35	35					0	0	
368	X	FHLMC GOLD G08003	6.0%			10/18/2008		12/15/2013	86	86					0	0	
369	X	FNMA POOL # 735487	6.5%			11/02/2007		5/25/2014	75	76					-1	0	
370	X	FNMA POOL # 735487	6.5%			10/24/2008		6/25/2014	3	3					-1	0	
371	X	FNMA POOL # 735487	6.5%			11/02/2007		6/25/2014	43	44					-1	0	
372	X	FNMA POOL # 735487	6.5%			10/24/2008		7/25/2014	25	26					-1	0	
373	X	JP MORGAN CHASE & CO	46825H100			1/29/2014		3/13/2014	1,192	1,109					53	0	
374	X	JP MORGAN CHASE & CO	46825H100			7/7/2014		11/19/2014	3,361	3,398					223	0	
375	X	JOHNSON & JOHNSON	478160104			4/8/2014		9/3/2014	2,800	2,857					143	0	
376	X	JOHNSON & JOHNSON	478160104			4/8/2014		10/24/2014	15,733	15,059					674	0	
377	X	JOHNSON & JOHNSON	478160104			4/11/2014		10/24/2014	5,141	4,846					295	0	
378	X	JOHNSON CONTROLS INC	478368107			6/22/2012		3/13/2014	1,410	819					591	0	
379	X	JOHNSON CONTROLS INC	478368107			6/22/2012		11/19/2014	2,509	1,368					1,143	0	
380	X	KLA - TENCOR CORP	482480100			10/17/2013		1/7/2014	623	638					-15	0	
381	X	KLA - TENCOR CORP	482480100			10/18/2013		1/7/2014	9,972	10,337					-365	0	
382	X	KNOWLES CORP	49826D109			6/22/2012		3/5/2014	4,715	2,864					1,851	0	
383	X	LAM RESH CORP	512807108			10/29/2014		11/19/2014	1,586	1,515					70	0	
384	X	LAS VEGAS SANDS CORP	517834107			6/22/2012		1/14/2014	5,550	3,124					2,426	0	
385	X	LAS VEGAS SANDS CORP	517834107			6/22/2012		3/13/2014	851	446					405	0	
386	X	LAS VEGAS SANDS CORP	517834107			6/22/2012		11/19/2014	1,901	1,314					587	0	
387	X	MARATHON OIL CORP	565849106			12/9/2013		1/14/2014	4,460	4,739					-279	0	
388	X	MARATHON OIL CORP	565849106			6/22/2012		1/14/2014	343	235					108	0	
389	X	MARATHON OIL CORP	565849106			6/22/2012		3/13/2014	1,004	706					298	0	
390	X	F N F V GROUP	31620R402			12/9/2013		9/19/2014	1,374	1,457					-83	0	
391	X	F N F V GROUP	31620R402			12/10/2013		9/19/2014	1,588	1,708					-140	0	
392	X	FREEMONT-MCMORAN CORP	35671D857			6/22/2012		3/13/2014	620	667					-47	0	
393	X	FREEMONT-MCMORAN CORP	35671D857			6/22/2012		10/7/2014	12,481	12,998					-537	0	
394	X	GENERAL ELECTRIC CO	369604103			1/28/2013		3/13/2014	1,559	1,349					210	0	
395	X	GENERAL ELECTRIC CO	369604103			5/7/1993		8/15/2014	21,102	827					20,275	0	
396	X	GENERAL ELECTRIC CO	369604103			1/28/2013		8/15/2014	6,656	5,844					806	0	
397	X	OCCIDENTAL PETROLEUM CO	674589105			12/12/2012		12/12/2013	4,592	3,827					735	0	
398	X	OCCIDENTAL PETROLEUM CO	674589105			7/31/2013		12/16/2013	10,926	9,184					1,742	0	
399	X	OCWEN FINANCIAL CORP	675746309			7/31/2013		3/13/2014	1,188	1,430					-242	0	
400	X	OCWEN FINANCIAL CORP	675746309			7/31/2013		8/5/2014	2,387	4,231					-1,904	0	
401	X	OCWEN FINANCIAL CORP	675746309			7/30/2013		8/5/2014	1,081	1,902					-841	0	
402	X	OCWEN FINANCIAL CORP	675746309			7/28/2013		8/9/2014	2,872	5,198					-2,328	0	
403	X	OCWEN FINANCIAL CORP	675746309			7/30/2013		8/9/2014	522	951					-429	0	
404	X	OCWEN FINANCIAL CORP	675746309			7/25/2013		8/6/2014	522	922					-400	0	
405	X	OCWEN FINANCIAL CORP	675746309			7/25/2013		8/7/2014	1,789	3,228					-1,439	0	
406	X	OCWEN FINANCIAL CORP	675746309			2/21/2014		8/7/2014	3,577	5,028					-1,451	0	
407	X	OCWEN FINANCIAL CORP	675746309			2/21/2014		8/7/2014	1,533	2,341					-808	0	
408	X	PNC FINANCIAL SERVICES GROUP	683475105			6/22/2012		3/13/2014	838	594					244	0	

