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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

YAWKEY FOUNDATION II

A Employer identification number

04-2768239

Number and street (or P O box number if mail is not delivered to street address)

990 WASHINGTON STREET

Room/suite

SUITE 315

B Telephone number (see instructions)

(781) 329-7470

City or town, state or province, country, and ZIP or foreign postal code

DEDHAM, MA 02026

C If exemption application is pending, check here ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) ▶ \$ 458,994,732.

J Accounting method

☐ Cash☐ Accrual☒ Other (specify)

MODIFIED CASH

(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	4,814.	4,814.		ATCH 1
4 Dividends and interest from securities	5,805,295.	5,634,363.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	28,092,160.			
b Gross sales price for all assets on line 6a	211,854,912.			
7 Capital gain net income (from Part IV, line 2)		29,064,020.		
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) ATCH 3	899,100.	1,831,845.		
12 Total. Add lines 1 through 11	34,881,480.	36,535,042.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	191,250.	94,956.		96,294.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	43,809.	37,595.		6,214.
b Accounting fees (attach schedule) ATCH 5	161,871.	80,369.		81,502.
c Other professional fees (attach schedule) [6]	3,448,520.	2,633,074.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [7]	1,465,028.	398,389.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	10,454.	4,218.		6,234.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	2,573,667.	1,297,929.		1,275,738.
24 Total operating and administrative expenses. Add lines 13 through 23	7,894,599.	4,546,530.		1,465,982.
25 Contributions, gifts, grants paid	21,005,480.			21,005,480.
26 Total expenses and disbursements Add lines 24 and 25	28,900,079.	4,546,530.	0	22,471,462.
27 Subtract line 26 from line 12	5,901,332.			
a Excess of revenue over expenses and disbursements		31,988,512.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	738,373.	1,035,801.	1,035,801.
	2	Savings and temporary cash investments	12,994,811.	15,244,202.	15,244,202.
	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			
	10 a	Investments - U S and state government obligations (attach schedule) [9]	8,310,199.	12,544,831.	12,544,831.
	b	Investments - corporate stock (attach schedule) ATCH 10	265,871,298.	232,362,297.	232,362,297.
	c	Investments - corporate bonds (attach schedule) ATCH 11	34,350,014.	35,333,372.	35,333,372.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 12	147,342,916.	162,448,147.	162,448,147.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 13)	12,360.	26,082.	26,082.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	469,619,971.	458,994,732.	458,994,732.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	469,619,971.	458,994,732.	
	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			
	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)	469,619,971.	458,994,732.	
	31	Total liabilities and net assets/fund balances (see instructions)	469,619,971.	458,994,732.	

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	469,619,971.
2	Enter amount from Part I, line 27a	2	5,901,332.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	3	1,290,888.
4	Add lines 1, 2, and 3	4	476,812,191.
5	Decreases not included in line 2 (itemize) ▶ ATCH 15	5	17,817,459.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	458,994,732.

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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 PART IV SCHEDULE

b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	29,064,020.
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))
2013	21,537,280.	445,422,490.	0.048352
2012	21,257,852.	420,563,048.	0.050546
2011	22,175,986.	430,395,488.	0.051525
2010	22,793,716.	412,015,889.	0.055322
2009	27,235,180.	355,387,537.	0.076635

2 Total of line 1, column (d)	2	0.282380
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	0.056476
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	459,717,581.
5 Multiply line 4 by line 3	5	25,963,010.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	319,885.
7 Add lines 5 and 6	7	26,282,895.
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	22,471,462.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	639,770.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	639,770.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	639,770.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	785,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	785,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	46.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	145,184.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 145,184. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MASSACHUSETTS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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).	ATTACHMENT 15A	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	WWW.YAWKEYFOUNDATIONS.ORG	13	X	
14	The books are in care of	WILLIAM B. GUTFARB	Telephone no	781-329-7470	
	Located at	990 WASHINGTON STREET - STE 315 DEDHAM, MA	ZIP+4	02026	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1) if "Yes," enter the name of the foreign country				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes	☒ No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2014 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 2014)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2014?		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 4945(d)(4)(A)? (see instructions). ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATCH 16A		191,250.	0	0

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

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

Total number of other employees paid over \$50,000. ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 17		3,919,553.

Total number of others receiving over \$50,000 for professional services 20

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (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		

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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	308,617,742.
b	Average of monthly cash balances	1b	741,003.
c	Fair market value of all other assets (see instructions)	1c	157,359,611.
d	Total (add lines 1a, b, and c)	1d	466,718,356.
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	466,718,356.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,000,775.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	459,717,581.
6	Minimum investment return. Enter 5% of line 5	6	22,985,879.

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	22,985,879.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	639,770.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	47,100.
c	Add lines 2a and 2b	2c	686,870.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,299,009.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	22,299,009.
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	22,299,009.

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	22,471,462.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,471,462.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,471,462.

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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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				22,299,009.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009 9,569,935.				
b From 2010 2,605,140.				
c From 2011 1,067,337.				
d From 2012 479,626.				
e From 2013 69,398.				
f Total of lines 3a through e	13,791,436.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ <u>22,471,462.</u>				
a Applied to 2013, 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 2014 distributable amount				22,299,009.
e Remaining amount distributed out of corpus	172,453.			
5 Excess distributions carryover applied to 2014 (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	13,963,889.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	9,569,935.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	4,393,954.			
10 Analysis of line 9				
a Excess from 2010 2,605,140.				
b Excess from 2011 1,067,337.				
c Excess from 2012 479,626.				
d Excess from 2013 69,398.				
e Excess from 2014 172,453.				

Form **990-PF** (2014)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATCH 18

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

ATCH 19

c Any submission deadlines

SEE PART XV, LINE 2B ABOVE

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

SEE PART XV, LINE 2B ABOVE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		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
Name and address (home or business)					
a Paid during the year					
ATCH 20				ATCH 20	21,005,480.
Total					21,005,480.
b Approved for future payment					
ATCH 21				ATCH 21	11,742,000.
Total					11,742,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,814.	
4 Dividends and interest from securities	525990	-181,482.	14	5,423,602.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	381,693.	18	28,273,642.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 22 _____				899,142.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		200,211.		34,601,200.	
13 Total. Add line 12, columns (b), (d), and (e)					34,801,411.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | | Yes | No |
| | | | |
| | 1a(1) | X | |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[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

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.

**Sign
Here**

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature _____

Date _____

Check ☐ if self-employed

PTIN	
------	--

P00096798

Firm's name ▶ ERNST & YOUNG US LLP

Firm's EIN ▶ 34-6565596

Firm's address ► 99 WOOD AVENUE SOUTH
ISELIN, NJ

08830

Phone no 732-516-4200

Form **990-PF** (2014)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
166977173.		PUBLICLY HELD SECURITIES PROPERTY TYPE: SECURITIES 144098735.				P	VAR 22878438.	VAR
4,494,139.		ARISAIG ASIA CONSUMER FUND PROPERTY TYPE: SECURITIES 4,000,000.				P	VAR 494,139.	VAR
1,817,944.		ARISAIG LATIN AMERICA CONSUMER PROPERTY TYPE: SECURITIES 2,000,000.				P	VAR -182,056.	VAR
301,597.		AYER CAPITAL PARTNERS PROPERTY TYPE: SECURITIES 231,655.				P	VAR 69,942.	VAR
2,722,179.		CENTERBRIDGE PROPERTY TYPE: SECURITIES 2,613,517.				P	VAR 108,662.	VAR
5,100,000.		CONATUS CAPITAL OVERSEAS LTD PROPERTY TYPE: SECURITIES 4,806,933.				P	VAR 293,067.	VAR
6,085,981.		ETON PARK PROPERTY TYPE: SECURITIES 5,310,065.				P	VAR 775,916.	VAR
5,276,918.		FIR TREE INTL VALUE FUND PROPERTY TYPE: SECURITIES 4,585,352.				P	VAR 691,566.	VAR
167,987.		PENTA ASIA LONG SHORT FUND PROPERTY TYPE: SECURITIES 257,480.				P	VAR -89,493.	VAR
5,896,371.		SCOUT CAPITAL FUND LTD PROPERTY TYPE: SECURITIES 5,588,799.				P	VAR 307,572.	VAR
5,915,930.		VALINOR CAPITAL PARTNER OFFSHORE PROPERTY TYPE: SECURITIES 5,743,435.				P	VAR 172,495.	VAR
190,451.		MARATHON JAPAN EQUITY FD PROPERTY TYPE: SECURITIES 103,230.				P	VAR 87,221.	VAR

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
126,405.		SMC RESERVE FUND II PROPERTY TYPE: SECURITIES 46,258.				P	VAR 80,147.	VAR
164,170.		SMC ALTERNATIVE STRATEGIES FD PROPERTY TYPE: SECURITIES 174,484.				P	VAR -10,314.	VAR
699,920.		STEEL PARTNERS JAPAN STRATEGIC PROPERTY TYPE: SECURITIES 811,533.				P	VAR -111,613.	VAR
		VARIOUS FOREIGN CURRENCY LOSSES PROPERTY TYPE: SECURITIES 10,607.				P	VAR -10,607.	VAR
145,521.		1607 CAP INTL EQUITY FUND PROPERTY TYPE: OTHER				P	VAR 145,521.	VAR
-404,627.		ENERGY CAPITAL PARTNERS I PROPERTY TYPE: OTHER				P	VAR -404,627.	VAR
-1,663.		ENERGY CAPITAL PARTNERS II PROPERTY TYPE: OTHER				P	VAR -1,663.	VAR
1,165,150.		AQUILINE FINANCIAL SVCS OFFSHORE PROPERTY TYPE: OTHER				P	VAR 1,165,150.	VAR
1,264,202.		NATURAL GAS PARTNERS IX PROPERTY TYPE: OTHER				P	VAR 1,264,202.	VAR
411,959.		HIGHBROOK INCOME PROPERTY FUND LP PROPERTY TYPE: OTHER				P	VAR 411,959.	VAR
509,956.		LOOMIS SAYLES CORE PLUS FIXED PROPERTY TYPE: OTHER				P	VAR 509,956.	VAR
126,385.		DAVIDSON KEMPNER INSTITUTIONAL PARTNERS PROPERTY TYPE: OTHER				P	VAR 126,385.	VAR

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
100,004.		AQUILINE FINANCIAL SERVICES FUND II LP PROPERTY TYPE: OTHER				P	VAR 100,004.	VAR
90,170.		AFSF II AIV-A LP PROPERTY TYPE: OTHER				P	VAR 90,170.	VAR
488.		EQUITY RESOURCE FUND 2013 LP PROPERTY TYPE: OTHER				P	VAR 488.	VAR
101,393.		SOMERSET GLOBAL EMRG MRK FUND LLC PROPERTY TYPE: OTHER				P	VAR 101,393.	VAR
TOTAL GAIN(LOSS)							<u>29064020.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST ON SAVINGS AND TEMPORARY INVEST	4,814.	4,814.
TOTAL	<u>4,814.</u>	<u>4,814.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	4,874,134.	4,773,662.
INTEREST INCOME	915,815.	860,701.
TAX-EXEMPT INTEREST INCOME	15,346.	
TOTAL	<u>5,805,295.</u>	<u>5,634,363.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NATURAL RESOURCE INCOME	663,829.	663,829.
NATURAL RESOURCE LITIGATION SETTLEMENTS	468.	468.
SECURITIES LITIGATION, CONSENT PAYMENTS AND OTHER INVESTMENT INCOME	23,220.	23,220.
PRIVATE EQUITY DISTRIBUTION INCOME	211,625.	211,625.
HIGHLAND CONSUMER FUND I-B, L.P.		-111,585.
NATURAL GAS PARTNERS IX, LP		-238,276.
ENERGY CAPITAL PARTNERS I		76,884.
ENERGY CAPITAL PARTNERS II-B		440,773.
HIGHBROOK INCOME PROPERTY FUND		-10,745.
LOOMIS SAYLES CORE PLUS FIXED INC TRUST		676,955.
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS		209,366.
1607 CAPITAL INTERNAT'L EQUITY FUND		140,571.
AQUILINE FINANCIAL SERVICES FD(OFFSHORE)		-74,371.
AQUILINE FINANCIAL SERVICES FUND II LP		-195,634.
DFS CAPITAL PARTNERS IV		-50,164.
EQUITY RESOURCE FUND 2013 LP		11,124.
SOMERSET GLOBAL EMERGING MARKETS FUND		76,800.
AFSF II AIV-A LP		-19,647.
AFSF II AIV-C LP		662.
AFSF II AIV-D LP		-10.
TOTALS	899,142.	1,831,845.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BINGHAM MCCUTCHEM LLP	36,958.	30,744.		6,214.
SPELLMAN THOMAS & BATTLE	6,851.	6,851.		
TOTALS	43,809.	37,595.		6,214.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG LLP	161,871.	80,369.		81,502.
TOTALS	<u>161,871.</u>	<u>80,369.</u>		<u>81,502.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CAMBRIDGE ASSOCIATES LLC	515,000.	515,000.
STATE STREET-INV CUSTODIAL SVC	393,399.	393,399.
NATURAL GAS PARTNERS	277,086.	
MAYO CAPITAL PARTNERS LLC	232,545.	232,545.
GARDNER RUSSO & GARDNER	231,146.	231,146.
MARATHON JAPAN EQUITY FD	190,451.	190,451.
AQUILINE CAPITAL PARTNERS	171,138.	
MANNING & NAPIER	120,319.	120,319.
EII CAPITAL MANAGEMENT	118,514.	118,514.
1607 CAPITAL PARTNERS	112,455.	
MS SMITH BARNEY	111,453.	111,453.
SOUTHEASTERN ASSET MANAGEMENT	107,894.	107,894.
GADDY ENGINEERING COMPANY	100,830.	100,830.
RUTABAGA CAPITAL MANAGEMENT	96,566.	96,566.
ENERGY CAPITAL PARTNERS II	89,104.	
WESTFIELD CAPITAL MANAGEMENT	88,842.	88,842.
KALMAR INVESTMENTS	87,392.	87,392.
LOOMIS SAYLES & COMPANY LP	74,732.	
AQUILINE CAPITAL PARTNERS II	74,563.	
CONVEXITY OFFSHORE LP	65,815.	65,815.
INCOME RESEARCH & MANAGEMENT	60,901.	60,901.
GRT CAPITAL PARTNERS	55,823.	55,823.
COLUMBIA MANAGEMENT	53,717.	53,717.
ENERGY CAPITAL PARTNERS I	16,368.	
OTHER CONSULTANTS	2,467.	2,467.
TOTALS	<u>3,448,520.</u>	<u>2,633,074.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES PAID	808,639.	
FEDERAL FORM 990-T TAXES PAID	258,000.	
FOREIGN TAXES WITHHELD	76,615.	76,615.
NATURAL RESOURCES RE TAXES PD	97,266.	97,266.
STATE WITHHOLDING TAXES PAID	23,138.	23,138.
OTHER TAXES PAID	201,370.	201,370.
TOTALS	<u>1,465,028.</u>	<u>398,389.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BTMC MANAGEMENT SERVICES	2,501,523.	1,242,006.	1,259,517.
COMMERCIAL LIAB INS - WV PROP	39,927.	39,927.	
DIRECTORS & OFFICERS INSURANCE	26,159.	12,989.	13,170.
POSTAGE AND SHIPPING	2,345.	1,164.	1,181.
MEETING EXPENSES	919.	456.	463.
TELEPHONE	604.	300.	304.
OTHER EXPENSES	2,190.	1,087.	1,103.
TOTALS	<u>2,573,667.</u>	<u>1,297,929.</u>	<u>1,275,738.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 9</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 9A	8,310,199.	12,544,831.	12,544,831.
US OBLIGATIONS TOTAL	8,310,199.	12,544,831.	12,544,831.