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

Check "X" to include in Part IV		Long Term CG Distributions		Amount		Totals									
		Short Term CG Distributions		7,826		Capital Gains/Losses		Other sales		Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss		
		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
409	X	PNC FINANCIAL SERVICES G	693475105			6/22/2012		11/19/2014	2,611	1,781				0	830
410	X	BRISTOL-MYERS SQUIBB CO	110122108			5/24/2013		2/4/2014	6,854	6,597				0	257
411	X	BRISTOL-MYERS SQUIBB CO	110122108			5/24/2013		3/13/2014	1,109	942				0	167
412	X	BRISTOL-MYERS SQUIBB CO	110122108			5/24/2013		6/19/2014	5,258	5,184				0	71
413	X	BRISTOL-MYERS SQUIBB CO	110122108			5/24/2013		1/19/2014	1,188	942				0	226
414	X	CABOT OIL & GAS CORP CL A	127097103			12/12/2013		3/13/2014	1,403	1,458				0	-53
415	X	CABOT OIL & GAS CORP CL A	127097103			12/12/2013		6/16/2014	7,956	8,375				0	-419
416	X	CABOT OIL & GAS CORP CL A	127097103			12/12/2013		8/16/2014	10,391	10,725				0	-334
417	X	CABOT OIL & GAS CORP CL A	127097103			3/7/2014		6/16/2014	7,968	8,117				0	-151
418	X	CAPITAL ONE FINANCIAL CO	14040H105			12/1/2014		3/13/2014	1,492	1,454				0	38
419	X	CAPITAL ONE FINANCIAL CO	14040H105			12/1/2014		11/19/2014	3,242	2,909				0	333
420	X	CARDINAL HEALTH INC	14149Y108			6/5/2014		11/19/2014	2,419	2,138				0	283
421	X	CATERPILLAR INC	149123101			6/22/2012		3/13/2014	971	859				0	112
422	X	CATERPILLAR INC	149123101			6/22/2012		11/19/2014	2,234	1,889				0	345
423	X	C B S OUTDOOR AMERICAS I	14987J106			8/16/2014		11/19/2014	540	888				0	-148
424	X	C B S OUTDOOR AMERICAS I	14987J106			8/15/2014		11/19/2014	1,080	1,359				0	-279
425	X	CELANESE CORP-SER A	150870103			6/22/2012		3/13/2014	1,621	1,073				0	548
426	X	CELANESE CORP-SER A	150870103			6/22/2012		11/19/2014	1,832	1,073				0	759
427	X	CELGENE CORP	151020104			10/24/2012		11/19/2014	2,127	2,056				0	71
428	X	CENTERPOINT ENERGY INC	15189T107			9/25/2012		3/13/2014	470	428				0	42
429	X	MARATHON OIL CORP	565949106			6/22/2012		11/19/2014	9,587	6,588				0	2,999
430	X	YUM! BRANDS INC	988498101			4/25/2014		3/19/2014	1,483	1,551				0	-68
431	X	YUM! BRANDS INC	988498101			4/24/2014		11/19/2014	741	768				0	-27
432	X	ALCATEL-LUCENT-SPONSOR	9EE000600			12/19/2013		12/19/2013	880					0	880
433	X	ACTAVIS PLC	G0083B108			9/30/2013		2/4/2014	6,660	5,184				0	1,476
434	X	ACTAVIS PLC	G0083B108			9/30/2013		3/13/2014	1,062	720				0	342
435	X	ACTAVIS PLC	G0083B108			9/30/2013		11/19/2014	2,645	1,440				0	1,205
436	X	ALLEGION PLC	G0176J109			6/22/2012		12/3/2013	6,272	3,475				0	2,797
437	X	ALLEGION PLC	G0176J109			6/22/2012		12/9/2013	27	16				0	11
438	X	AON PLC	G0406V102			6/22/2012		1/29/2014	11,155	6,497				0	4,658
439	X	AON PLC	G0406V102			6/22/2012		3/13/2014	1,708	928				0	780
440	X	AON PLC	G0406V102			6/22/2012		10/20/2014	22,468	12,994				0	9,474
441	X	ACCENTURE PLC-CL A	G1151C101			6/22/2012		3/27/2014	7,797	5,716				0	2,081
442	X	ACCENTURE PLC-CL A	G1151C101			11/7/2014		11/19/2014	1,681	1,669				0	12
443	X	COVIDIEN PLC	G2554F113			1/3/2011		12/20/2013	9,727	6,134				0	3,593
444	X	P V H CORP	693656100			7/2/2013		3/13/2014	1,072	1,142				0	-70
445	X	P V H CORP	693656100			7/2/2013		8/13/2014	3,031	3,427				0	-396
446	X	P V H CORP	693656100			4/25/2014		8/13/2014	449	489				0	-40
447	X	P V H CORP	693656100			4/25/2014		11/19/2014	1,345	1,345				0	0
448	X	P V H CORP	693656100			4/24/2014		11/19/2014	733	726				0	7
449	X	PEPSICO INC	713448108			6/4/2013		3/13/2014	2,462	2,447				0	15
450	X	PEPSICO INC	713448108			5/30/2014		8/14/2014	4,582	4,407				0	175
451	X	PEPSICO INC	713448108			6/4/2013		11/19/2014	2,938	2,447				0	491
452	X	PEPSICO INC	713448108			5/13/2011		11/19/2014	980	706				0	274
453	X	PFIZER INC	717081103			11/14/2013		3/13/2014	1,278	1,278				0	0
454	X	PFIZER INC	717081103			11/14/2013		4/11/2014	3,896	4,152				0	-256
455	X	PFIZER INC	717081103			11/5/2013		6/1/2014	1,498	1,558				0	-60
456	X	PFIZER INC	717081103			11/5/2013		6/4/2014	3,846	4,052				0	-206
457	X	CENTERPOINT ENERGY INC	15189T107			10/4/2012		3/13/2014	235	218				0	17
458	X	CENTERPOINT ENERGY INC	15189T107			8/22/2012		3/13/2014	470	406				0	64
459	X	CHEVRON CORPORATION	166764100			6/11/2014		11/19/2014	2,451	2,390				0	61
460	X	CHEVRON CORPORATION	166764100			6/22/2012		3/13/2014	1,271	1,103				0	168
461	X	CHEVRON CORPORATION	166764100			4/30/2014		11/19/2014	3,582	3,896				0	-314
462	X	CHEVRON CORPORATION	166764100			4/30/2014		11/20/2014	8,744	9,425				0	-681
463	X	CITIGROUP INC	17296T5M9			9/1/2010		11/20/2014	700	502				0	98
464	X	COCA - COLA CO	191216100			6/22/2012		9/19/2014	59,598	53,766				0	2,800
465	X	COMCAST CORP CL A	20030N101			11/3/2014		1/13/2014	19,015	18,038				0	977
466	X	COMCAST CORP CL A	20030N101			11/3/2014		3/13/2014	2,555	2,652				0	-97
467	X	COMCAST CORP CL A	20030N101			1/13/2014		3/21/2014	3,508	3,713				0	-207
468	X	COMCAST CORP CL A	20030N101			12/16/2013		3/21/2014	1,002	990				0	12
469	X	COMCAST CORP CL A	20030N101			12/16/2013		8/13/2014	4,869	4,457				0	412
470	X	CORNING INC	219350105			10/14/2013		11/19/2014	3,255	2,782				0	473
471	X	CORNING INC	219350105			1/17/2014		3/13/2014	581	564				0	17
472	X	CORNING INC	219350105			1/17/2014		4/8/2014	5,695	5,078				0	610
473	X	CORNING INC	219350105			1/17/2014		4/15/2014	5,512	5,076				0	436
474	X	CORNING INC	219350105			1/17/2014		7/18/2014	3,898	3,384				0	514
475	X	CORNING INC	219350105			12/1/2014		7/18/2014	6,496	5,821				0	875
476	X	FHLMC GOLD G68003	6.0%			10/8/2006		11/5/2014	90	90				0	0