Shares / Par Value	Security Name	Security Description	Fair Market Value
51,199 94	FED HM LN PC POOL 1Q1657	1% 01 Sep 2037	\$ 54,856
47,319 66	FED HM LN PC POOL 848512	1% 01 Mar 2035	50,488
61,602 92	FED HM LN PC POOL 848716	1% 01 Jan 2037	65,708
45,976 12	FED HM LN PC POOL 848751	1% 01 Jun 2036	49,130
378,815 11	FED HM LN PC POOL 849224	1% 01 Sep 2036	405,215
36,074 33	FED HM LN PC POOL A87715	4 5% 01 Aug 2039	39,102
37,506 86	FED HM LN PC POOL A89870	4 5% 01 Nov 2039	40,660
66,580 76	FED HM LN PC POOL A92650	5 5% 01 Jun 2040	74,520
87,899 07	FED HM LN PC POOL A93854	4 5% 01 Sep 2040	95,712
55,243 49	FED HM LN PC POOL C03830	4% 01 Mar 2042	58,958
124,584 58	FED HM LN PC POOL C09064	4% 01 Oct 2044	132,962
79,501 55	FED HM LN PC POOL G05535	4 5% 01 Jul 2039	86,160
75,852 25	FED HM LN PC POOL G08574	4 5% 01 Feb 2044	82,301
117,223 04	FED HM LN PC POOL G08578	4 5% 01 Mar 2044	127,168
177,909 54	FED HM LN PC POOL G08605	3 5% 01 Sep 2044	185,182
24,521 37	FED HM LN PC POOL J10791	4 5% 01 Sep 2024	26,493
124,639 04	FED HM LN PC POOL Q24893	4 5% 01 Feb 2044	135,764
45,413 86	FED HM LN PC POOL Q27914	3 5% 01 Aug 2044	47,517
60,000 00	FEDERAL HOME LOAN BANK	1 125% 25 Aug 2017	59,747
54,615 18	FNMA POOL 254903	5% 01 Oct 2033	60,500
85,860 28	FNMA POOL 745331	1% 01 Jan 2016	87,586
97,579 77	FNMA POOL 745530	1% 01 Apr 2016	101,141
54,367 72	FNMA POOL 841775	1% 01 Sep 2035	57,832
15,527 29	FNMA POOL 890200	1% 01 Oct 2039	17,683
36,312 87	FNMA POOL 976969	6% 01 Feb 2038	41,113
76,996 90	FNMA POOL AC6323	4% 01 Oct 2039	82,290
66,410 29	FNMA POOL AD0825	1% 01 Feb 2020	74,223
23,644 88	FNMA POOL AD6369	4 5% 01 May 2040	25,852
171,449 59	FNMA POOL AD6942	5% 01 Jun 2040	191,761
68,954 38	FNMA POOL AE0996	1% 01 Feb 2041	74,087
107,816 65	FNMA POOL AE6391	4% 01 Feb 2041	115,848
31,049 78	FNMA POOL AL0134	1% 01 Sep 2036	33,079
119,975 44	FNMA POOL AL1157	1% 01 Aug 2037	128,341
57,034 90	FNMA POOL AL1637	1% 01 Jan 2037	60,905
363,866 22	FNMA POOL AL3896	1% 01 Jan 2043	396,661
172,411 30	FNMA POOL AL4060	1% 01 Sep 2043	174,613
87,759 44	FNMA POOL AL5724	1% 01 Oct 2044	95,418
213,398 81	FNMA POOL AS0353	3 5% 01 Sep 2043	223,249
119,257 32	FNMA POOL AS0657	4% 01 Oct 2043	127,429
153,255 51	FNMA POOL AS0774	3% 01 Oct 2043	155,226
102,558 16	FNMA POOL AS2498	4% 01 May 2044	109,585
84,296 87	FNMA POOL AU6416	3% 01 Sep 2028	87,738
104,073 96	FNMA POOL AV5049	4 5% 01 Feb 2044	113,025
76,326 04	FNMA POOL AW8557	3 5% 01 Aug 2044	79,965
87,972 69	FNMA POOL AX0112	3 5% 01 Sep 2044	91,807
130,650 39	FNMA POOL MA1689	4% 01 Dec 2033	140,727
-	FNMA TBA 30 YR 5	5% 14 Jan 2046	(284)
50,000 00	FREDDIE MAC	1 25% 29 Sep 2017	50,008
31,195 21	GNMA II POOL 005334	5% 20 Mar 2042	34,776
67,144 68	GNMA II POOL MA1922	5% 20 May 2044	74,163
37,788 17	GNMA POOL 783276	4 5% 15 Mar 2041	41,404
80,000 00	ONTARIO (PROVINCE OF)	3 2% 16 May 2024	83,560
80,000 00	PROVINCE OF QUEBEC	2 625% 13 Feb 2023	79,902
90,000 00	RFCSP STRIP PRINCIPAL	0 01% 15 Jan 2030	57,740

Shares / Par Value	Security Name	Security Description	Fair Market Value
274,000 00	RFCSP STRIP PRINCIPAL	0 01% 15 Oct 2019	249,145
240,000 00	RFCSP STRIP PRINCIPAL	0 01% 15 Jul 2020	213,168
85,000 00	STRIP PRINC	0 01% 15 May 2043	37,790
116,000 00	STRIP PRINC	0 01% 15 Nov 2039	58,334
525,000 00	STRIP PRINC	0 01% 15 Nov 2043	230,921
209,088 00	TSY INFL IX N/B	0 125% 15 Apr 2017	209,251
50,000 00	UNITED MEXICAN STATES	5 95% 19 Mar 2019	56,575
25,000 00	US TREASURY N/B	2% 15 Feb 2023	24,906
1,525,000 00	US TREASURY N/B	0 375% 31 May 2016	1,524,055
20,000 00	US TREASURY N/B	2 25% 31 Jul 2021	20,397
230,000 00	US TREASURY N/B	3 125% 15 Aug 2044	247,609
130,000 00	US TREASURY N/B	0 25% 30 Nov 2015	130,000
80,000 00	US TREASURY N/B	0 5% 30 Nov 2016	79,800
160,000 00	US TREASURY N/B	1 5% 30 Nov 2019	158,987
575,000 00	US TREASURY N/B	2 25% 15 Nov 2024	578,864
35,000 00	US TREASURY N/B	2 25% 15 Nov 2024	35,101
62,000 00	US TREASURY N/B	4 5% 15 Feb 2036	82,697
61,000 00	US TREASURY N/B	1 5% 31 May 2019	60,848
181,000 00	US TREASURY N/B	1 75% 15 May 2023	176,234
292,000 00	US TREASURY N/B	2 5% 15 May 2024	300,807
94,000 00	US TREASURY N/B	6 125% 15 Aug 2029	137,438
454,000 00	US TREASURY N/B	3 625% 15 Aug 2043	533,913
1,664,000 00	US TREASURY N/B	1 75% 30 Sep 2019	1,673,751
	Total US Governmental Obligations		12,007,192
42,088 88	KENTUCKY ST ASSET/LIABILITY CO	3 165% 01 Apr 2018	43,307
84,177 75	KENTUCKY ST ASSET/LIABILITY CO	3 165% 01 Apr 2018	86,613
50,000 00	MET TRANSPRTN AUTH NY REVENUE	6 687% 15 Nov 2040	68,295
103,000 00	NEW JERSEY ST ECON DEV AUTH LE	0 01% 15 Feb 2016	101,452
105,000 00	NEW JERSEY ST ECON DEV AUTH LE	0 01% 15 Feb 2017	100,939
50,000 00	NEW JERSEY ST TURNPIKE AUTH	7 102% 01 Jan 2041	72,517
60,000 00	WISCONSIN ST GEN FUND ANNUAL A	5 2% 01 May 2018	64,518
	Total State and Municipal Obligations		537,640
	Total US Government and State Obligations		\$ 12,544,831

ATTACHMENT 10FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 10A	265,871,298.	232,362,297.	232,362,297.
TOTALS	<u>265,871,298.</u>	<u>232,362,297.</u>	<u>232,362,297.</u>

Shares / Par Value	Security Name	Security Description	Fair Market Value
6,600 00	8X8 INC	COMMON STOCK USD 001	\$ 60,456
5,000 00	ABBOTT LABORATORIES	COMMON STOCK NPV	225,100
11,040 00	ABBOTT LABORATORIES	COMMON STOCK NPV	497,021
1,855 00	ABBVIE INC	COMMON STOCK USD 01	121,391
3,500 00	ABBVIE INC	COMMON STOCK USD 01	229,040
850 00	ACE LTD	COMMON STOCK CHF24 77	97,648
4,500 00	ACTAVIS PLC	COMMON STOCK USD 0033	1,158,345
2,025 00	ACTUA CORP	COMMON STOCK USD 001	37,402
6,830 00	ACXIOM CORP	COMMON STOCK USD 1	138,444
725 00	ADVISORY BOARD CO/THE	COMMON STOCK USD 01	35,511
3,970 00	AEGERION PHARMACEUTICALS INC	COMMON STOCK USD 001	83,132
2,600 00	AKORN INC	COMMON STOCK NPV	94,120
2,460 00	ALIGN TECHNOLOGY INC	COMMON STOCK USD 0001	137,539
625 00	ALLIANCE DATA SYSTEMS CORP	COMMON STOCK USD 01	178,781
9,250 00	ALLSCRIPTS HEALTHCARE SOLUTI	COMMON STOCK USD 01	118,123
3,140 00	ALTRIA GROUP INC	COMMON STOCK USD 333	154,708
17,500 00	ALTRIA GROUP INC	COMMON STOCK USD 333	862,225
10,000 00	ALTRIA GROUP INC	COMMON STOCK USD 333	492,700
41,970 00	AMBEV SA ADR	ADR NPV	261,053
4,860 00	AMDOCS LTD	COMMON STOCK GBP 0001	226,743
14,400 00	AMERICA MOVIL SPN ADR CL L	ADR NPV	319,392
850 00	AMERICAN ELECTRIC POWER	COMMON STOCK USD6 5	51,612
1,045 00	AMERICAN EXPRESS CO	COMMON STOCK USD 2	97,227
2,500 00	AMERICAN EXPRESS CO	COMMON STOCK USD 2	232,600
8,000 00	AMERICAN EXPRESS CO	COMMON STOCK USD 2	744,320
6,500 00	AMERICAN INTERNATIONAL GROUP	COMMON STOCK USD2 5	364,065
6,000 00	AMERICAN TOWER CORP	REIT USD 01	593,100
1,280 00	AMGEN INC	COMMON STOCK USD 0001	203,891
2,500 00	ANADARKO PETROLEUM CORP	COMMON STOCK USD 1	206,250
3,000 00	ANADARKO PETROLEUM CORP	COMMON STOCK USD 1	247,500
425 00	ANHEUSER BUSCH INBEV SPN ADR	ADR	47,736
11,000 00	ANHEUSER BUSCH INBEV SPN ADR	ADR	1,235,520
1,444 00	ANTERO RESOURCES CORP	COMMON STOCK USD 01	58,598
9,300 00	AON PLC	COMMON STOCK USD 01	881,919
2,150 00	APPLE INC	COMMON STOCK USD 00001	237,317
7,000 00	APPLE INC	COMMON STOCK USD 00001	772,660
7,000 00	APPLE INC	COMMON STOCK USD 00001	772,660
6,660 00	ARCH COAL INC	COMMON STOCK USD 01	11,855
10,320 00	ARIAD PHARMACEUTICALS INC	COMMON STOCK USD 001	70,898
5,710 00	ARUBA NETWORKS INC	COMMON STOCK USD 0001	103,808
1,150 00	ASBURY AUTOMOTIVE GROUP	COMMON STOCK USD 01	87,308
5,667 00	ASHFORD HOSPITALITY PRIME IN	REIT USD 01	97,246
21,478 00	ASHFORD HOSPITALITY TRUST	REIT USD 01	225,089
20,000 00	AT+T INC	COMMON STOCK USD1	671,800
1,035 00	ATWOOD OCEANICS INC	COMMON STOCK USD1	29,363
1,275 00	AUTOMATIC DATA PROCESSING	COMMON STOCK USD 1	106,297
7,000 00	AUTOMATIC DATA PROCESSING	COMMON STOCK USD 1	583,590
1,370 00	B/E AEROSPACE INC	COMMON STOCK USD 01	79,487
6,700 00	BANK OF NEW YORK MELLON CORP	COMMON STOCK USD 01	271,819
8,495 00	BANKRATE INC	COMMON STOCK USD 01	105,593
15,000 00	BARRICK GOLD CORP	COMMON STOCK	161,250
2,430 00	BELDEN INC	COMMON STOCK USD 01	191,508
13 00	BERKSHIRE HATHAWAY INC CL A	COMMON STOCK USD5	2,938,000
650 00	BERKSHIRE HATHAWAY INC CL B	COMMON STOCK USD 0033	97,598
1,970 00	BILL BARRETT CORP	COMMON STOCK USD 001	22,438
400 00	BLACKROCK INC	COMMON STOCK USD 01	143,024
9,700 00	BLUE NILE INC	COMMON STOCK USD 001	349,297
890 00	BOEING CO/THE	COMMON STOCK USD5	115,682
4,500 00	BOEING CO/THE	COMMON STOCK USD5	584,910
1,420 00	BONANZA CREEK ENERGY INC	COMMON STOCK USD 001	34,080
3,470 00	BOTTOMLINE TECHNOLOGIES (DE)	COMMON STOCK USD 001	87,722
1,025 00	BP PLC SPONS ADR	ADR	39,073
15,765 00	BRIGGS + STRATTON	COMMON STOCK USD 01	321,921
10,000 00	BRISTOL MYERS SQUIBB CO	COMMON STOCK USD 1	590,300
3,680 00	BROOKDALE SENIOR LIVING INC	COMMON STOCK USD 01	134,946
7,500 00	BROWN FORMAN CORP CLASS A	COMMON STOCK USD 15	658,200
3,153 00	BRUNSWICK CORP	COMMON STOCK USD 75	161,623
4,503 00	CABOT OIL + GAS CORP	COMMON STOCK USD 1	133,334

Shares / Par Value	Security Name	Security Description	Fair Market Value
6,570 00	CALLIDUS SOFTWARE INC	COMMON STOCK USD 001	107,288
10,269 00	CALLON PETROLEUM CO	COMMON STOCK USD 01	55,966
4,110 00	CAMBREX CORP	COMMON STOCK USD 1	88,858
21,630 00	CAMECO CORP	COMMON STOCK NPV	354,948
5,000 00	CAPITAL ONE FINANCIAL CORP	COMMON STOCK USD 01	412,750
1,715 00	CARPENTER TECHNOLOGY	COMMON STOCK USD5	84,464
2,640 00	CARRIZO OIL + GAS INC	COMMON STOCK USD 01	109,824
1,610 00	CBOE HOLDINGS INC	COMMON STOCK	102,106
1,765 00	CEB INC	COMMON STOCK USD 01	128,015
27,900 00	CENTRAL GARDEN + PET CO	COMMON STOCK USD 01	244,962
7,400 00	CENTRAL GARDEN AND PET CO A	COMMON STOCK USD 01	70,670
2,705 00	CHEMTURA CORP	COMMON STOCK USD 01	66,895
38,100 00	CHESAPEAKE ENERGY CORP	COMMON STOCK USD 01	745,617
54,600 00	CHEUNG KONG HLDGS UNSPON ADR	ADR	912,912
1,325 00	CHEVRON CORP	COMMON STOCK USD 75	148,639
5,000 00	CHEVRON CORP	COMMON STOCK USD 75	560,900
1,910 00	CHICAGO BRIDGE + IRON CO NV	COMMON STOCK EUR 01	80,182
750 00	CHUBB CORP	COMMON STOCK USD1	77,603
228 00	CIMAREX ENERGY CO	COMMON STOCK USD 01	24,168
4,725 00	CISCO SYSTEMS INC	COMMON STOCK USD 001	131,426
16,500 00	CISCO SYSTEMS INC	COMMON STOCK USD 001	458,948
8,500 00	CITIGROUP INC	COMMON STOCK USD 01	458,988
4,680 00	CLAYTON WILLIAMS ENERGY INC	COMMON STOCK USD 1	298,584
1,050 00	CME GROUP INC	COMMON STOCK USD 01	93,083
1,675 00	CMS ENERGY CORP	COMMON STOCK USD 01	58,206
86,520 00	CNH INDUSTRIAL NV	COMMON STOCK EUR 01	697,351
5,130 00	COBALT INTERNATIONAL ENERGY	COMMON STOCK USD 01	45,606
1,700 00	COCA COLA CO/THE	COMMON STOCK USD 25	71,774
1,120 00	COCA COLA ENTERPRISES	COMMON STOCK USD 01	49,526
4,450 00	COMCAST CORP CLASS A	COMMON STOCK USD 01	258,145
16,000 00	COMCAST CORP CLASS A	COMMON STOCK USD 01	928,160
9,500 00	COMCAST CORP SPECIAL CL A	COMMON STOCK USD 01	546,868
3,490 00	COMMUNITY HEALTH SYSTEMS INC	COMMON STOCK USD 01	188,181
630 00	CONOCOPHILLIPS	COMMON STOCK USD 01	43,508
7,450 00	CONSOL ENERGY INC	COMMON STOCK USD 01	251,885
19,799 00	CONSOL ENERGY INC	COMMON STOCK USD 01	669,404
3,970 00	CONSOL ENERGY INC	COMMON STOCK USD 01	134,226
3,000 00	CONSOLIDATED EDISON INC	COMMON STOCK USD 1	198,030
795 00	COOPER COS INC/THE	COMMON STOCK USD 1	128,862
220 35	COSTAR GROUP INC	COMMON STOCK USD 01	40,462
625 00	COVIDIEN PLC	COMMON STOCK USD 2	63,925
3,000 00	CROWN CASTLE INTL CORP	REIT USD 01	236,100
2,280 00	CUBIST PHARMACEUTICALS INC	COMMON STOCK USD 001	229,482
1,600 00	CVS HEALTH CORP	COMMON STOCK USD 01	154,096
6,500 00	CVS HEALTH CORP	COMMON STOCK USD 01	626,015
3,930 00	DEALERTRACK TECHNOLOGIES INC	COMMON STOCK USD 01	174,138
1,050 00	DECKERS OUTDOOR CORP	COMMON STOCK USD 01	95,592
3,620 00	DEL FRISCO S RESTAURANT GROU	COMMON STOCK USD 001	85,939
10,000 00	DELTA AIR LINES INC	COMMON STOCK USD 0001	491,900
1,910 00	DENBURY RESOURCES INC	COMMON STOCK USD 001	15,528
7,630 00	DENBURY RESOURCES INC	COMMON STOCK USD 001	62,032
1,490 00	DENTSPLY INTERNATIONAL INC	COMMON STOCK USD 01	79,372
2,500 00	DEVON ENERGY CORP	COMMON STOCK USD 1	153,025
2,320 00	DIODES INC	COMMON STOCK USD 667	63,962
750 00	DOMINION RESOURCES INC/VA	COMMON STOCK NPV	57,675
500 00	DOMTAR	common stock	20,256
1,435 00	DORMAN PRODUCTS INC	COMMON STOCK USD 01	69,267
8,872 00	DOUGLAS DYNAMICS INC	COMMON STOCK USD 01	190,127
1,220 00	DOVER CORP	COMMON STOCK USD1	87,498
4,000 00	DR PEPPER SNAPPLE GROUP INC	COMMON STOCK USD 01	286,720
5,008 00	DSW INC CLASS A	COMMON STOCK NPV	186,798
1,725 00	DU PONT (E I) DE NEMOURS	COMMON STOCK USD 3	127,547
600 00	DUKE ENERGY CORP	COMMON STOCK USD 001	50,124
3,333 00	DUKE ENERGY CORP	COMMON STOCK USD 001	278,439
1,300 00	DUKE REALTY CORP	REIT USD 01	26,260
2,500 00	EATON CORP PLC	COMMON STOCK USD 01	169,900
1,000 00	ECLIPSE RESOURCES CORP	COMMON STOCK USD 01	(748)
2,625 00	ELECTRONICS FOR IMAGING	COMMON STOCK USD 01	112,429
3,585 00	EMC CORP/MA	COMMON STOCK USD 01	106,618