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

Long Term CG Distributions										Short Term CG Distributions										Amount									
																				7,826									
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	
477	X	FHLMC GOLD G08003	6.0%	3128MJAD2	10/19/2008	2/15/2014	97	68																					
478	X	FHLMC GOLD G08003	6.0%	3128MJAD2	10/19/2008	3/15/2014	69	69																					
479	X	FHLMC GOLD G08003	6.0%	3128MJAD2	10/19/2008	4/15/2014	87	87																					
480	X	FHLMC GOLD G08003	6.0%	3128MJAD2	10/16/2008	5/15/2014	108	109																					
481	X	FHLMC GOLD G08003	6.0%	3128MJAD2	10/19/2008	6/15/2014	81	82																					
482	X	FHLMC GOLD G08003	6.0%	3128MJAD2	10/18/2008	7/15/2014	62	62																					
483	X	FHLMC GOLD G08003	6.0%	3128MJAD2	10/19/2008	8/15/2014	88	90																					
484	X	FHLMC GOLD G08003	6.0%	3128MJAD2	10/19/2008	9/15/2014	82	82																					
485	X	FHLMC GOLD G08003	6.0%	3128MJAD2	10/19/2008	10/15/2014	90	90																					
486	X	FHLMC GOLD G08003	6.0%	3128MJAD2	10/16/2008	11/15/2014	85	85																					
487	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	12/15/2013	78	78																					
488	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	1/15/2014	77	78																					
489	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	2/15/2014	77	78																					
490	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	3/15/2014	76	77																					
491	X	COVIDIEN PLC		G2554F113	1/3/2011	12/23/2013	9,700	6,134																					
492	X	EATON CORP PLC		G29183103	11/30/2012	3/13/2014	1,481	1,023																					
493	X	EATON CORP PLC		G29183103	11/30/2012	11/19/2014	669	490																					
494	X	EATON CORP PLC		G29183103	11/30/2012	11/19/2014	2,008	1,471																					
495	X	INGERSOLL-RAND PLC		G47791101	12/3/2013	3/13/2014	1,182	1,120																					
496	X	INGERSOLL-RAND PLC		G47791101	12/3/2013	11/19/2014	3,359	3,742																					
497	X	INVECO LTD		G4918T108	7/19/2012	3/13/2014	1,781	1,126																					
498	X	INVECO LTD		G4918T108	7/19/2012	11/19/2014	1,592	901																					
499	X	INVECO LTD		G4918T108	6/22/2012	11/19/2014	2,374	1,306																					
500	X	MALLINCKRODT PLC		G5785G107	9/3/2014	11/19/2014	865	845																					
501	X	NABORS INDUSTRIES LTD		G8359F103	3/25/2014	11/4/2014	4,283	6,426																					
502	X	PFIZER INC		717081103	10/22/2013	6/4/2014	1,193	1,229																					
503	X	PFIZER INC		717081103	10/22/2013	11/19/2014	2,133	2,151																					
504	X	PHILIP MORRIS INTERNAT		718172109	1/9/2009	3/13/2014	795	428																					
505	X	PHILIP MORRIS INTERNAT		718172109	1/9/2009	11/19/2014	1,735	856																					
506	X	PROCTER & GAMBLE CO		742718109	6/22/2012	3/13/2014	2,378	1,800																					
507	X	PROCTER & GAMBLE CO		742718109	6/22/2012	5/30/2014	4,837	3,601																					
508	X	PROCTER & GAMBLE CO		742718109	6/22/2012	6/18/2014	15,141	11,402																					
509	X	PROCTER & GAMBLE CO		742718109	6/22/2012	11/19/2014	881	600																					
510	X	SALESFORCE COM INC		79466L302	6/22/2012	1/27/2014	4,593	2,665																					
511	X	SALESFORCE COM INC		79466L302	6/22/2012	3/13/2014	1,851	999																					
512	X	SALESFORCE COM INC		79466L302	6/16/2014	11/19/2014	3,066	2,732																					
513	X	SCHLUMBERGER LTD		806957108	12/9/2013	3/13/2014	916	881																					
514	X	SCHLUMBERGER LTD		806957108	12/9/2013	4/30/2014	4,060	3,523																					
515	X	SCHLUMBERGER LTD		806957108	12/9/2013	4/30/2014	1,929	1,191																					
516	X	SCHLUMBERGER LTD		806957108	10/10/2014	11/19/2014	1,897	1,880																					
517	X	SEMPRA ENERGY		816851109	6/22/2012	2/4/2014	4,555	3,407																					
518	X	SEMPRA ENERGY		816851109	6/22/2012	3/13/2014	946	681																					
519	X	SEMPRA ENERGY		816851109	6/22/2012	11/19/2014	2,309	1,431																					
520	X	SEMPRA ENERGY		816851109	6/22/2012	11/24/2014	4,743	2,930																					
521	X	SERVICENOW INC		81762P102	12/12/2013	3/30/2014	4,592	3,432																					
522	X	COSTCO WHSL CORP NEW		22160K105	3/7/2014	3/30/2014	1,364	1,366																					
523	X	COSTCO WHSL CORP NEW		22160K105	3/7/2014	6/18/2014	3,576	3,530																					
524	X	COSTCO WHSL CORP NEW		22160K105	6/22/2012	6/18/2014	1,500	1,180																					
525	X	COSTCO WHSL CORP NEW		22160K105	6/22/2012	11/19/2014	2,647	1,725																					
526	X	DEVON ENERGY CORPORAT		25179M103	6/16/2014	11/19/2014	1,938	2,342																					
527	X	WALT DISNEY COITHE		254687106	6/9/2012	3/13/2014	1,633	919																					
528	X	WALT DISNEY COITHE		254687106	6/9/2012	8/13/2014	7,892	4,134																					
529	X	WALT DISNEY COITHE		254687106	6/9/2012	11/19/2014	1,802	919																					
530	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	4/15/2014	70	71																					
531	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	5/15/2014	77	78																					
532	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	6/15/2014	65	65																					
533	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	7/15/2014	53	53																					
534	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	8/15/2014	69	70																					
535	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	9/15/2014	58	58																					
536	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	10/15/2014	81	82																					
537	X	FHLMC GOLD E00961	6.0%	31294KB61	10/17/2008	11/15/2014	44	45																					
538	X	FNMA POOL # 255189	5.0%	31371LNE5	5/16/2007	12/25/2013	121	121																					
539	X	FNMA POOL # 255189	5.0%	31371LNE5	10/9/2007	12/25/2013	154	154																					
540	X	FNMA POOL # 255189	5.0%	31371LNE5	5/16/2007	1/25/2014	81	81																					
541	X	FNMA POOL # 255189	5.0%	31371LNE5	10/9/2007	1/25/2014	103	103																					
542	X	FNMA POOL # 255189	5.0%	31371LNE5	5/16/2007	2/25/2014	143	143																					
543	X	FNMA POOL # 704553	5.5%	31401CWN9	3/31/2008	1/25/2014	37	37																				</	

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

Amount										Totals			
Long Term CG Distributions										Capital Gains/Losses			
Short Term CG Distributions										Other sales			
7,826										1,700,808			
										1,423,801			
										0			
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Part I, Line 18 (990-PF) - Taxes