Shares / Par Value	Security Name	Security Description	Fair Market Value
25,000 00	EMC CORP/MA	COMMON STOCK USD 01	743,500
21,880 00	ENCANA CORP	COMMON STOCK	303,476
2,665 00	ENCORE CAPITAL GROUP INC	COMMON STOCK USD 01	118,326
1,800 00	ENERGEN CORP	COMMON STOCK USD 01	114,768
6,570 00	ENERGY XXI LTD	COMMON STOCK USD 005	21,418
2,115 00	ENERSYS	COMMON STOCK USD 01	130,538
9,880 00	ENTRAVISION COMMUNICATIONS A	COMMON STOCK USD 0001	64,022
660 00	EOG RESOURCES INC	COMMON STOCK USD 01	60,766
2,440 00	EQT CORP	COMMON STOCK NPV	184,708
5,200 00	EVEREST RE GROUP LTD	COMMON STOCK USD 01	885,560
1,050 00	EVERSOURCE ENERGY	COMMON STOCK USD5 0	56,196
10,000 00	EXPRESS SCRIPTS HOLDING CO	COMMON STOCK USD 01	846,700
2,840 00	EXXON MOBIL CORP	COMMON STOCK NPV	262,558
5,000 00	EXXON MOBIL CORP	COMMON STOCK NPV	462,250
3,100 00	FEDEX CORP	COMMON STOCK USD 1	538,346
2,400 00	FIFTH THIRD BANCORP	COMMON STOCK NPV	48,900
1,375 00	FINANCIAL ENGINES INC	COMMON STOCK USD 0001	50,256
2,230 00	FINISAR CORPORATION	COMMON STOCK USD 001	43,284
2,770 00	FIRST REPUBLIC BANK/CA	COMMON STOCK USD 01	144,372
2,820 00	FORTINET INC	COMMON STOCK USD 001	86,461
1,180 00	G III APPAREL GROUP LTD	COMMON STOCK USD 01	119,192
3,100 00	GENERAL ELECTRIC CO	COMMON STOCK USD 06	78,337
27,500 00	GENERAL ELECTRIC CO	COMMON STOCK USD 06	694,925
10,000 00	GENERAL ELECTRIC CO	COMMON STOCK USD 06	252,700
1,350 00	GENERAL MILLS INC	COMMON STOCK USD 1	71,996
17,500 00	GENERAL MOTORS CO	COMMON STOCK USD 01	610,925
1,990 00	GENESEE + WYOMING INC CL A	COMMON STOCK USD 01	178,941
4,320 00	GENPACT LTD W/D	COMMON STOCK USD 01	81,778
1,795 00	GENTHERM INC	COMMON STOCK NPV	65,733
4,000 00	GILEAD SCIENCES INC	COMMON STOCK USD 001	377,040
17,983 00	GLOBE SPECIALTY METALS INC	COMMON STOCK USD 0001	309,847
3,475 00	GLOBUS MEDICAL INC A	COMMON STOCK USD 001	82,601
10,000 00	GOLDCORP INC	COMMON STOCK NPV	185,200
9,358 00	GOODRICH PETROLEUM CORP	COMMON STOCK USD 2	41,550
1,500 00	GOOGLE INC CL A	COMMON STOCK USD 001	795,990
200 00	GOOGLE INC CL A	COMMON STOCK USD 001	106,132
400 00	GOOGLE INC CL C	COMMON STOCK USD 001	210,560
200 00	GOOGLE INC CL C	COMMON STOCK USD 001	105,280
28,359 00	GRAFTECH INTERNATIONAL LTD	COMMON STOCK USD 01	295,297
8,900 00	GRANITE CONSTRUCTION INC	COMMON STOCK USD 01	338,378
25,178 00	GREAT LAKES DREDGE + DOCK CO	COMMON STOCK USD 0001	215,524
8,910 00	Halcon Resources Corp	COMMON STOCK USD 01	15,458
2,900 00	HALLIBURTON CO	COMMON STOCK USD2 5	114,057
475 00	HANESBRANDS INC	COMMON STOCK USD 01	53,020
750 00	HARMAN INTERNATIONAL	COMMON STOCK USD 01	80,033
17,797 00	HARSCO CORP	COMMON STOCK USD1 25	336,185
23,731 00	HEADWATERS INC	COMMON STOCK USD 001	355,728
5,000 00	HESS CORP	COMMON STOCK USD1	369,100
1,825 00	HOME DEPOT INC	COMMON STOCK USD 05	191,570
1,763 00	HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1	176,159
2,500 00	HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1	249,800
725 00	HUBBELL INC CL B	COMMON STOCK USD 01	77,452
4,820 00	HUNTSMAN CORP	COMMON STOCK USD 01	109,800
1,120 00	IHS INC CLASS A	COMMON STOCK USD 01	127,546
625 00	ILLINOIS TOOL WORKS	COMMON STOCK USD 01	59,188
4,005 00	IMAX CORP	COMMON STOCK NPV	123,755
3,680 00	INGRAM MICRO INC CL A	COMMON STOCK USD 01	101,715
5,605 00	INNERWORKINGS INC	COMMON STOCK USD 0001	43,663
39,484 00	INNERWORKINGS INC	COMMON STOCK USD 0001	307,580
3,825 00	INTEGRATED DEVICE TECH INC	COMMON STOCK USD 001	74,970
6,000 00	INTEL CORP	COMMON STOCK USD 001	217,740
4,000 00	INTEL CORP	COMMON STOCK USD 001	145,160
7,500 00	INTERNATIONAL PAPER CO	COMMON STOCK USD1	401,850
2,675 00	INTERXION HOLDING NV	COMMON STOCK EUR 1	73,135
660 00	INTL BUSINESS MACHINES CORP	COMMON STOCK USD 2	105,890
500 00	INTL BUSINESS MACHINES CORP	COMMON STOCK USD 2	80,220
22,797 00	INTREPID POTASH INC	COMMON STOCK USD 001	316,422
18,975 00	INVACARE CORP	COMMON STOCK USD 25	318,021
22,500 00	IRON MOUNTAIN INC	REIT USD 01	869,850

Shares / Par Value	Security Name	Security Description	Fair Market Value
1,670 00	JACK IN THE BOX INC	COMMON STOCK USD 01	133,533
3,540 00	JARDEN CORP	COMMON STOCK USD 01	169,495
1,255 00	JAZZ PHARMACEUTICALS PLC	COMMON STOCK USD 0001	205,481
3,550 00	JETBLUE AIRWAYS CORP	COMMON STOCK USD 01	56,303
994,542 14	JOHCM ASIA EX JAPAN EQUITY FUN	JOHCM ASIA EX JAPAN EQ IS	10,104,548
9,442 00	JOHN BEAN TECHNOLOGIES CORP	COMMON STOCK USD 01	310,264
2,600 00	JOHNSON + JOHNSON	COMMON STOCK USD1	271,882
1,120 00	JONES LANG LASALLE INC	COMMON STOCK USD 01	167,922
4,160 00	JPMORGAN CHASE + CO	COMMON STOCK USD1 0	260,333
2,500 00	JPMORGAN CHASE + CO	COMMON STOCK USD1 0	156,450
4,000 00	JPMORGAN CHASE + CO	COMMON STOCK USD1 0	250,320
3,730 00	JUNIPER NETWORKS INC	COMMON STOCK USD 00001	83,254
976 00	KIMBERLY CLARK CORP	COMMON STOCK USD1 25	112,767
1,814 00	KINDER MORGAN INC W/I	COMMON STOCK USD 01	76,750
2,500 00	KINDER MORGAN INC W/I	COMMON STOCK USD 01	105,775
1,040 00	KLA TENCOR CORP	COMMON STOCK USD 001	73,133
520 00	KLX INC	COMMON STOCK USD 01	21,450
26,653 00	KONINKLIJKE PHILIPS NVR NY	NY REG SHRS	772,937
825 00	KRAFT FOODS GROUP INC	COMMON STOCK	51,695
3,333 00	KRAFT FOODS GROUP INC	COMMON STOCK	208,846
5,615 00	KRISPY KREME DOUGHNUTS INC	COMMON STOCK NPV	110,840
10,000 00	KROGER CO	COMMON STOCK USD1	642,100
4,000 00	L BRANDS INC	COMMON STOCK USD 5	346,200
3,500 00	LABORATORY CRP OF AMER HLDGS	COMMON STOCK USD 1	377,650
4,640 00	LAREDO PETROLEUM INC	COMMON STOCK USD 01	48,024
7,467 00	LATAM AIRLINES GROUP SP ADR	ADR	89,455
25,066 00	LAYNE CHRISTENSEN COMPANY	COMMON STOCK USD 01	239,130
7,500 00	LEIDOS HOLDINGS INC	COMMON STOCK USD 0001	326,400
27,600 00	LEVEL 3 COMMUNICATIONS INC	COMMON STOCK USD 01	1,362,888
4,480 00	LIBERTY GLOBAL PLC A	COMMON STOCK USD 01	224,918
3,260 00	LIFE TIME FITNESS INC	COMMON STOCK USD 02	184,581
1,410 00	LIGAND PHARMACEUTICALS	COMMON STOCK USD 001	75,026
4,470 00	LIVE NATION ENTERTAINMENT IN	COMMON STOCK USD 01	116,712
2,585 00	LKQ CORP	COMMON STOCK USD 01	72,690
525 00	LOCKHEED MARTIN CORP	COMMON STOCK USD1	101,099
19,000 00	LOEWS CORP	COMMON STOCK USD 01	798,380
5,000 00	LOWE S COS INC	COMMON STOCK USD 5	344,000
5,150 00	LULULEMON ATHLETICA INC	COMMON STOCK USD 005	287,319
3,950 00	LUMINEX CORP	COMMON STOCK USD 001	74,102
335 00	LYONDELLBASELL INDU CL A	COMMON STOCK	26,596
1,400 00	MACY S INC	COMMON STOCK USD 01	92,050
37,650 00	MAGNUM HUNTER RESOURCES CORP	COMMON STOCK USD 01	118,221
13,850 00	MAGNUM HUNTER RESOURCES CORP	COMMON STOCK USD 01	43,489
24,635 00	MAIDEN HOLDINGS LTD	COMMON STOCK USD 01	315,082
6,970 00	MARCHEX INC CLASS B	COMMON STOCK USD 01	31,992
2,325 00	MARSH + MCLENNAN COS	COMMON STOCK USD1	133,083
4,200 00	MARTIN MARIETTA MATERIALS	COMMON STOCK USD 01	463,344
515 00	MARTIN MARIETTA MATERIALS	COMMON STOCK USD 01	56,815
20,550 00	MASTERCARD INC CLASS A	COMMON STOCK USD 0001	1,770,588
3,415 00	MATADOR RESOURCES CO	COMMON STOCK USD 01	69,085
5,485 00	MAXLINEAR INC CLASS A	COMMON STOCK	40,644
1,500 00	MCDONALD S CORP	COMMON STOCK USD 01	140,550
3,000 00	MCDONALD S CORP	COMMON STOCK USD 01	281,100
7,500 00	MCDONALD S CORP	COMMON STOCK USD 01	702,750
3,000 00	MCKESSON CORP	COMMON STOCK USD 01	622,740
970 00	MEDIVATION INC	COMMON STOCK USD 01	96,622
1,000 00	MEDTRONIC INC	COMMON STOCK USD 1	72,200
789 00	MEMORIAL RESOURCE DEVELOPMEN	COMMON STOCK USD 01	14,226
4,200 00	MERCK + CO INC	COMMON STOCK USD 5	238,518
2,500 00	MERCK + CO INC	COMMON STOCK USD 5	141,975
10,000 00	MERCK + CO INC	COMMON STOCK USD 5	567,900
3,315 00	METHODE ELECTRONICS INC	COMMON STOCK USD 5	121,031
925 00	METLIFE INC	COMMON STOCK USD 01	50,033
5,000 00	METLIFE INC	COMMON STOCK USD 01	270,450
475 00	METTLER TOLEDO INTERNATIONAL	COMMON STOCK USD 01	143,669
6,050 00	MICROSOFT CORP	COMMON STOCK USD 00000625	281,023
15,000 00	MICROSOFT CORP	COMMON STOCK USD 00000625	696,750
5,000 00	MICROSOFT CORP	COMMON STOCK USD 00000625	232,250
1,045 00	MIDDLEBY CORP	COMMON STOCK USD 01	103,560