		1,174	1,174	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,174	1,174		

Part I, Line 23 (990-PF) - Other Expenses

		24,720	24,470	0	250
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	BNY MELLON INVESTMENT MANAGEMENT FEE	23,936	23,936		
2	NY STATE AG FILING FEE	250			250
3	ADR FEES	94	94		
4	INVESTMENT EXPENSES - INTEREST	440	440		

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			0	2,822,505	4,018,070
2	ACTAVIS PLC		0	12,386	23,272
3	ACCENTURE PLC IRELAND SHS CL A		0	21,674	22,446
4	EATON CORP PLC		0	17,849	23,740
5	INGERSOLL-RAND PLC		0	15,377	29,638
6	INVERSCO LTD		0	18,505	34,306
7	MALLINCKRODT PLC		0	19,077	21,211
8	TE CONNECTIVITY LTD		0	20,162	21,828
9	AVAGO TECHNOLOGIES LTD		0	13,461	29,888
10	AFLAC INC		0	23,755	22,697
11	AT&T INC		0	5,415	5,484
12	ABBOTT LABORATORIES		0	19,902	23,145
13	ABBVIE INC		0	26,931	33,908
14	ADOBE SYS INC COM		0	10,348	19,894
15	ALEXION PHARMACEUTICALS INC		0	8,155	10,135
16	AMAZON COM INC		0	15,845	26,753
17	AMGEN INC		0	9,463	13,390
18	ANHEUSER BUSCH INBEV SPN ADR		0	17,825	19,303
19	APPLE COMPUTER INC COM		0	15,963	81,705
20	BNY MELLON MID CAP STK FD CL M		0	229,438	457,004
21	BNY MELLON SMALL CAP STK FD CL M S		0	123,764	258,179
22	BANK AMER CORP		0	25,489	27,847
23	BARCLAYS BANK PLC 5 0% 9/22/16		0	102,725	107,178
24	BIOGEN IDEC INC		0	13,842	13,846
25	BRISTOL MYERS SQUIBB CO COM		0	12,724	15,944
26	CAPITAL ONE FINL CORP COM		0	21,228	30,784
27	CARDINAL HEALTH INC COM		0	19,181	22,191
28	CATERPILLAR INC		0	12,257	18,913
29	CELANESE CORP DEL		0	11,445	19,222
30	CELGENE CORP		0	19,228	21,260
31	CENTERPOINT ENERGY INC		0	17,621	20,828
32	CHEVRONTXACO CORP		0	19,158	20,794
33	COMCAST CORP NEW CL A		0	16,603	28,520
34	CONSOLIDATED EDISON CO N Y INC		0	30,336	34,297
35	COSTCO WHSL CORP NEW		0	15,071	23,592
36	DEVON ENERGY CORPORATION NEW		0	24,193	18,281
37	DISNEY (WALT) COMPANY HOLDING CO.		0	6,876	13,876
38	DOVER CORPORATION		0	14,114	23,867
39	DOW CHEMICAL COMPANY COMMON		0	20,120	19,955
40	DREYFUS PREM LT TRM HI YLD-R		0	75,000	77,223
41	DREYFUS GLOBAL REAL ES SEC-Y		0	83,627	103,547
42	DREYFUS DIVERSIFIED EM MK-Y		0	165,000	186,503
43	ELECTRONIC ARTS		0	20,333	23,722
44	EXXON MOBIL CORP		0	19,144	23,631
45	FACEBOOK INC		0	12,091	22,533
46	FED'L HOME LOAN MTGE CORP GRP A4		0	6,203	6,910