Shares / Par Value	Security Name	Security Description	Fair Market Value
3,003.43	MISTRAS GROUP INC	COMMON STOCK USD 01	55,053
2,555.00	MOBILE MINI INC	COMMON STOCK USD 01	103,503
17,623.00	MODINE MANUFACTURING CO	COMMON STOCK USD 625	239,673
10,000.00	MONDELEZ INTERNATIONAL INC A	COMMON STOCK NPV	363,250
16,300.00	MONDELEZ INTERNATIONAL INC A	COMMON STOCK NPV	592,098
2,205.00	MONOTYPE IMAGING HOLDINGS IN	COMMON STOCK USD 001	63,570
2,500.00	MONSANTO CO	COMMON STOCK USD 01	298,675
5,000.00	MORGAN STANLEY	COMMON STOCK USD 01	194,000
5,000.00	MOSAIC CO/THE	COMMON STOCK USD 01	228,250
1,195.00	MSC INDUSTRIAL DIRECT CO A	COMMON STOCK USD 001	97,094
29,229.00	MUELLER WATER PRODUCTS INC A	COMMON STOCK USD 01	299,305
10,200.00	MURPHY OIL CORP	COMMON STOCK USD1	515,304
810.00	MVM VETERINARY SUPPLY INC	COMMON STOCK USD 01	137,627
15,000.00	MYLAN INC	COMMON STOCK EUR 01	845,550
10,500.00	NATIONAL INTERSTATE CORP	COMMON STOCK USD 01	312,900
4,285.00	NCI BUILDING SYSTEMS INC	COMMON STOCK USD 01	79,358
17,374.00	NCI BUILDING SYSTEMS INC	COMMON STOCK USD 01	321,766
32,225.00	NESTLE SA SPONS ADR	ADR	2,350,814
3,500.00	NEWMONT MINING CORP	COMMON STOCK USD1 6	66,150
500.00	NEXSTAR BROADCASTING GROUP A	COMMON STOCK USD 01	84,418
1,630.00	NEXTERA ENERGY INC	COMMON STOCK USD 01	53,145
1,460.00	NORD ANGLIA EDUCATION INC	COMMON STOCK USD 01	27,857
1,125.00	NORTHERN TRUST CORP	COMMON STOCK USD1 667	75,825
1,375.00	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD 2	110,839
4,000.00	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD 2	322,440
7,000.00	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD 2	564,270
5,000.00	OMNICARE INC	COMMON STOCK USD1 0	364,650
12,660.00	ON SEMICONDUCTOR CORP	COMMON STOCK USD 01	128,246
5,000.00	ORACLE CORP	COMMON STOCK USD 01	224,850
1,915.00	OXFORD INDUSTRIES INC	COMMON STOCK USD1	105,727
2,050.00	PACKAGING CORP OF AMERICA	COMMON STOCK USD 01	160,003
1,470.00	PALO ALTO NETWORKS INC	COMMON STOCK USD 0001	180,178
3,270.00	PANDORA MEDIA INC	COMMON STOCK USD 0001	58,304
647.00	PARKER HANNIFIN CORP	COMMON STOCK USD 5	83,431
1,610.00	PDC ENERGY INC	COMMON STOCK USD 01	66,445
5,600.00	PEABODY ENERGY CORP	COMMON STOCK USD 01	43,344
3,610.00	PEGASYSTEMS INC	COMMON STOCK USD 01	74,980
17,372.00	PENN VIRGINIA CORP	COMMON STOCK USD 01	116,045
2,000.00	PEPSICO INC	COMMON STOCK USD 017	189,120
10,680.00	PETROLEO BRASIL SP PREF ADR	ADR	80,954
8,000.00	PFIZER INC	COMMON STOCK USD 05	249,200
18,000.00	PFIZER INC	COMMON STOCK USD 05	560,700
2,400.00	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	195,480
23,000.00	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	1,873,350
6,500.00	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	529,425
843.00	PIONEER NATURAL RESOURCES CO	COMMON STOCK USD 01	125,481
1,150.00	PNC FINANCIAL SERVICES GROUP	COMMON STOCK USD5	104,915
4,735.00	POLYONE CORPORATION	COMMON STOCK USD 01	179,504
2,340.00	POLYONE CORPORATION	COMMON STOCK USD 01	88,709
5,961.00	POTASH CORP OF SASKATCHEWAN	COMMON STOCK NPV	210,543
5,000.00	POWELL INDUSTRIES INC	COMMON STOCK USD 01	245,350
1,545.00	POWER INTEGRATIONS INC	COMMON STOCK USD 001	79,938
1,950.00	PROCTER + GAMBLE CO/THE	COMMON STOCK	177,626
375.00	PUBLIC STORAGE	REIT USD 1	69,319
5,770.00	PULTEGROUP INC	COMMON STOCK USD 01	123,824
5,970.00	QIHOO 360 TECHNOLOGY CO ADR	ADR USD 001	341,842
3,430.00	QLIK TECHNOLOGIES INC	COMMON STOCK USD 0001	105,953
8,000.00	QUALCOMM INC	COMMON STOCK USD 0001	594,640
3,450.00	QUIMICA Y MINERA CHIL SP ADR	ADR USD1	82,386
1,300.00	RACKSPACE HOSTING INC	COMMON STOCK USD 001	60,853
2,630.00	RANGE RESOURCES CORP	COMMON STOCK USD 01	140,574
2,440.00	RAYMOND JAMES FINANCIAL INC	COMMON STOCK USD 01	139,788
1,750.00	RAYTHEON COMPANY	COMMON STOCK USD 01	189,298
18,653.00	REGIS CORP	COMMON STOCK USD 05	312,624
1,910.00	REPLIGEN CORP	COMMON STOCK USD 01	37,818
1,240.00	RESMED INC	COMMON STOCK USD 004	69,514
14,450.00	RESOLUTE ENERGY CORP	COMMON STOCK USD 0001	19,074
1,500.00	RESTORATION HARDWARE HOLDING	COMMON STOCK USD 0001	144,015
3,430.00	REX ENERGY CORP	COMMON STOCK USD 001	17,493

Shares / Par Value	Security Name	Security Description	Fair Market Value
5,220 00	REX ENERGY CORP	COMMON STOCK USD 001	26,622
2,260 00	ROBERT HALF INTL INC	COMMON STOCK USD 001	131,939
3,875 00	ROCHE HOLDINGS LTD SPONS-ADR	ADR	131,711
1,620 00	ROCKWOOD HOLDINGS INC	COMMON STOCK USD 01	127,656
2,675 00	ROGERS CORP	COMMON STOCK USD1	217,852
4,240 00	ROWAN COMPANIES PLC A	COMMON STOCK USD 125	98,877
1,425 00	ROYAL DUTCH SHELL SPON ADR A	ADR	95,404
2,980 00	RPM INTERNATIONAL INC	COMMON STOCK USD 01	151,116
462 00	RSP PERMIAN INC	COMMON STOCK USD 01	11,615
3,805 00	RUCKUS WIRELESS INC	COMMON STOCK USD 001	45,736
4,170 00	RYANAIR HOLDINGS PLC SP ADR	ADR	297,196
860 00	SALIX PHARMACEUTICALS LTD	COMMON STOCK USD 001	98,848
8,230 00	SANCHEZ ENERGY CORP	COMMON STOCK USD 01	76,457
2,500 00	SANOFI ADR	ADR	114,025
1,465 00	SCHLUMBERGER LTD	COMMON STOCK USD 01	125,126
670 00	SCHLUMBERGER LTD	COMMON STOCK USD 01	57,225
4,050 00	SCHLUMBERGER LTD	COMMON STOCK USD 01	345,911
5,000 00	SCHLUMBERGER LTD	COMMON STOCK USD 01	427,050
13,687 00	SCHNITZER STEEL INDS INC A	COMMON STOCK USD1	308,779
2,500 00	SCIENCE APPLICATIONS INTE	COMMON STOCK USD 0001	123,825
1,865 00	SCIQUEST INC	COMMON STOCK USD 001	26,949
9,300 00	SCRIPPS NETWORKS INTER CL A	COMMON STOCK USD 01	700,011
475 00	SEMPRA ENERGY	COMMON STOCK NPV	52,896
5,030 00	SERVICE CORP INTERNATIONAL	COMMON STOCK USD1	114,181
2,150 00	SERVICENOW INC	COMMON STOCK USD 001	145,878
425 00	SHERWIN WILLIAMS CO/THE	COMMON STOCK USD1	111,792
1,040 00	SIGNET JEWELERS LTD	COMMON STOCK USD 18	136,833
325 00	SIMON PROPERTY GROUP INC	REIT USD 0001	59,186
2,655 00	SMITH (A O) CORP	COMMON STOCK USD1	149,769
1,620 00	SOLARWINDS INC	COMMON STOCK USD 001	80,725
1,225 00	SONOCO PRODUCTS CO	COMMON STOCK NPV	53,533
725 00	SPDR S+P 500 ETF TRUST	SPDR S+P 500 ETF TRUST	148,988
4,905 00	SPECTRANETICS CORP	COMMON STOCK USD 001	169,615
2,360 00	SPECTRANETICS CORP	COMMON STOCK USD 001	81,609
4,050 00	STAGE STORES INC	COMMON STOCK USD 01	83,835
4,560 00	STARWOOD PROPERTY TRUST INC	REIT USD 01	105,974
4,140 00	STEIN MART INC	COMMON STOCK USD 01	60,527
7,500 00	SUNCOR ENERGY INC	COMMON STOCK NPV	238,350
630 00	SYNAPTICS INC	COMMON STOCK USD 001	43,369
1,478 00	SYNTEL INC	COMMON STOCK NPV	66,480
785 00	T ROWE PRICE GROUP INC	COMMON STOCK USD 2	67,400
100,783 28	T ROWE PRICE NEW ERA FUND	T ROWE PRICE NEW ERA FUND	3,471,984
20,600 00	TECK RESOURCES LTD CLS B	COMMON STOCK NPV	280,984
1,760 00	TEMPUR SEALY INTERNATIONAL I	COMMON STOCK USD 01	96,642
1,670 00	TENNANT CO	COMMON STOCK USD 375	120,524
4,980 00	TERADYNE INC	COMMON STOCK USD 125	98,554
2,170 00	TESORO CORP	COMMON STOCK USD 167	161,340
645 00	TEXAS CAPITAL BANCSHARES INC	COMMON STOCK USD 01	35,043
1,830 00	TEXAS INSTRUMENTS INC	COMMON STOCK USD1	97,841
2,835 00	TEXAS ROADHOUSE INC	COMMON STOCK USD 001	95,710
5,000 00	THERMO FISHER SCIENTIFIC INC	COMMON STOCK USD1	626,450
575 00	TIME WARNER INC	COMMON STOCK USD 01	49,117
3,290 00	TIMKEN CO	COMMON STOCK NPV	140,417
1,475 00	TIMKENSTEEL CORP	COMMON STOCK	54,619
2,920 00	TOTAL SYSTEM SERVICES INC	COMMON STOCK USD 1	99,163
500 00	TOYOTA MOTOR CORP SPON ADR	ADR	62,740
495 00	TRANSDIGM GROUP INC	COMMON STOCK USD 01	97,193
5,000 00	TRAVELERS COS INC/THE	COMMON STOCK NPV	529,250
3,400 00	TRAVELERS COS INC/THE	COMMON STOCK NPV	359,890
975 00	TREEHOUSE FOODS INC	COMMON STOCK USD 01	83,392
2,660 00	TREX COMPANY INC	COMMON STOCK USD 01	113,263
7,750 00	TRIANGLE PETROLEUM CORP	COMMON STOCK USD 00001	37,045
10,310 00	TRICAN WELL SERVICE LTD	COMMON STOCK NPV	49,488
10,000 00	TYCO INTERNATIONAL PLC	COMMON STOCK CHF 5	438,600
720 00	ULTA SALON COSMETICS + FRAGR	COMMON STOCK USD 01	92,045
1,170 00	ULTA SALON COSMETICS + FRAGR	COMMON STOCK USD 01	149,573
920 00	ULTIMATE SOFTWARE GROUP INC	COMMON STOCK USD 01	135,070
31,000 00	UNILEVER N V NY SHARES	NY REG SHRS	1,210,240
4,310 00	UNILEVER PLC SPONSORED ADR	ADR	174,469

Shares / Par Value	Security Name	Security Description	Fair Market Value
9,000 00	UNION PACIFIC CORP	COMMON STOCK USD2 5	1,072,170
5,000 00	UNITED CONTINENTAL HOLDINGS	COMMON STOCK USD 01	334,450
2,900 00	UNITED NATURAL FOODS INC	COMMON STOCK USD 01	224,243
1,075 00	UNITED PARCEL SERVICE CL B	COMMON STOCK USD 01	119,508
740 00	UNITED RENTALS INC	COMMON STOCK USD 01	75,487
1,105 00	UNITED TECHNOLOGIES CORP	COMMON STOCK USD1	127,075
5,000 00	UNITED TECHNOLOGIES CORP	COMMON STOCK USD1	575,000
3,000 00	UNITEDHEALTH GROUP INC	COMMON STOCK USD 01	303,270
3,500 00	US BANCORP	COMMON STOCK USD 01	157,325
16,000 00	US BANCORP	COMMON STOCK USD 01	719,200
9,000 00	VALERO ENERGY CORP	COMMON STOCK USD 01	445,500
389,629 54	VANGUARD GROWTH INDEX FUND	VANGUARD GROWTH INDEX INST	20,923,106
1,037 00	VASCULAR SOLUTIONS INC	COMMON STOCK USD 01	28,165
2,780 00	VERIFONE SYSTEMS INC	COMMON STOCK USD 01	103,416
4,944 00	VERIZON COMMUNICATIONS INC	COMMON STOCK USD 1	231,280
2,500 00	VERIZON COMMUNICATIONS INC	COMMON STOCK USD 1	116,950
12,630 00	VERIZON COMMUNICATIONS INC	COMMON STOCK USD 1	590,831
1,000 00	VF CORP	COMMON STOCK NPV	74,900
650 00	VIRGIN AMERICA INC	COMMON STOCK	28,113
3,000 00	VISA INC CLASS A SHARES	COMMON STOCK USD 0001	786,600
1,220 00	VITAMIN SHOPPE INC	COMMON STOCK USD 01	59,268
28,100 00	VIVENDI SA UNSPON ADR	ADR	697,442
5,454 00	VODAFONE GROUP PLC SP ADR	ADR	186,363
725 00	WABCO HOLDINGS INC	COMMON STOCK USD 01	75,966
2,130 00	WAGeworks INC	COMMON STOCK USD 001	137,534
1,500 00	WAL MART STORES INC	COMMON STOCK USD 1	128,820
3,500 00	WAL MART STORES INC	COMMON STOCK USD 1	300,580
4,000 00	WALT DISNEY CO/THE	COMMON STOCK USD 01	376,760
3,670 00	WALTER ENERGY INC	COMMON STOCK USD 01	5,065
1,465 00	WASTE MANAGEMENT INC	COMMON STOCK USD 01	75,184
1,075 00	WEC ENERGY GROUP INC	COMMON STOCK USD 01	56,696
4,600 00	WELLS FARGO + CO	COMMON STOCK USD1 666	252,172
32,500 00	WELLS FARGO + CO	COMMON STOCK USD1 666	1,781,650
5,000 00	WELLS FARGO + CO	COMMON STOCK USD1 666	274,100
1,350 00	WESCO INTERNATIONAL INC	COMMON STOCK USD 01	102,884
3,845 00	WEST PHARMACEUTICAL SERVICES	COMMON STOCK USD 25	204,708
2,786 00	WHITING PETROLEUM CORP	COMMON STOCK USD 001	91,938
8,000 00	WILLIAMS COS INC	COMMON STOCK USD1	359,520
1,320 00	WILLIAMS SONOMA INC	COMMON STOCK USD 01	99,898
3,275 00	WNS HOLDINGS LTD ADR	ADR USD 16	67,662
4,070 00	WRIGHT MEDICAL GROUP INC	COMMON STOCK USD 01	109,361
3,000 00	YUM BRANDS INC	COMMON STOCK	218,550
2,645 00	ZUMIEZ INC	COMMON STOCK NPV	102,176
	Total US Stock		143,965,923
1,240,471 11	1607 CAPITAL INTL EQ FUND	CLOSED-END FUNDS	16,414,171
7,740 00	ACCOR SA	COMMON STOCK EUR3	349,719
4,720 00	ADIDAS AG	COMMON STOCK NPV	329,093
19,190 00	ADMIRAL GROUP PLC	COMMON STOCK GBP 001	395,569
9,570 00	AGGREKO PLC	COMMON STOCK GBP 04832911	224,427
89,850 00	ALUMINA LTD	COMMON STOCK NPV	131,984
64,450 00	AMERICAS PETROGAS INC	COMMON STOCK	13,633
2,950 00	ANHEUSER BUSCH INBEV SA/NV	COMMON STOCK NPV	335,047
2,140 00	BEIERSDORF AG	COMMON STOCK NPV	174,585
860 00	BIOMERIEUX	COMMON STOCK NPV	89,225
4,710 00	BRENTAG AG	COMMON STOCK NPV	265,076
13,325 00	BRITISH AMERICAN TOBACCO PLC	COMMON STOCK GBP 25	727,195
21,700 00	CANACOL ENERGY LTD	COMMON STOCK NPV	46,463
1,800 00	CARLSBERG AS B	COMMON STOCK DKK20	140,051
11,360 00	CARREFOUR SA	COMMON STOCK EUR2 5	347,778
1,635,209 94	CAUSEWAY EMERGING MARKETS FUND	CAUSEWAY EMERGING MKTS INST	18,968,435
12,860 00	CETIP SA MERCADOS ORGANIZADO	COMMON STOCK NPV	155,779
6,690 00	CGG SA	COMMON STOCK EUR 4	40,314
84,030 00	CHAROEN POKPHAND FOOD FORGN	FOREIGN SH THB1 0 A	69,599
17,250 00	CIE FINANCIERE RICHEMON REG	COMMON STOCK CHF1 0	1,541,589
3,150 00	CREW ENERGY INC	COMMON STOCK	16,100
12,034 00	CRH PLC	COMMON STOCK EUR 32	289,716
5,410 00	DANONE	COMMON STOCK EUR 25	356,450
8,790 00	DEETHREE EXPLORATION LTD	COMMON STOCK	38,780