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
47	FED'L HOME LOAN MTGE CORP GRP G0		0	3,526	4,027
48	FED'L HOME LOAN MTGE CORP GRP G1		0	4,524	4,927
49	FED'L HOME LOAN MTGE CORP GRP G12		0	4,973	5,414
50	FED'L HOME LOAN MTGE CORP GRP E00		0	635	643
51	FEDERAL NAT'L MTGE ASSN POOL 255		0	12,433	13,826
52	FEDERAL NAT'L MTGE ASSN POOL 545		0	2,790	2,866
53	FEDERAL NAT'L MTGE ASSN POOL 704		0	5,107	5,734
54	FEDERAL NAT'L MTGE ASSN POOL 725		0	6,665	7,411
55	FEDERAL NAT'L MTGE ASSN POOL 725		0	7,285	8,105
56	FEDERAL NAT'L MTGE ASSN POOL 725		0	2,712	3,072
57	FEDERAL NAT'L MTGE ASSN POOL 725		0	5,245	5,937
58	FEDERAL NAT'L MTGE ASSN POOL 735		0	7,280	8,222
59	FEDERAL NAT'L MTGE ASSN POOL 735		0	8,200	9,293
60	FEDERAL NAT'L MTGE ASSN POOL 735		0	3,856	4,343
61	FEDERAL NAT'L MTGE ASSN POOL 745		0	8,551	9,370
62	FEDERAL NAT'L MTGE ASSN POOL 845		0	2,214	2,483
63	FNF GROUP		0	16,465	21,384
64	GILEAD SCIENCES INC		0	5,790	23,174
65	GOLDMAN SACHS GROUP INC M/T/N		0	30,641	36,802
66	GOOGLE INC		0	31,597	35,141
67	GOOGLE INC		0	7,057	9,753
68	HCA HOLDINGS INC		0	14,000	18,119
69	HSBC FIN CORP		0	104,110	102,473
70	HALLIBURTON COMPANY COM		0	13,231	17,302
71	HARLEY DAVIDSON INC		0	16,341	19,510
72	HARTFORD FINL SVCS GROUP INC COM		0	20,793	23,542
73	HOME DEPOT INC USD 0 05		0	11,901	22,862
74	HONEYWELL INTL INC		0	16,053	28,731
75	ILLINOIS TOOL WORKS INC COM		0	21,698	23,733
76	INTEL CORPORATION		0	32,914	35,388
77	INTERCONTINENTAL EXCHANGE GRO		0	21,648	36,610
78	JPMORGAN CHASE & CO		0	25,414	27,818
79	J P MORGAN CHASE & CO		0	19,902	33,089
80	JOHNSON CONTROLS INC		0	10,925	20,000
81	LAM RESH CORP COM		0	20,382	23,139
82	LAS VEGAS SANDS CORP		0	11,823	17,197
83	MARATHON OIL CORP		0	13,978	12,146
84	MEAD JOHNSON NUTRITION CO-A		0	22,809	25,648
85	MERCK & CO INC		0	22,424	25,973
86	MONDELEZ INTERNATIONAL INC		0	14,443	22,344
87	MONSTER BEVERAGE CORP		0	17,193	27,925
88	NUCOR CORP		0	14,814	18,234
89	OUTFRONT MEDIA INC		0	17,819	14,612
90	PNC FINANCIAL SERVICES GROUP INC		0	14,244	20,993
91	PVH CORP		0	18,597	19,580
92	PEPSICO INC		0	22,750	34,534

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
93	PFIZER INC COM		0	9,583	19,313
94	PHILIP MORRIS INTERNATIONAL		0	8,231	17,386
95	PHILLIPS 66		0	9,320	8,762
96	PROCTER & GAMBLE CO COM		0	10,202	15,373
97	SALESFORCE COM INC		0	15,845	26,942
98	SCHLUMBERGER LIMITED COM		0	16,980	21,573
99	SEMPRA ENERGY		0	8,586	14,078
100	SERVICENOW INC		0	20,849	29,422
101	SHELL INTERNATIONAL 3 25% 9/22/15		0	100,239	102,322
102	SOUTHWESTERN ENERGY CO		0	17,957	16,734
103	STATE ST CORP COM		0	18,873	33,761
104	STRATEGIC GBL STOCK-Y		0	199,380	415,570
105	TCW EMERGING MARKETS INCOME FUND		0	49,570	48,280
106	THERMO ELECTRON CORP		0	14,998	18,359
107	TIME WARNER INC NEW		0	19,372	21,806
108	TIME WARNER INC.		0	25,809	28,941
109	TWITTER INC		0	18,250	15,444
110	UNION PACIFIC CORP		0	11,259	21,135
111	UNITED TECHNOLOGIES CORP		0	17,099	24,988
112	VALERO ENERGY CORP NEW		0	11,025	20,416
113	VERIZON COMMUNICATIONS INC		0	6,966	8,094
114	WAL MART STORES INC		0	30,478	36,116
115	WELLS FARGO & CO NEW		0	14,091	32,688
116	YUM BRANDS INC		0	20,887	23,948

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FEDERAL TAX REFUND 2012	1	3,444
2	COST BASIS ADJ	2	258
3	LOSS ON CY SALES NOT SETTLED AT YEAR END - CUSIP 92856402	3	74
4	Total	4	3,776

Line 5 - Decreases not included in Part III, Line 2

1	BASIS CHANGE ON DIVS TREATED AS ROC - EATON CORP	1	256
2	BASIS CHANGE ON DIVS TREATED AS ROC - LAS VEGAS SANDS CORP	2	250
3	BASIS CHANGE ON DIVS TREATED AS ROC - TCW EMERGING MARKETS	3	430
4	ROC COST ADJ ON SALE OF EATON CORP	4	88
5	BASIS CHANGE ON DIVS TREATED AS ROC - NATIONAL OILWELL INC	5	58
6	BASIS CHANGE ON DIVS TREATED AS ROC - GOOGLE INC	6	291
7	Total	7	1,373

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

[illegible]

Long Term CG Distributions 7 826

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

Long Term CG Distributions														7,826	0																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																						
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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

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

Long Term CG Distributions													7,928	0	1,692,782													0	0	1,423,901	265,981	0	0	0	285,98																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																															
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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 Minus Excess of FMV Over Adjusted Basis or Losses																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																									
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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

[illegible]

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

Long Term CG Distributions										7,826	0	1,692,762	0	0	1,423,801	268,981	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	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

Long Term CG Distributions														Short Term CG Distributions													
Description of Property Sold														Description of Property Sold													
CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	0	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.V. as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of F.V. Over Adj. Basis	Gain Minus Excess of F.V. Over Adjusted Basis or Losses														
Amount	7.826	0																									
583 SPLUNK INC		3/21/2014	5/11/2014	2,819				4,261	-1,442				268.98														
590 SPLUNK INC		3/27/2014	5/11/2014	2,819				3,653	-834				-1,442														
591 STATE STREET CORP		6/22/2012	3/13/2014	1,330				870	460				460														
592 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	10/13/2008	5/25/2014	53				53	0				0														
593 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	3/1/2008	5/25/2014	32				33	-1				-1														
594 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	10/13/2008	5/25/2014	136				137	-1				-1														
595 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	3/1/2008	5/25/2014	83				84	-1				-1														
596 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	10/13/2008	5/25/2014	76				76	0				0														
597 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	3/1/2008	5/25/2014	46				46	0				0														
598 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	10/13/2008	5/25/2014	10				10	0				0														
599 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	3/1/2008	5/25/2014	6				6	0				0														
600 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	10/13/2008	5/25/2014	25				25	0				0														
601 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	3/1/2008	5/25/2014	15				15	0				0														
602 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	10/13/2008	5/25/2014	154				154	0				0														
603 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	3/1/2008	5/25/2014	93				94	-1				-1														
604 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	10/13/2008	5/25/2014	47				47	0				0														
605 FNNM POOL # 704553 5.5% 5/01/03	31401CWN9	3/1/2008	5/25/2014	28				29	-1				-1														
606 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	86				86	0				0														
607 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	83				83	0				0														
608 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	78				77	1				1														
609 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	61				60	1				1														
610 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	74				74	0				0														
611 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	69				69	0				0														
612 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	67				67	0				0														
613 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	64				64	0				0														
614 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	69				68	1				1														
615 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	58				58	0				0														
616 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	57				57	0				0														
617 FNNM POOL # 725424 5.5% 4/1/04	31402CAH2	3/13/2007	12/25/2013	51				51	0				0														
618 FNNM POOL # 725205 5% 3/1/04	31402CUB7	10/11/2008	12/25/2013	116				116	0				0														
619 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	163				164	-1				-1														
620 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	170				172	-2				-2														
621 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	174				175	-1				-1														
622 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	130				131	-1				-1														
623 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	146				147	-1				-1														
624 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	117				118	-1				-1														
625 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	125				126	-1				-1														
626 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	124				125	-1				-1														
627 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	123				124	-1				-1														
628 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	110				111	-1				-1														
629 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	6/24/2008	6/25/2014	63				63	0				0														
630 FNNM POOL # 725232 5.0% 3/01/04	31402CVZ2	12/12/2008	7/25/2014	94				94	0				0														
631 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	96				97	-1				-1														
632 FNNM POOL # 725704 6.0% 8/01/04	31402DGM6	1/18/2007	12/25/2013	107				108	-1				-1														
633 FNNM POOL # 735022 5.5% 12/01/04	31402QSK8	5/15/2007	12/25/2013	152				151	1				1														
634 FNNM POOL # 735022 5.5% 12/01/04	31402QSK8	5/15/2007	12/25/2013	137				136	1				1														
635 FNNM POOL # 735022 5.5% 12/01/04	31402QSK8	5/15/2007	12/25/2013	102				101	1				1														
636 FNNM POOL # 735022 5.5% 12/01/04	31402QSK8	5/15/2007	12/25/2013	92				91	1				1														
637 FNNM POOL # 735022 5.5% 12/01/04	31402QSK8	5/15/2007	12/25/2013	44				44	0				0														
638 FNNM POOL # 735022 5.5% 12/01/04	31402QSK8	5/15/2007	12/25/2013	40				40	0				0														
639 FNNM POOL # 735022 5.5% 12/01/04	31402QSK8	5/15/2007	12/25/2013	107				107	0				0														
640 STATE STREET CORP		6/22/2012	3/13/2014	4,537				2,610	1,927				1,927														
641 TAIWAN SEMICONDUCTOR MFG CO AS		6/26/2013	3/13/2014	870				884	-86				86														
642 TAIWAN SEMICONDUCTOR MFG CO AS		6/26/2013	3/13/2014	4,622				4,064	558				558														
643 TAIWAN SEMICONDUCTOR MFG CO AS		6/26/2013	3/13/2014	4,877				4,241	636				636														
644 TAIWAN SEMICONDUCTOR MFG CO AS		6/26/2013	3/13/2014	3,928				3,534	394				394														
645 TAIWAN SEMICONDUCTOR MFG CO AS		7/19/2013	5/25/2014	6,266				5,150	1,136				1,136														
646 TEVA PHARMACEUTICAL INDS ADR		9/25/2012	1/14/2014	4,971				4,921	50				50														
647 TEVA PHARMACEUTICAL INDS ADR		9/25/2012	1/14/2014	1,724				1,640	84				84														
648 TEVA PHARMACEUTICAL INDS ADR		9/26/2012	1/24/2014	3,447				3,262	185				185														
649 TEVA PHARMACEUTICAL INDS ADR		9/26/2012	1/24/2014	4,862				4,485	377				377														
650 AT&T INC		12/26/2008	10/16/2014	2,684				2,805	-121				-121														
651 AT&T INC		12/26/2008	10/16/2014	709				701	8				8														
652 WALT DISNEY CO/THE		6/8/2012	1/19/2014	4,459				2,296	2,163				2,163														
653 DOW CORP		3/5/2014	3/13/2014	1,635				1,601	34				34														
654 DOW CORP		3/5/2014	3/13/2014	2,410				2,401	9				9														
655 DOW CHEMICAL CO		6/20/2012	1/19/2014	12,092				2,000	92				92														
656 DREYFUS EMG MKT DEBT LOC C.Y		6/20/2012	1/19/2014	36,691				38,390	-1,699				-1,699														
657 DREYFUS EMG MKT DEBT LOC C.Y		6/20/2012	1/19/2014	2,133				1,917	216				216														
658 ELECTRONIC ARTS INC		7/18/2014	1/19/2014	1,572				1,060	512				512														
659 EXPRESS SCRIPTS HOLDING CO		6/22/2012	3/13/2014	21,836				15,902	5,934				5,934														
660 EXPRESS SCRIPTS HOLDING CO		6/22/2012	3/13/2014	944				699	245				245														
661 EXXON MOBIL CORP		3/27/2014	3/13/2014	2,844				3,074	-230				-230														
662 EXXON MOBIL CORP		6/16/2014	1/19/2014	713				364	349				349														
663 FACEBOOK INC-A		8/15/2013	3/13/2014	3,794				3,047	747				747														
664 FACEBOOK INC-A		5/22/2014	10/29/2014	5,311				4,272	1,039				1,039														
665 FACEBOOK INC-A		5/22/2014	10/29/2014	2,232				1,751	481				481														
666 FACEBOOK INC-A		4/8/2014	1/19/2014	608				595	13				13														
667 FAMILY DLR STORES INC		7/11/2012	3/13/2014	6,890				8,148	-1,458				-1,458														
668 FAMILY DLR STORES INC		7/11/2012	3/13/2014	3,609				4,387	-778				-778														
669 FAMILY DLR STORES INC		12/13/2008	12/13/2008	157				157	0				0														
670 PHLMC GOLD A48438 6.5% 5/01/36		10/9/2007	12/25/2013	78				78	0				0														
671 FNNM POOL # 725205 5% 3/1/04		5/13/2008	5/25/2014	131				131	0				0														
672 FNNM POOL # 725022 5.5% 12/01/04		5/13/2008	5/25/2014	131				131	0				0														