Shares / Par Value	Security Name	Security Description	Fair Market Value
20,750 00	DIAGEO PLC	COMMON STOCK GBP 2893518	598,072
12,050 00	DIAGEO PLC	COMMON STOCK GBP 2893518	347,314
4,960 00	FRESENIUS MEDICAL CARE AG +	COMMON STOCK NPV	371,214
3,310 00	GRAN TIERRA ENERGY INC	COMMON STOCK USD 001	12,746
23,750 00	HEINEKEN HOLDING NV	COMMON STOCK EUR1 6	1,492,400
26,490 00	HSBC HOLDINGS PLC	COMMON STOCK USD 5	251,379
12,960 00	ILUKA RESOURCES LTD	COMMON STOCK NPV	63,105
5,040 00	IMPERIAL TOBACCO GROUP PLC	COMMON STOCK GBP 1	222,870
56,250 00	ITV PLC	COMMON STOCK GBP 1	188,747
77,386 00	KINGFISHER PLC	COMMON STOCK GBP 157143	410,861
43,324 00	KROTON EDUCACIONAL SA	COMMON STOCK NPV	252,623
2,150 00	LAFARGEHOLCIM LTD REG	COMMON STOCK CHF2 0	154,383
9,200 00	LEGACY OIL GAS INC	COMMON STOCK	17,157
3,924 00	LEUCROTTA EXPLORATION INC	COMMON STOCK	4,912
67,290 00	LIFE HEALTHCARE GROUP HOLDIN	COMMON STOCK	248,715
1,357 00	LONG RUN EXPLORATION LTD	COMMON STOCK	1,757
93,750 00	LYNDEN ENERGY CORP	COMMON STOCK	38,042
19,170 85	MANNING + NAPIER FUND INC EM	MANNING + NAPIER EMER MKT S	177,139
113,150 49	MANNING + NAPIER FUND INC IN	MANNING + NAPIER INTERNATION	916,519
989,824 63	MARATHON JAPAN EQUITY FD	CLASS B	19,888,281
2,650 00	MODERN TIMES GROUP B SHS	COMMON STOCK SEK5 0	84,223
2,490 00	NESTLE SA REG	COMMON STOCK CHF 1	182,806
3,120 00	NEXANS SA	COMMON STOCK EUR1	95,913
30,330 00	NORSK HYDRO ASA	COMMON STOCK NOK1 098	171,683
6,780 00	NOVO NORDISK A/S B	COMMON STOCK DKK 2	286,790
15,680 00	OCADO GROUP PLC	COMMON STOCK GBP 02	97,796
4,980 00	OTSUKA HOLDINGS CO LTD	COMMON STOCK	150,070
12,970 00	PAINTED PONY PETROLEUM	COMMON STOCK	103,581
12,000 00	PERNOD RICARD SA	COMMON STOCK EUR1 55	1,339,671
9,080 00	PETROLEUM GEO SERVICES	COMMON STOCK NOK3	51,276
2,070 00	PROSIEBENSAT 1 MEDIA SE	COMMON STOCK NPV	87,242
14,750 00	PURA VIDA ENERGY NL	COMMON STOCK	4,225
7,960 00	QIAGEN N V	COMMON STOCK EUR 01	186,476
1,216 00	REMY COINTREAU	COMMON STOCK EUR1 6	81,458
620 00	ROCHE HOLDING AG GENUSSSCHEIN	COMMON STOCK NPV	168,407
9,400 00	ROCK ENERGY INC	COMMON STOCK NPV	28,324
29,000 00	SABMILLER PLC	COMMON STOCK USD 1	1,519,785
5,920 00	SABMILLER PLC	COMMON STOCK USD 1	310,246
3,686 00	SANOFI	COMMON STOCK EUR2	337,462
1,694 00	SCHNEIDER ELECTRIC SE	COMMON STOCK EUR4 0	124,240
120 00	SGS SA REG	COMMON STOCK CHF1 0	246,968
256,000 00	SHANDONG WEIGAO GP MEDICAL H	COMMON STOCK CNY 1	206,653
15,516 00	SKF AB B SHARES	COMMON STOCK SEK2 5	326,840
33,440 00	SKY PLC	COMMON STOCK GBP 5	468,750
13,000,000 00	SOMERSET GLOBAL EMG MKTS	MUTUAL FUND	13,039,200
7,843 00	STORM RESOURCES LTD	COMMON STOCK	28,034
50,840 00	STRATEGIC OIL + GAS LTD	COMMON STOCK NPV	7,901
3,070 00	SWEDISH MATCH AB	COMMON STOCK SEK1 9	96,003
502 00	SYNGENTA AG REG	COMMON STOCK CHF 1	161,667
5,583 00	TELEVISION FRANCAISE (T F 1)	COMMON STOCK EUR 2	85,933
21,000 00	TENCENT HOLDINGS LTD	COMMON STOCK HKD 00002	304,648
117,730 00	TESCO PLC	COMMON STOCK GBP 05	346,948
5,050 00	THYSSENKRUPP AG	COMMON STOCK NPV	129,915
2,370 00	TRILOGY ENERGY CORP	COMMON STOCK NPV	16,185
4,580 00	UMICORE	COMMON STOCK NPV	184,577
1,950 00	VOPAK	COMMON STOCK EUR 5	101,663
85,570 00	WHITEHAVEN COAL LTD	COMMON STOCK	84,266
30,270 00	YOHO RESOURCES INC	COMMON STOCK NPV	29,532
	Total Non-US Stock		88,396,374
	Total Corporate Stock		\$ 232,362,297

ATTACHMENT 11FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 11A	34,350,014.	35,333,372.	35,333,372.
TOTALS	<u>34,350,014.</u>	<u>35,333,372.</u>	<u>35,333,372.</u>

Shares / Par Value	Security Name	Security Description	Fair Market Value
35,000 00	21ST CENTURY FOX AMERICA	6 55% 15 Mar 2033	\$ 45,463
74,000 00	21ST CENTURY FOX AMERICA	6 15% 15 Feb 2041	97,152
60,000 00	ABBVIE INC	1% 06 Nov 2015	60,185
50,000 00	ACTAVIS FUNDING SCS	2 45% 15 Jun 2019	49,148
200,000 00	ALIBABA GROUP HOLDING	3 6% 28 Nov 2024	198,368
66,000 00	AMEREN ILLINOIS CO	2 7% 01 Sep 2022	64,992
24,000 00	AMERICAN ELECTRIC POWER	1 65% 15 Dec 2017	24,006
40,000 00	AMERICAN EXPRESS CREDIT	2 125% 18 Mar 2019	39,950
25,000 00	ANHEUSER BUSCH INBEV FIN	2 15% 01 Feb 2019	25,101
20,000 00	ANHEUSER BUSCH INBEV FIN	3 7% 01 Feb 2024	20,775
49,000 00	ANHEUSER BUSCH INBEV FIN	3 7% 01 Feb 2024	50,900
10,000 00	ANHEUSER BUSCH INBEV WOR	2 5% 15 Jul 2022	9,719
30,000 00	APPLE INC	3 85% 04 May 2043	30,022
250,000 00	APPLE INC	2 4% 03 May 2023	243,000
35,000 00	AT+T INC	1% 12 Feb 2016	35,000
85,000 00	BAE SYSTEMS HOLDINGS INC	6 375% 01 Jun 2019	98,134
40,000 00	BANK OF NEW YORK MELLON	1% 29 Dec 2049	36,875
30,000 00	BECTON DICKINSON AND CO	2 675% 15 Dec 2019	30,395
75,000 00	BERKSHIRE HATHAWAY ENERG	6 125% 01 Apr 2036	94,225
82,000 00	BERKSHIRE HATHAWAY ENERG	3 5% 01 Feb 2025	82,522
95,000 00	BLACKSTONE HOLDINGS FINA	6 625% 15 Aug 2019	110,944
40,000 00	BNSF FUNDING TRUST I	1% 15 Dec 2055	45,150
20,000 00	BOEING CO	6% 15 Mar 2019	23,082
138,000 00	BOSTON PROPERTIES LP	5 875% 15 Oct 2019	158,068
15,000 00	BP CAPITAL MARKETS PLC	3 245% 06 May 2022	14,746
47,000 00	BURLINGTN NORTH SANTA FE	3 75% 01 Apr 2024	48,878
25,000 00	CANADIAN NATL RESOURCES	6 25% 15 Mar 2038	27,805
40,000 00	CAPITAL ONE FINANCIAL CO	3 75% 24 Apr 2024	40,864
126,000 00	CARLYLE HOLDINGS II FIN	5 625% 30 Mar 2043	145,729
70,000 00	CATERPILLAR FINANCIAL SE	2 1% 09 Jun 2019	70,203
30,000 00	CHEVRON CORP	2 355% 05 Dec 2022	29,092
50,000 00	CITIGROUP INC	3 75% 16 Jun 2024	50,985
20,000 00	CNA FINANCIAL CORP	7 35% 15 Nov 2019	23,871
30,000 00	COMCAST CORP	6 5% 15 Nov 2035	40,050
54,000 00	COMCAST CORP	6 45% 15 Mar 2037	71,843
120,000 00	COMCAST CORP	6 4% 15 May 2038	160,224
35,000 00	COMMONWEALTH EDISON CO	5 95% 15 Aug 2016	37,746
29,000 00	CONAGRA FOODS INC	3 2% 25 Jan 2023	28,406
25,000 00	CONNECTICUT LIGHT + PWR	5% 01 Apr 2015	25,262
40,000 00	CONSOLIDATED EDISON CO O	6 75% 01 Apr 2038	55,703
87,000 00	CONSUMERS ENERGY CO	3 375% 15 Aug 2023	89,832
5,000 00	CONTINENTAL RESOURCES	5% 15 Sep 2022	4,838
83,355 48	CONTL AIRLINES 2012 1 A	4 15% 11 Oct 2025	85,648
40,000 00	CSX CORP	4 75% 30 May 2042	43,931
100,915 22	CVS PASS THROUGH TRUST	7 507% 10 Jan 2032	128,695
79,006 69	CVS PASS THROUGH TRUST	5 926% 10 Jan 2034	91,874
95,131 81	DELTA AIR LINES 2012 1A	4 75% 07 Nov 2021	101,315
60,000 00	DEUTSCHE TELEKOM INT FIN	9 25% 01 Jun 2032	96,981
75,000 00	DEUTSCHE TELEKOM INT FIN	6% 08 Jul 2019	87,007
45,000 00	DIRECTV HOLDINGS/FING	3 8% 15 Mar 2022	45,782
35,000 00	DOMINION RESOURCES INC	5 25% 01 Aug 2033	41,071
10,000 00	DR PEPPER SNAPPLE GROUP	2 6% 15 Jan 2019	10,082
25,000 00	DUKA ENERGY OHIO INC	1% 06 Mar 2015	24,997
123,000 00	DUKE ENERGY CORP	3 55% 15 Sep 2021	128,410
50,000 00	DUKE ENERGY PROGRESS INC	4 15% 01 Dec 2044	53,150
50,000 00	DUKE REALTY LP	3 875% 15 Oct 2022	51,490
20,000 00	EMBRAER OVERSEAS LTD	6 375% 15 Jan 2020	22,025
35,000 00	ENBRIDGE ENERGY PARTNERS	5 875% 15 Dec 2016	37,892
25,000 00	ENCANA CORP	5 15% 15 Nov 2041	22,909
25,000 00	ENERGY TRANSFER PARTNERS	6 5% 01 Feb 2042	28,736
68,000 00	ENSCO PLC	4 5% 01 Oct 2024	66,095
184,000 00	ENTERPRISE PRODUCTS OPER	2 55% 15 Oct 2019	182,147
87,000 00	ERICSSON LM	4 125% 15 May 2022	91,001
83,000 00	EVERSOURCE ENERGY	4 5% 15 Nov 2019	90,266
50,000 00	EXELON GENERATION CO LLC	4 25% 15 Jun 2022	51,959
20,000 00	EXPRESS SCRIPTS HOLDING	7 25% 15 Jun 2019	24,013
85,000 00	FIFTH THIRD BANCORP	2 3% 01 Mar 2019	85,128
71,000 00	FREEPORT MCMORAN INC	3 1% 15 Mar 2020	69,064

Shares / Par Value	Security Name	Security Description	Fair Market Value
40,000 00	FREEPORT MCMORAN INC	3 55% 01 Mar 2022	37,804
35,000 00	GE CAPITAL TRUST I	1% 15 Nov 2067	37,697
25,000 00	GENERAL ELEC CAP CORP	3 1% 09 Jan 2023	25,334
120,000 00	GENERAL ELEC CAP CORP	5 875% 14 Jan 2038	151,843
25,000 00	GENERAL ELECTRIC CO	4 5% 11 Mar 2044	27,480
30,000 00	GENERAL ELECTRIC CO	2 7% 09 Oct 2022	30,012
60,000 00	GLAXOSMITHKLINE CAP INC	5 65% 15 May 2018	67,591
46,000 00	GOLDMAN SACHS GROUP INC	5 75% 24 Jan 2022	53,212
21,000 00	GOLDMAN SACHS GROUP INC	6 125% 15 Feb 2033	25,740
70,000 00	HCP INC	4 25% 15 Nov 2023	73,587
50,000 00	HEALTH CARE REIT INC	4 5% 15 Jan 2024	52,950
20,000 00	HESS CORP	7 875% 01 Oct 2029	25,593
40,000 00	HOST HOTELS + RESORTS	5 25% 15 Mar 2022	43,652
98,000 00	HOWARD HUGHES MEDICAL IN	3 5% 01 Sep 2023	102,478
70,000 00	HUNTINGTON BANCSHARES	7% 15 Dec 2020	84,247
60,000 00	JPMORGAN CHASE + CO	4 4% 22 Jul 2020	65,039
65,000 00	KIMCO REALTY CORP	3 125% 01 Jun 2023	63,684
45,000 00	KINDER MORGAN ENER PART	6 55% 15 Sep 2040	51,113
125,000 00	KINDER MORGAN ENER PART	4 15% 01 Feb 2024	124,680
51,000 00	KKR GROUP FIN CO II	5 5% 01 Feb 2043	58,080
127,000 00	KKR GROUP FINANCE CO	6 375% 29 Sep 2020	147,980
55,000 00	KROGER CO/THE	3 9% 01 Oct 2015	56,181
75,000 00	LIBERTY MUTUAL GROUP INC	4 95% 01 May 2022	81,140
35,000 00	LINCOLN NATIONAL CORP	8 75% 01 Jul 2019	43,734
50,000 00	LLOYDS BANK PLC	6 375% 21 Jan 2021	60,100
35,000 00	LYB INTL FINANCE BV	4% 15 Jul 2023	35,803
40,000 00	MACYS RETAIL HLDGS INC	2 875% 15 Feb 2023	38,843
60,000 00	MEDTRONIC INC	3 625% 15 Mar 2024	62,282
98,000 00	MEDTRONIC INC	4 375% 15 Mar 2035	103,964
40,000 00	METLIFE INC	7 717% 15 Feb 2019	48,471
5,000 00	METLIFE INC	6 75% 01 Jun 2016	5,391
35,000 00	MONDELEZ INTERNATIONAL	6 5% 09 Feb 2040	46,646
60,000 00	MORGAN STANLEY	5 5% 28 Jul 2021	68,093
75,000 00	MORGAN STANLEY	6 75% 01 Jan 2016	78,922
10,000 00	NATIONAL CITY CORP	4 9% 15 Jan 2015	10,015
15,000 00	NEXEN ENERGY ULC	6 4% 15 May 2037	18,683
71,000 00	NOBLE ENERGY INC	8 25% 01 Mar 2019	85,122
35,000 00	NOBLE HOLDING INTL LTD	3 95% 15 Mar 2022	30,662
25,000 00	NOBLE HOLDING INTL LTD	5 25% 15 Mar 2042	19,721
54,000 00	NORFOLK SOUTHERN CORP	6% 15 Mar 2105	69,489
50,000 00	NOVARTIS CAPITAL CORP	3 4% 06 May 2024	52,014
61,000 00	NSTAR ELECTRIC CO	5 625% 15 Nov 2017	67,726
50,000 00	ORACLE CORP	2 5% 15 Oct 2022	48,705
20,000 00	PACIFIC GAS + ELECTRIC	6 05% 01 Mar 2034	25,462
10,000 00	PACIFIC GAS + ELECTRIC	4 3% 15 Mar 2045	10,265
98,000 00	PACIFIC GAS + ELECTRIC	3 75% 15 Feb 2024	102,040
20,000 00	PETROLEOS MEXICANOS	5 75% 01 Mar 2018	21,600
25,000 00	PHILLIPS 66	4 875% 15 Nov 2044	25,589
75,000 00	PHILLIPS 66	4 65% 15 Nov 2034	76,875
40,000 00	PLAINS ALL AMER PIPELINE	6 5% 01 May 2018	45,378
35,000 00	PNC FINANCIAL SERVICES	1% 29 May 2049	33,034
55,000 00	PPL CAPITAL FUNDING INC	3 4% 01 Jun 2023	55,103
88,000 00	PRIDE INTERNATIONAL INC	6 875% 15 Aug 2020	98,733
10,000 00	PRUDENTIAL FINANCIAL INC	7 375% 15 Jun 2019	12,047
78,000 00	ROGERS COMMUNICATIONS IN	6 8% 15 Aug 2018	90,023
90,000 00	SCOTTRADE FINANC SERVICE	6 125% 11 Jul 2021	96,350
15,000 00	SCRIPPS NETWORKS INTERAC	3 9% 15 Nov 2024	15,273
15,000 00	SEMPRA ENERGY	6 5% 01 Jun 2016	16,108
25,000 00	SEMPRA ENERGY	2 875% 01 Oct 2022	24,575
17,000 00	SEMPRA ENERGY	4 05% 01 Dec 2023	17,984
50,000 00	SEMPRA ENERGY	9 8% 15 Feb 2019	64,205
84,000 00	SIMON PROPERTY GROUP LP	6 75% 01 Feb 2040	116,915
55,000 00	SIMON PROPERTY GROUP LP	10 35% 01 Apr 2019	71,939
15,000 00	TARGET CORP	2 3% 26 Jun 2019	15,185
40,000 00	TARGET CORP	3 5% 01 Jul 2024	41,527
45,000 00	TELEFONICA EMISIONES SAU	5 877% 15 Jul 2019	51,213
20,000 00	TIME WARNER CABLE INC	6 75% 15 Jun 2039	26,146
55,000 00	TORONTO DOMINION BANK	1% 09 Sep 2016	55,147
40,000 00	TOTAL CAPITAL INTL SA	2 875% 17 Feb 2022	39,596