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

Long Term CG Distributions		Amount		7 826		0		1 692,782		0		1,423,801		268,981		0		268,981		0		Gain Minus Excess of FMV Over Adjusted Basis or Losses	
Short Term CG Distributions		Amount		7 826		0		1 692,782		0		1,423,801		268,981		0		268,981		0		Gain Minus Excess of FMV Over Adjusted Basis or Losses	
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	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses										
672 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	106			106															
673 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	95			95															
674 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	95			95															
675 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	88			88															
676 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	95			95															
677 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	95			95															
678 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	95			95															
679 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	95			95															
680 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	95			95															
681 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	139			139															
682 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	125			125															
683 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	71			71															
684 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	96			96															
685 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	82			82															
686 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	74			74															
687 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	146			146															
688 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	34			34															
689 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	56			56															
690 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	75			75															
691 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	40			40															
692 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	55			55															
693 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	37			37															
694 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	2,618			2,618															
695 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	3,297			3,297															
696 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	1,783			1,783															
697 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	3,525			3,525															
698 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	1,363			1,363															
699 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	5,497			5,497															
700 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	5,482			5,482															
701 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	2,982			2,982															
702 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	649			649															
703 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	3,338			3,338															
704 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	1,419			1,419															
705 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	5,170			5,170															
706 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	847			847															
707 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	4,480			4,480															
708 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	1,356			1,356															
709 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	107			107															
710 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	132			132															
711 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	102			102															
712 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	33			33															
713 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	9			9															
714 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	6			6															
715 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	104			104															
716 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	68			68															
717 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	91			91															
718 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	61			61															
719 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	464			464															
720 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	310			310															
721 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	8			8															
722 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	5			5															
723 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	182			182															
724 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	108			108															
725 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	98			98															
726 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	66			66															
727 FIMA POOL # 735022	53% 1201134	314020SK8	5/15/2008	6/25/2014	87			87															

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	0	
												Expense Account	0
	ALLAN GRIFFITH		300 PINEY POINT FARM LN	CENTREVILLE	MD	21617-1817		TRUSTEE	1 00	NONE	NONE	NONE	

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

	Date	Amount
1 Credit from prior year return	1	3,000
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	
7 Total	7	3,000

THE GRIFFITH FOUNDATION

EIN: 13-7436765

TAX YEAR ENDED: NOVEMBER 30, 2013

THIS RETURN IS BEING AMENDED TO ADJUST THE AVERAGE FAIR MARKET VALUE OF SECURITIES SHOWN ON PAGE 9, PART X, QUESTION 1, WHICH WAS INCORRECTLY COMPLETED WITH THE ORIGINAL FILING. THE FIGURES IN PART XI WERE ALSO ADJUSTED IN LIGHT OF THE CHANGE TO THE FAIR MARKET VALUE OF SECURITIES CHANGED IN PART X.