Shares / Par Value	Security Name	Security Description	Fair Market Value
75,000 00	TOYOTA MOTOR CREDIT CORP	1% 23 Sep 2016	74,919
60,000 00	TRANS CANADA PIPELINES	0 75% 15 Jan 2016	59,833
22,000 00	TRANS CANADA PIPELINES	7 625% 15 Jan 2039	30,233
50,000 00	TRANSALTA CORP	1 9% 03 Jun 2017	49,789
25,000 00	TRANSATLANTIC HOLDINGS	8% 30 Nov 2039	36,004
20,000 00	UNION PACIFIC CORP	7 875% 15 Jan 2019	24,221
90,000 00	UNITED AIR 2014 1 A PTT	4% 11 Oct 2027	91,350
25,000 00	UNITED TECHNOLOGIES CORP	3 1% 01 Jun 2022	25,508
30,000 00	UNUM GROUP	7 125% 30 Sep 2016	32,771
87,379 23	US AIRWAYS 2013 1A PTT	3 95% 15 May 2027	89,127
10,000 00	VALE OVERSEAS LIMITED	4 375% 11 Jan 2022	9,585
69,000 00	VALERO ENERGY CORP	9 375% 15 Mar 2019	86,052
59,000 00	VENTAS REALTY LP/CAP CRP	3 125% 30 Nov 2015	60,192
85,000 00	VERIZON COMMUNICATIONS	3 45% 15 Mar 2021	86,873
25,000 00	VERIZON COMMUNICATIONS	3% 01 Nov 2021	24,656
134,000 00	VERIZON COMMUNICATIONS	6 55% 15 Sep 2043	171,674
62,000 00	VERIZON COMMUNICATIONS	5 012% 21 Aug 2054	64,142
40,000 00	VERIZON NEW YORK INC	7 375% 01 Apr 2032	50,160
64,000 00	VIACOM INC	4 85% 15 Dec 2034	65,496
25,000 00	WAL MART STORES INC	5 625% 15 Apr 2041	31,924
60,000 00	WAL MART STORES INC	6 5% 15 Aug 2037	82,561
35,000 00	WELLS FARGO + COMPANY	1% 29 Dec 2049	35,263
26,000 00	WILLIAMS PARTNERS LP	3 9% 15 Jan 2025	24,988
30,000 00	XEROX CORPORATION	5 625% 15 Dec 2019	33,716
35,000 00	YUM BRANDS INC	5 35% 01 Nov 2043	38,274
	Total US Corporate Bonds - General		9,510,038
105,000 00	ALLY AUTO RECEIVABLES TRUST	1 84% 15 Jan 2020	105,287
166,000 00	ALLY AUTO RECEIVABLES TRUST LE	1 03% 20 Sep 2017	165,609
75,000 00	ALLY MASTER OWNER TRUST	1% 15 Oct 2019	75,000
104,000 00	ALLY MASTER OWNER TRUST	1 29% 15 Jan 2019	103,597
53,882 22	BANC OF AMERICA COMMERCIAL MOR	1% 10 Oct 2045	54,791
61,699 53	BEAR STEARNS COMMERCIAL MORTGA	5 54% 11 Sep 2041	64,885
65,000 00	BEAR STEARNS COMMERCIAL MORTGA	5 201% 11 Dec 2038	68,883
90,000 00	BEAR STEARNS COMMERCIAL MORTGA	1% 11 Jun 2040	97,074
55,000 00	BEAR STEARNS COMMERCIAL MORTGA	1% 11 Jun 2050	59,656
185,000 00	BEAR STEARNS COMMERCIAL MORTGA	5 7% 11 Jun 2050	201,086
36,641 92	CARMAX AUTO OWNER TRUST	0 46% 17 Apr 2017	36,610
100,000 00	CHASE ISSUANCE TRUST	1 38% 15 Nov 2019	99,603
100,000 00	CITIBANK CREDIT CARD ISSUANCE	1 73% 09 Apr 2020	100,143
105,000 00	CITIBANK CREDIT CARD ISSUANCE	1 73% 09 Apr 2020	105,150
65,000 00	CITIGROUP COMMERCIAL MORTGAGE	5 431% 15 Oct 2049	68,830
20,000 00	CNH EQUIPMENT TRUST	0 48% 15 Aug 2017	19,993
60,000 00	CNH EQUIPMENT TRUST	1 05% 15 Nov 2019	59,689
22,195 10	COBALT CMBS COMMERCIAL MORTGAG	1% 15 May 2046	24,083
217,250 26	COLONY AMERICAN HOMES	1% 17 May 2031	215,851
30,000 00	COMM MORTGAGE TRUST	1% 10 Dec 2049	32,579
45,000 00	COMM MORTGAGE TRUST	3 288% 10 Dec 2044	46,522
226,000 00	COMM MORTGAGE TRUST	1% 10 Dec 2049	246,849
73,000 00	COMM MORTGAGE TRUST	1 906% 10 Jan 2046	73,236
120,615 24	FANNIE MAE	1 25% 25 Jun 2043	116,473
273,000 00	FANNIEMAE ACES	1 272% 25 Jan 2017	274,432
9,054 57	FORD CREDIT AUTO LEASE TRUST	0 6% 15 Mar 2016	9,057
65,268 34	FORD CREDIT AUTO LEASE TRUST	0 5% 15 Oct 2016	65,228
65,000 00	FORD CREDIT AUTO OWNER TRUST	0 79% 15 May 2018	64,950
166,000 00	FORD CREDIT FLOORPLAN MASTER O	1 2% 15 Feb 2019	165,511
100,000 00	FORD CREDIT FLOORPLAN MASTER O	0 85% 15 Jan 2018	99,994
8,651 87	FREDDIE MAC	4 5% 15 May 2039	9,108
105,346 24	FREDDIE MAC	5 5% 15 Dec 2036	117,577
49,757 89	FREDDIE MAC	4% 15 Apr 2041	52,902
142,942 89	FREDDIE MAC	2 5% 15 Feb 2036	145,204
60,000 00	GCCFC COMMERCIAL MORTGAGE TRUS	5 444% 10 Mar 2039	64,001
135,000 00	GCCFC COMMERCIAL MORTGAGE TRUS	1% 10 Apr 2037	136,460
250,000 00	GCCFC COMMERCIAL MORTGAGE TRUS	5 736% 10 Dec 2049	270,762
150,000 00	GCCFC COMMERCIAL MORTGAGE TRUS	5 444% 10 Mar 2039	160,002
45,000 00	GE DEALER FLOORPLAN MASTER NOT	1% 20 Jul 2019	44,957
24,579 47	GE EQUIPMENT MDTICKET LLC	0 6% 23 May 2016	24,576
31,599 15	GS MORTGAGE SECURITIES TRUST	1% 10 Aug 2045	34,208

Shares / Par Value	Security Name	Security Description	Fair Market Value
80,000 00	GS MORTGAGE SECURITIES TRUST	1% 10 Jul 2046	87,057
15,000 00	HYUNDAI AUTO RECEIVABLES TRUST	1 01% 15 Feb 2018	15,043
20,000 00	HYUNDAI AUTO RECEIVABLES TRUST	0 79% 16 Jul 2018	19,975
101,000 00	INVITATION HOMES TRUST	1% 17 Jun 2031	99,667
24,978 83	JOHN DEERE OWNER TRUST	0 53% 15 Jul 2016	24,982
7,448 23	JP MORGAN CHASE COMMERCIAL MOR	1% 12 Aug 2037	7,457
45,000 00	JP MORGAN CHASE COMMERCIAL MOR	1% 15 Oct 2042	45,903
30,000 00	JP MORGAN CHASE COMMERCIAL MOR	2 829% 15 Oct 2045	29,937
80,000 00	JP MORGAN CHASE COMMERCIAL MOR	2 84% 15 Dec 2047	79,838
115,000 00	JP MORGAN CHASE COMMERCIAL MOR	1% 12 Jan 2043	117,536
111,158 03	JP MORGAN CHASE COMMERCIAL MOR	5 336% 15 May 2047	118,053
156,000 00	JP MORGAN CHASE COMMERCIAL MOR	1% 15 Jun 2049	167,476
84,000 00	JP MORGAN CHASE COMMERCIAL MOR	1 676% 15 Dec 2047	84,107
70,000 00	JPMBB COMMERCIAL MORTGAGE SECU	1% 15 Aug 2046	76,177
30,000 00	LB COMMERCIAL CONDUIT MORTGAGE	1% 15 Jul 2044	32,630
36,787 31	LB UBS COMMERCIAL MORTGAGE TRU	5 43% 15 Feb 2040	39,356
28,126 96	MERCEDES BENZ AUTO LEASE TRUST	1% 15 Jun 2016	28,102
26,000 00	MERCEDES BENZ AUTO RECEIVABLES	0 78% 15 Aug 2017	26,037
150,000 00	MERCEDES BENZ MASTER OWNER TRU	0 79% 15 Nov 2017	149,995
97,000 00	MERRILL LYNCH MORTGAGE TRUST	1% 12 Jul 2038	97,824
100,000 00	MMAF EQUIPMENT FINANCE LLC	2 33% 08 Dec 2025	100,272
28,759 48	MORGAN STANLEY CAPITAL I TRUST	1% 15 Oct 2042	29,544
45,000 00	MORGAN STANLEY CAPITAL I TRUST	1% 12 Feb 2044	47,997
75,000 00	NISSAN AUTO LEASE TRUST	1% 17 Apr 2017	75,003
13,017 46	SANTANDER DRIVE AUTO RECEIVABL	1% 17 Jul 2017	13,011
18,673 21	SANTANDER DRIVE AUTO RECEIVABL	1% 15 Aug 2017	18,660
176,901 50	SMALL BUSINESS ADMINISTRATION	2 18% 01 Oct 2032	173,648
22,239 04	SMALL BUSINESS ADMINISTRATION	1 93% 01 Dec 2032	21,419
45,152 19	SMALL BUSINESS ADMINISTRATION	2 21% 01 Feb 2033	44,517
27,598 16	SMALL BUSINESS ADMINISTRATION	2 22% 01 Mar 2033	27,239
32,537 91	SMALL BUSINESS ADMINISTRATION	2 08% 01 Apr 2033	31,769
27,373 22	SMALL BUSINESS ADMINISTRATION	2 07% 01 May 2033	26,677
41,973 35	SMALL BUSINESS ADMINISTRATION	3 16% 01 Aug 2033	43,264
73,334 76	SMALL BUSINESS ADMINISTRATION	3% 01 May 2034	75,019
35,000 00	SMALL BUSINESS ADMINISTRATION	2 87% 01 Jul 2034	35,511
25,000 00	SMALL BUSINESS ADMINISTRATION	2 88% 01 Aug 2034	25,373
23,851 66	SMALL BUSINESS ADMINISTRATION	3 38% 01 Dec 2033	24,886
89,781 79	SMALL BUSINESS ADMINISTRATION	5 54% 01 Sep 2026	98,456
61,993 46	SMALL BUSINESS ADMINISTRATION	5 78% 01 Aug 2027	69,137
36,169 78	SMALL BUSINESS ADMINISTRATION	5 29% 01 Dec 2027	39,998
104,534 74	SMALL BUSINESS ADMINISTRATION	5 49% 01 Mar 2028	116,386
48,492 10	SMALL BUSINESS ADMINISTRATION	5 37% 01 Apr 2028	53,889
39,959 83	SMALL BUSINESS ADMINISTRATION	5 49% 01 May 2028	43,975
51,673 73	SMALL BUSINESS ADMINISTRATION	5 68% 01 Jun 2028	57,773
115,373 28	SMALL BUSINESS ADMINISTRATION	6 02% 01 Aug 2028	131,851
65,427 62	SMALL BUSINESS ADMINISTRATION	3 52% 01 Aug 2030	68,458
260,595 95	SMALL BUSINESS ADMINISTRATION	2 37% 01 Aug 2032	259,971
194,154 45	SMALL BUSINESS ADMINISTRATION	2 21% 01 Feb 2033	191,425
444,106 75	SMALL BUSINESS ADMINISTRATION	3 23% 01 Feb 2034	458,354
101,966 47	SMALL BUSINESS ADMINISTRATION	3 21% 01 Mar 2034	105,481
125,000 00	SMALL BUSINESS ADMINISTRATION	2 74% 01 Oct 2034	125,605
23,639 60	SMART TRUST	0 84% 14 Sep 2016	23,636
54,318 68	SW AIRLINES 07 1 TRUST	6 15% 01 Feb 2024	62,331
5,305 68	TOYOTA AUTO RECEIVABLES OWNER	0 75% 16 Feb 2016	5,308
25,000 00	VOLKSWAGEN AUTO LEASE TRUST	0 8% 20 Apr 2017	24,920
22,569 24	WACHOVIA BANK COMMERCIAL MORTG	1% 15 Dec 2044	23,051
8,618 31	WACHOVIA BANK COMMERCIAL MORTG	5 997% 15 Jun 2045	8,885
245,000 00	WACHOVIA BANK COMMERCIAL MORTG	5 342% 15 Dec 2043	261,445
59,000 00	WACHOVIA BANK COMMERCIAL MORTG	5 509% 15 Apr 2047	62,141
105,000 00	WACHOVIA BANK COMMERCIAL MORTG	5 5% 15 Apr 2047	113,146
27,849 17	WAMU MORTGAGE PASS THROUGH CER	1% 25 Aug 2033	28,630
70,000 00	WF RBS COMMERCIAL MORTGAGE TRU	2 87% 15 Nov 2045	70,127
	Total Mortgage Backed Securities		8,645,747
1,573,039 13	LOOMIS SAYLES TR CO SER INVT T	MUTUAL FUND	17,177,587
	Total Corporate Bonds		\$ 35,333,372

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 12A	147,342,916.	162,448,147.	162,448,147.
TOTALS	<u>147,342,916.</u>	<u>162,448,147.</u>	<u>162,448,147.</u>

Shares / Par Value	Security Name	Security Description	Fair Market Value
2,548,316 00	AQUILINE FINANCIAL SERVICES FD	PRIVATE EQUITY	\$ 3,465,367
8,343,593 00	AQUILINE FS FUND II	PRIVATE EQUITY	11,047,416
4,868,090 65	DSF CAPITAL PARTNERS IV LP	PRIVATE EQUITY	5,357,817
2,925,684 53	ENERGY CAPITAL INVESTORS FUND	PRIVATE EQUITY	1,970,523
6,146,957 00	ENERGY CAPITAL PARTNERS II B	PRIVATE EQUITY	9,817,713
2,602,500 00	EQUITY RESOURCE FUND 2013, LP	PRIVATE EQUITY	2,774,788
3,651,704 00	HIGHBROOK INCOME PROPERTY FUN	PRIVATE EQUITY	4,370,211
4,700,000 00	HIGHLAND CONSUMER FUND I B	PRIVATE EQUITY	3,761,697
1,411,344 27	NATURAL GAS PARTNERS IX	PRIVATE EQUITY	2,389,610
	Total Private Equity Funds		44,955,142
97 3820	AYER CAPITAL SERIES 0112	HEDGE FUND - LONG/SHORT	476,695
17 7960	AYER CAPITAL SERIES 0411	HEDGE FUND - LONG/SHORT	87,436
3,591 4880	CONATUS CAPITAL OVERSEAS LTD	HEDGE FUND - LONG/SHORT	4,877,096
36,874 3190	HIGHLINE CAPITAL INTERNATIONAL	HEDGE FUND - LONG/SHORT	6,806,960
24,035 1720	HOPLITE OFFSHORE FUND LTD	HEDGE FUND - LONG/SHORT	6,324,890
4,000 0000	PENNANT WINDWARD FUND LTD	HEDGE FUND - LONG/SHORT	4,040,228
198 9210	PENTA ASIA LONG SHORT FUND	HEDGE FUND - LONG/SHORT	112,310
5,500 0000	SCOPIA PX INTL LIMITED	HEDGE FUND - LONG/SHORT	6,413,539
4,381 8040	VALINOR CAP CL1B JULY2013	HEDGE FUND - LONG/SHORT	5,876,259
7 6230	VALINOR CAP PARTNERS OFF LTD	HEDGE FUND - LONG/SHORT	9,536
2,250 0000	WHITE ELM CAP CL B 04 2014	HEDGE FUND - LONG/SHORT	2,081,071
2,250 0000	WHITE ELM CAP CL B 05 2014	HEDGE FUND - LONG/SHORT	2,177,074
	Total Hedge Funds-Long/Short		39,283,095
7,022 0330	ELLIOTT INTERNATIONAL LIMITED	HEDGE FUND - MULTI STRATEGY	7,527,304
945 3425	ETON PARK B1 1010	HEDGE FUND - MULTI STRATEGY	1,269,534
819 200	ETON PARK B1 1201	HEDGE FUND - MULTI STRATEGY	1,159,356
0 060119	Eton Park Class S Shares	HEDGE FUND - MULTI STRATEGY	8
25 4860	FIR TREE INTL VALUE FUND	HEDGE FUND - MULTI STRATEGY	1,336,335
527 6920	FIR TREE INTL VALUE FUND	HEDGE FUND - MULTI STRATEGY	5,260,393
8,500 0000	HBK OFF FD LTD	HEDGE FUND - MULTI STRATEGY	8,356,150
3,471,000 0000	HIGHFIELDS CAPITAL LTD	HEDGE FUND - MULTI STRATEGY	6,071,275
	Total Hedge Funds-MultiStrategy		30,980,355
8,202,648 56	CONVEXITY US 3 MONTH TREASURY	HEDGE FUND	18,813,446
	Steel Partners Japan Strategic	HEDGE FUND	6,227
621 09	HERMITAGE GLOBAL JUN08 SERIES	HEDGE FUND	18,241
	Total Hedge Funds		18,837,914
7,400,000 0000	DAVIDSON KEMPNER INTERNATIONAL	HEDGE FUND - EVENT DRIVEN	8,948,020
925 8620	MASON CAPITAL CL A INITIAL	HEDGE FUND - EVENT DRIVEN	2,168,998
2,458 5090	MASON CAPITAL CL A2014 04	HEDGE FUND - EVENT DRIVEN	5,759,495
	Total Hedge Funds-Event Driven		16,876,513

Shares / Par Value	Security Name	Security Description	Fair Market Value
72 2310	BENNETT EQUAL SHARES	HEDGE FUND - CREDIT DISTRESSED	37,669
4,645 8610	BENNETT SUB SHARES	HEDGE FUND - CREDIT DISTRESSED	2,422,816
615 0320	CENTERBRIDGE 1178 C 2012 03	HEDGE FUND - CREDIT DISTRESSED	709,555
1,418 1370	CENTERBRIDGE 1178 D 2012 03	HEDGE FUND - CREDIT DISTRESSED	1,638,470
4 1430	CENTERBRIDGE 1178 S 11	HEDGE FUND - CREDIT DISTRESSED	5,656
12 4470	CENTERBRIDGE 1178 S 12	HEDGE FUND - CREDIT DISTRESSED	19,697
5 3650	CENTERBRIDGE 1178 S 13	HEDGE FUND - CREDIT DISTRESSED	8,045
17 5430	CENTERBRIDGE 1178 S 14	HEDGE FUND - CREDIT DISTRESSED	24,617
72 2250	CENTERBRIDGE 1178 S 15	HEDGE FUND - CREDIT DISTRESSED	82,683
18 1380	CENTERBRIDGE 1178 S 16	HEDGE FUND - CREDIT DISTRESSED	23,492
22 1720	CENTERBRIDGE 1178 S 17	HEDGE FUND - CREDIT DISTRESSED	21,484
22 1910	CENTERBRIDGE 1178 S 18	HEDGE FUND - CREDIT DISTRESSED	25,866
4 0040	CENTERBRIDGE 1178 S 19	HEDGE FUND - CREDIT DISTRESSED	4,185
0 6780	CENTERBRIDGE 1178 S 20	HEDGE FUND - CREDIT DISTRESSED	2,996
21 5258	CENTERBRIDGE 1178 S 21	HEDGE FUND - CREDIT DISTRESSED	21,524
	Total Hedge Funds-Credit Distressed		5,048,754
	COAL PROPERTIES, WV	NATURAL RESOURCE PROPERTY	1,260,000
	NATURAL GAS PROPERTIES, WV	NATURAL RESOURCE PROPERTY	2,184,000
	TIMBER PROPERTIES, WV	NATURAL RESOURCE PROPERTY	1,050,000
	Total Natural Resource Property		4,494,000
416 32	SMC ALTERNATIVE STRATEGIESFD	CL D01 07	435,207
532 68	SMC RESERVE FUND II	OFFSHORE LP	1,537,167
	Total Fund of Funds		1,972,374
	Total Alternative Investments		\$ 162,448,147

ATTACHMENT 13FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INTEREST/OTHER ASSETS	12,360.	26,082.	26,082.
TOTALS	<u>12,360.</u>	<u>26,082.</u>	<u>26,082.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET CHANGE IN UNREALIZED GAIN ON UNDISTR EARNINGS OF ALTERNATIVE INVESTMENTS	1,290,888.
TOTAL	<u>1,290,888.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET CHANGE IN UNREALIZED LOSS ON UNDISTR EARNINGS OF INVESTMENTS	17,469,459.
NET CHANGE IN VALUE OF NATURAL RESOURCE PROPERTIES	348,000.
TOTAL	<u>17,817,459.</u>

Yawkey Foundation II

04-2768239

ATTACHMENT 15A

Form 990-PF, PART VII-A, LINE 11 – STATEMENT REGARDING ACTIVITIES

TOTAL AMOUNT

CONTROLLED ENTITY'S NAME:	JRY NATURAL RESOURCES LLC
CONTROLLED ENTITY'S ADDRESS:	990 WASHINGTON ST – SUITE 315
CITY, STATE & ZIP CODE:	DEDHAM, MA 02026
EIN:	04-276839
TRANSFER AMOUNT:	NONE

YAWKEY FOUNDATION II

04-2768239
ATTACHMENT 15B

FORM 990-PF, PART VII-B, STATEMENT REGARDING ACTIVITIES, LINES 1a (3)
and 1 a (4)

Effective October 1, 1992, the Foundation entered into an agreement with Boston Trust Management Corporation (BTMC) to provide management services to the Foundation. The Jean R. Yawkey Trust (The Trust) authorized BTMC to be established by two individuals, who are trustees of the Foundation to provide management services for the benefit of the Foundation and other organizations. BTMC is located at 990 Washington Street, Suite 315, Dedham, MA 02026. During the year ended December 31, 2014, the Foundation incurred \$2,501,523 in expenditures under this agreement and these expenditures were reviewed by outside independent auditors and then reviewed by the Foundation's independent trustees and approved by the Foundation's Board of Trustees.

One of the Trustees owns 50% of the outstanding shares of BTMC. The other Trustee, effective January 1, 2007, transferred his ownership of 50% of the outstanding stock of BTMC to an officer of the Foundation.

ATTACHMENT 15B

ATTACHMENT 16FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: AMERICAN LEGION BASEBALL
GRANTEE'S ADDRESS: 546-2, STATE HOUSE
CITY, STATE & ZIP: BOSTON, MA 02133
GRANT DATE: 02/25/2014
GRANT AMOUNT: 10,500.
GRANT PURPOSE: SUMMER BASEBALL LEAGUE FOR YOUNG MEN
AMOUNT EXPENDED: 10,500.
ANY DIVERSION? NO
DATES OF REPORTS: 12/04/2014
VERIFICATION DATE: 12/08/2014
RESULTS OF VERIFICATION:

THE ORGANIZATION USED THE FUNDS FROM ITS 2014 GRANT TO RUN ITS
BASEBALL LEAGUE. SPECIFICALLY, FUNDS WERE USED TO PURCHASE BASEBALL
EQUIPMENT, PAY FOR LIGHTING AND TO HIRE UMPIRES.

YAWKEY FOUNDATION II
FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

04-2768239
ATTACHMENT 16A

<u>NAME AND ADDRESS</u>	<u>TITLE & AVERAGE HOURS PER WEEK DEVOTED TO</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLAN</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN L HARRINGTON 990 WASHINGTON STREET DEDHAM, MA 02026	BOARD CHAIR / TRUSTEE 1 - 4 HRS	\$ 41,250	* \$11,614	NONE
JAMES P HEALEY 990 WASHINGTON STREET DEDHAM, MA 02026	PRESIDENT / TRUSTEE 30 - 40 HRS	* NONE	* NONE	NONE
WILLIAM B GUTFARB 990 WASHINGTON STREET DEDHAM, MA 02026	TREASURER / TRUSTEE 30 - 40 HRS	* NONE	* NONE	NONE
MAUREEN H BLEDAY 990 WASHINGTON STREET DEDHAM, MA 02026	SECRETARY 30 - 40 HRS	* NONE	* NONE	NONE
JAMES G MAGUIRE 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE /AUDIT & FINANCE COMM CHAIR 1 - 4 HRS	\$ 29,250	NONE	NONE
JUSTIN P MORREALE 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE / VALUATION COMM CHAIR 1 - 4 HRS	\$ 28,500	NONE	NONE
JUDITH WALDEN SCARAFILE 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE /GRANTS COMM CHAIR 1 - 4 HRS	\$ 25,750	NONE	NONE
CHARLES CLOUGH, JR 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE / INVEST COMM CHAIR 1 - 4 HRS	\$ 21,750	NONE	NONE
REV DR RAY HAMMOND 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE 1 - 4 HRS	\$ 22,000	NONE	NONE
DEBRA MCNULTY 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE 1 - 4 HRS	\$ 22,750	NONE	NONE
ELEANOR ARMSTRONG 990 WASHINGTON STREET DEDHAM, MA 02026	TRUSTEE DECEASED JANUARY 2014	NONE	NONE	NONE
GRAND TOTALS		<u>\$ 191,250</u>	NONE	NONE

* INDIVIDUALS IDENTIFIED ABOVE ARE PAID FOR SERVICES THROUGH A MANAGEMENT CONTRACT WITH BTMC - SEE PART VIII, SECTION 3 FOR BTMC INFORMATION

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BOSTON TRUST MANAGEMENT CORPORATION 990 WASHINGTON STREET - SUITE 315 DEDHAM, MA 02026	FOUNDATION MGMT.	2,501,523.
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET BOSTON, MA 02110-2112	INVESTMENT ADVISOR	515,000.
STATE STREET BANK AND TRUST 1200 CROWN COLONY DRIVE QUINCY, MA 02169	INV CUSTODIAL SVCS	393,399.
NATURAL GAS PARTNERS 5221 N O'CONNOR BLVD-STE 1100 IRVING, TX 75039	PORTFOLIO MGR SVCS	277,086.
MAYO CAPITAL PARTNERS, LLC 30 ROWES WHARF, SUITE 500 BOSTON, MA 02110	PORTFOLIO MGR SVCS	232,545.
TOTAL COMPENSATION		<u>3,919,553.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

NANCY KEILTY BRODNICKI
990 WASHINGTON STREET, SUITE 315
DEDHAM, MA 02026
781-329-7470

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

THE FOUNDATION ENCOURAGES APPLICANTS TO REVIEW THE FOUNDATION'S GRANT GUIDELINES ON OUR WEBSITE (WWW.YAWKEYFOUNDATIONS.ORG) PRIOR TO APPLYING FOR A FOUNDATION GRANT.

Recipient	Recipient Address	Relationship to Substantial Contributor	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Action for Boston Community Development, Inc	178 Tremont Street Boston, MA 02111	None	Academic enrichment programs for disadvantaged students	PC	170(b)(1)(A)(vi)	\$ 50,000
Adoption and Foster Care Mentoring, Inc	727 Atlantic Avenue Boston, MA 02111	None	Mentoring program for youth with current or prior foster care experience	PC	509(a)(2)	20,000
Agganis Foundation, Inc	85 Exchange Street Suite 218 Lynn, MA 01901	None	Scholarship program for disadvantaged students from Greater Boston	PC	509(a)(2)	50,000
All Dorchester Sports League, Inc	1565 Dorchester Ave Dorchester, MA 02122	None	Youth baseball programs	PC	170(b)(1)(A)(vi)	20,000
American Legion, Department of Massachusetts, Inc	546-2, State House Boston, MA 02133	None	Youth baseball programs	NC	501(c)(19)	10,500
American Red Cross of Massachusetts	286 South Street Hyannis, MA 02601	None	Support for disaster relief services	PC	170(b)(1)(A)(vi)	20,000
American Red Cross of Massachusetts	139 Main Street Cambridge, MA 02142	None	Support for youth volunteer program that trains individuals to assist in disaster services	PC	170(b)(1)(A)(vi)	25,000
Associated Grant Makers, Inc	133 Federal Street, Suite 802 Boston, MA 02110	None	Summer camp program for disadvantaged children and support for regional grant makers organization	PC	170(b)(1)(A)(vi)	167,450
Benjamin Franklin Institute of Technology	41 Berkeley Street Boston, MA 02116	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(ii)	50,000
Best Buddies Massachusetts	45 Bromfield Street 7th Floor Boston, MA 02108	None	Support for mentoring program	PC	509(a)(2)	25,000
Bethany Health Care Center	97 Bethany Road Frammingham, MA 01702	None	Furniture and equipment upgrade at facility providing nursing care to elders	PC	509(a)(2)	100,000
Big Brothers Big Sisters of Central Mass/Metrowest, Inc	484 Main Street - Suite 360 Worcester, MA 01608	None	Mentoring program for disadvantaged youth	PC	170(b)(1)(A)(vi)	25,000
Big Brothers Big Sisters of Massachusetts Bay, Inc	75 Federal Street 8th Floor Boston, MA 02110-1913	None	Mentoring program for disadvantaged children and youth	PC	170(b)(1)(A)(vi)	50,000
Big Sister Association of Greater Boston, Inc	161 Massachusetts Avenue Suite 204 Boston, MA 02115	None	Mentoring program for disadvantaged girls	PC	509(a)(2)	50,000
Upham's Corner Community Center dba Bird Street Community Center	500 Columbia Road Dorchester, MA 02125	None	Support for case management and youth violence prevention initiatives	PC	170(b)(1)(A)(vi)	25,000
The Black Ministerial Alliance of Greater Boston, Inc	7 Palmer Street - Suite 301 Roxbury, MA 02119-2427	None	Academic enrichment programs for disadvantaged students	PC	170(b)(1)(A)(vi)	100,000
Blessed Stephen Bellesini OSA Academy, Inc	94 Bradford Street Lawrence, MA 01840	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(ii)	25,000
Boston Ballet, Inc	19 Clarendon Street Boston, MA 02116	None	Adaptive dance program for children with Down syndrome	PC	509(a)(2)	20,000
A Sporting Chance, Inc	9 Park Circle Hingham, MA 02043	None	Summer baseball camp for disadvantaged children	PC	509(a)(2)	30,000
Boston After School & Beyond	89 South Street Suite 601 Boston, MA 02111	None	Summer education program for disadvantaged youth	PC	170(b)(1)(A)(vi)	25,000
Boston College High School	150 Morrissey Boulevard Boston, MA 02125	None	Baseball field improvement project	PC	509(a)(1)	500,000
Boston Health Care for the Homeless Program, Inc	780 Albany Street Boston, MA 02118	None	Support for program that provides homeless parents and children with health care and other supportive services	PC	170(b)(1)(A)(vi)	50,000
Boston Medical Center	One Boston Medical Center Place Boston, MA 02118	None	Support for pediatric resource center	PC	170(b)(1)(A)(iii)	50,000

Recipient	Recipient Address	Relationship to Substantial Contributor	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Boston Park League, Inc	3 Strathmore Circle Braintree, MA 02184	None	Summer baseball league for young men	PC	509(a)(2)	50,000
Boston Symphony Orchestra, Inc	301 Massachusetts Avenue Boston, MA 02115	None	Music education program for disadvantaged children	PC	170(b)(1)(A)(vi)	25,000
Boston Ten Point Coalition, Inc	150 Warren Street Roxbury, MA 02119 Boston, MA 02130	None	Support for violence prevention program and summer basketball league	PC	170(b)(1)(A)(vi)	170,000
Bottom Line, Inc	500 Amory Street Suite 3 Jamaica Plain, MA 02130	None	Mentoring and college support program for disadvantaged young people	PC	170(b)(1)(A)(vi)	25,000
Boy Scouts of America - Old Colony Council	2438 Washington Street Canton, MA 02021	None	Scouting program for disadvantaged children	PC	Group	25,000
Boys & Girls Club of Pawtucket	One Moeller Place Pawtucket, RI 02860	None	Support for renovation and expansion of clubhouse	PC	509(a)(2)	1,000,000
Boys and Girls Clubs of Boston, Inc	50 Congress Street, Suite 730 Boston, MA 02109	None	Summer camp program for disadvantaged children and youth recreation and sports programs	PC	170(b)(1)(A)(vi)	75,000
Boys & Girls Clubs of Dorchester, Inc	1135 Dorchester Avenue Dorchester, MA 02125	None	Summer camp and health lifestyle programs for disadvantaged children from Dorchester and Brockton	PC	170(b)(1)(A)(vi)	105,000
Bridge Over Troubled Waters, Inc	47 West Street Boston, MA 02111	None	Support for transitional day and living programs for homeless and runaway youth	PC	509(a)(2)	75,000
Camp Harbor View Foundation, Inc	200 Clarendon Street - 60th Floor Boston, MA 02116	None	Summer camp program for disadvantaged children	PC	170(b)(1)(A)(vi)	50,000
Cape Cod Baseball League, Inc	14 Elishas Pond Drive Yarmouthport, MA 02675	None	Summer baseball league for young men	PC	170(b)(1)(A)(vi)	100,000
Cape Cod Healthcare Foundation	P O Box 370 Hyannis, MA 02601	None	Support for expansion of emergency departments	SO-II	509(a)(3) - type 2	500,000
Cardinal Cushing Centers, Inc	405 Washington Street Hanover, MA 02339	None	Recreation programs for children with physical and developmental disabilities	PC	170(b)(1)(A)(ii)	25,000
Casa Myrna Vazquez, Inc	P O Box 180019 Boston, MA 02118	None	Services for victims of domestic violence and their children	PC	170(b)(1)(A)(vi)	25,000
Catholic Charitable Bureau of the Archdiocese of Boston, Inc	51 Sleeper Street Boston, MA 02210	None	Support for human service programs	PC	170(b)(1)(A)(vi)	25,000
Catholic Charitable Bureau of the Archdiocese of Boston, Inc	51 Sleeper Street Boston, MA 02210	None	Literacy and skills programs for disadvantaged adults in Brockton	PC	170(b)(1)(A)(vi)	25,000
Catholic Charitable Bureau of the Archdiocese of Boston, Inc	51 Sleeper Street Boston, MA 02210	None	Academic and recreational programming for youth	PC	170(b)(1)(A)(vi)	50,000
Christian Brothers Institute of Massachusetts d/b/a Catholic Memorial High School	235 Baker Street West Roxbury, MA 02132	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(ii)	25,000
Catholic Schools Foundation, Inc	260 Franklin Street - Suite 630 Boston, MA 02110	None	Scholarship program for disadvantaged students	PC	509(a)(2)	125,000
The Center for Teen Empowerment, Inc	384 Warren Street Roxbury, MA 02119	None	Training program that teaches youth to resolve conflict through communication	PC	170(b)(1)(A)(vi)	25,000
Charity Guild, Inc	501 Main Street PO Box 2372 Brockton, MA 02305	None	Support for emergency food program	PC	509(a)(2)	25,000
Chrystine M Sullivan Memorial Fund, Inc	PO Box 762 Hanover, MA 02339	None	Cancer care and clinical support	PC	509(a)(2)	5,000
Citi Performing Arts Center, Inc	270 Tremont Street Boston, MA 02116	None	Student leadership program	PC	170(b)(1)(A)(vi)	50,000
Citizen Schools, Inc	308 Congress Street Boston, MA 02210	None	Science, technology, engineering, and math enrichment program for disadvantaged students	PC	170(b)(1)(A)(vi)	25,000

Recipient	Recipient Address	Relationship to Substantial Contributor	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Commonwealth Zoological Corporation	One Franklin Park Road Boston, MA 02121	None	Capacity building	PC	170(b)(1)(A)(vi)	50,000
Community Rowing, Inc	20 Nonantum Road Brighton, MA 02135	None	Rowing program for children and youth with physical and developmental disabilities	PC	509(a)(2)	25,000
Community Servings, Inc	18 Marbury Terrace Jamaica Plain, MA 02130	None	Emergency food program that serves the acutely ill	PC	170(b)(1)(A)(vi)	25,000
St. Patrick Parish	118 South Broadway Lawrence, MA 01843	None	Scholarship program for disadvantaged children	PC	Group	25,000
Council on Foundations, Inc	2121 Crystal Drive, Suite 700 Arlington, VA 22202	None	National grant makers organization	PC	170(b)(1)(A)(vi)	34,500
Crittenton Women's Union, Inc	One Washington Mall - 3rd Floor Boston, MA 02108	None	Support for literacy and skills program for disadvantaged adults	PC	170(b)(1)(A)(vi)	25,000
Cystic Fibrosis Foundation - Massachusetts/ Rhode Island Chapter	220 North Main Street, Suite 104 Natick, MA 01760	None	Support for Cystic Fibrosis care centers	PC	170(b)(1)(A)(vi)	25,000
Dana-Farber Cancer Institute, Inc	44 Binney Street Boston, MA 02115	None	Construction of the cancer care and research center	PC	170(b)(1)(A)(vi)	3,500,000
David's House, Inc	PO Box 660 Lebanon, NH 03766	None	Support for residence for pediatric patients and families	PC	509(a)(2)	25,000
Dimock Community Foundation	55 Dimock Street Roxbury, MA 02119	None	Facility improvement project and community health and human service programs	PC	509(a)(2)	125,000
Worcester Natural History Society	222 Harrington Way Worcester, MA 01604	None	Community outreach and education programs at museum	PC	170(b)(1)(A)(vi)	25,000
Emmanuel Gospel Center, Inc	PO Box 180245 Boston, MA 02118	None	Support for school partnership program	PC	509(a)(1)	25,000
Endicott College	376 Hale Street Beverly, MA 01915	None	Scholarship program for single parents and their children in the Keys to Degrees Program	PC	170(b)(1)(A)(ii)	25,000
Esperanza Academy, Inc	198 Garden Street Lawrence, MA 01840	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(ii)	25,000
Family Service Association of Greater Boston, Inc	31 Heath Street Jamaica Plain, MA 02130	None	Support for program providing mentoring and support to at-risk boys	PC	509(a)(2)	25,000
Family Service of Rhode Island, Inc	PO Box 6688 Providence, RI 02940-6688	None	Facility improvement project for transitional housing	PC	509(a)(2)	25,000
Father Bill's and MainSpring, Inc	422 Washington Street Suite 2 Quincy, MA 02169	None	Shelter and support programs	PC	170(b)(1)(A)(vi)	25,000
Fenway Community Health Center Inc	1340 Boylston Street Boston, MA 02115	None	Dental care program for disadvantaged patients	PC	170(b)(1)(A)(iii)	25,000
Fontbonne Academy	930 Brook Road Milton, MA 02186	None	Scholarship program for disadvantaged students	PC	Group	25,000
Forsyth Dental Infirmary for Children	245 First Street Cambridge, MA 02142	None	Oral health program for disadvantaged youth	PC	509(a)(2)	25,000
Francis Ouimet Scholarship Fund	300 Arnold Palmer Boulevard Norton, MA 02766	None	Scholarship program for disadvantaged students from Boston	PC	170(b)(1)(A)(vi)	50,000
Franciscan Hospital for Children, Inc	30 Warren Street Brighton, MA 02135	None	Support for community based acute treatment program serving children and adolescents	PC	170(b)(1)(A)(iii)	25,000
Freedom Trail Foundation, Inc	99 Chauncy Street - Suite 401 Boston, MA 02111	None	Support for educational programs that focus on Boston's Revolutionary-era history	PC	509(a)(2)	25,000
Friends of Caritas Cubana	81 Washington Avenue Cambridge, MA 02140	None	Health service programs for the disadvantaged	PC	509(a)(2)	5,000

Recipient	Recipient Address	Relationship to Substantial Contributor	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
The Fund for Parks and Recreation in Boston	1010 Massachusetts Avenue Boston, MA 02118	None	Support for Boston's park system	PC	170(b)(1)(A)(vi)	1,500
Generation Excel Youth Development Program, Inc	40 Walk Hill Street Jamaica Plain, MA 02130-3302	None	Education support services for high-risk youth	PC	170(b)(1)(A)(vi)	75,000
Good Sports, Inc	1515 Hancock Street Suite 301 Quincy, MA 02169	None	Baseball and softball equipment program for disadvantaged youth	PC	170(b)(1)(A)(vi)	50,000
The Greater Boston Food Bank, Inc	70 South Bay Avenue Boston, MA 02118-2700	None	Emergency hunger relief programs for individuals and families in Eastern Massachusetts	PC	170(b)(1)(A)(vi)	100,000
Hale Reservation, Inc	80 Carby Street Westwood, MA 02090	None	Support for capacity building for reservation that hosts summer camps serving more than 4,400 Greater Boston children	PC	509(a)(2)	112,000
Hearth, Inc	1640 Washington Street Boston, MA 02118	None	Prevention, placement, and support programs for homeless and at-risk elders	PC	170(b)(1)(A)(vi)	25,000
The Home for Little Wanderers	10 Guest Street Boston, MA 02115	None	Support for construction of a residential center for children with emotional and behavioral disabilities	PC	170(b)(1)(A)(vi)	500,000
House of Possibilities, Inc	350 Washington Street North Easton, MA 02356	None	Support for respite programs for children and youth with significant disabilities	PC	170(b)(1)(A)(vi)	100,000
Housing Families, Inc	354 Cross Street Malden, MA 02148	None	Wellness programs for children and families transitioning out of shelters	PC	170(b)(1)(A)(vi)	25,000
Huntington Theatre Company, Inc	264 Huntington Avenue Boston, MA 02115	None	Theater education and outreach programs for young people	PC	170(b)(1)(A)(vi)	15,000
Immaculate Conception Church	3 Fayette Street Lowell, MA 01852	None	Renovation and equipment upgrade for school serving children in grades PK-8	PC	Group	25,000
Immigrant Learning Center, Inc	442 Main Street Malden, MA 02148	None	Literacy and skills program for immigrants and disadvantaged adults	PC	170(b)(1)(A)(ii)	25,000
Isabella Stewart Gardner Museum, Inc	280 The Fenway Boston, MA 02115	None	Education and access programs for children	PC	170(b)(1)(A)(vi)	25,000
Boston Harbor Island Alliance, Inc	15 State Street Boston, MA 02109	None	Environmental education program for youth	PC	170(b)(1)(A)(vi)	25,000
Jackie Robinson Foundation	75 Varick Street, 2nd Floor New York, NY 10013	None	Jackie Robinson Scholarship Program	PC	170(b)(1)(A)(vi)	30,000
JFYNetWorks	44 School Street, Suite 1010 Boston, MA 02108	None	Support for remedial education program	PC	509(a)(2)	25,000
John F. Kennedy Hyannis Museum Foundation, Inc	P O Box 2488 Hyannis, MA 02601	None	Capacity building for museum operations	PC	509(a)(2)	10,000
John Fitzgerald Kennedy Library Foundation, Inc	Columbia Point Boston, MA 02125	None	Education and access programs for disadvantaged students	PC	170(b)(1)(A)(vi)	25,000
Julie's Family Learning Program, Inc	133 Dorchester Street South Boston, MA 02127	None	Education programs for disadvantaged women and their children	PC	170(b)(1)(A)(vi)	25,000
Junior Achievement of Northern New England, Inc	400 Fifth Avenue Waltham, MA 02451	None	Mentoring and skills building program for youth	PC	509(a)(2)	20,000
Laboure College	303 Adams Street Milton, MA 02186	None	Scholarship program for disadvantaged adult students	PC	170(b)(1)(A)(ii)	25,000
Lazarus House, Inc	P O Box 408 Lawrence, MA 01842	None	Support for shelter, food and support programs	PC	170(b)(1)(A)(vi)	50,000
Lesley University	29 Everett Street Cambridge, MA 02138	None	Scholarship program for disadvantaged adult students	PC	170(b)(1)(A)(ii)	25,000
Little League Baseball, Inc	P O Box 3485 Williamsport, PA 17701	None	Facility improvement project at National Little League training center in Connecticut	PC	170(b)(1)(A)(vi)	50,000

Recipient	Recipient Address	Relationship to Substantial Contributor	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Lucy's Hearth	913 West Main Road Middletown, RI 02842	None	Support for general operations at shelter for homeless women and children	PC	509(a)(2)	40,000
Malden Catholic High School	99 Crystal Street Malden, MA 02148	None	Renovation of school serving boys in grades 9 - 12	PC	Group	500,000
Mass Mentoring Partnership, Inc	105 Chauncy Street, Suite 300 Boston, MA 02111	None	Training and support program to expand quality mentoring programs	PC	170(b)(1)(A)(vi)	100,000
Massachusetts Amateur Sports Foundation, Inc	55 Sixth Road Woburn, MA 01801-2114	None	Olympic-style amateur sports events for high school athletes	PC	509(a)(2)	50,000
Massachusetts 4-H Foundation, Inc	22 Eliot Street Ashland, MA 01721-2208	None	Facility improvement projects at summer camps	PC	170(b)(1)(A)(vi)	25,000
Massachusetts General Hospital	55 Fruit Street Boston, MA 02114-2723	None	Support for student-faculty collaborative to encourage careers in primary care, support for program that promotes compassion in health care	PC	170(b)(1)(A)(vi)	75,000
Massachusetts Youth Committed to Winning, Inc	PO Box 260417 Boston, MA 02126	None	Support for educational-based athletic program for disadvantaged youth	PC	509(a)(2)	50,000
Massachusetts Audubon Society, Inc	208 South Great Road Lincoln, MA 01773	None	Nature education and outreach program	PC	170(b)(1)(A)(vi)	25,000
Mother Caroline Academy and Education Center	515 Blue Hill Avenue Dorchester, MA 02121	None	Capacity building and support for expansion	PC	170(b)(1)(A)(ii)	25,000
Mujeres Unidas Avanzando	54 Clayton Street Dorchester, MA 02122	None	Literacy and skills program for disadvantaged adults	PC	170(b)(1)(A)(vi)	25,000
Museum of Fine Arts	465 Huntington Avenue Boston, MA 02115	None	Support for the Teen Arts Council apprenticeship program	PC	170(b)(1)(A)(vi)	25,000
Museum of Science	One Science Park Boston, MA 02114-1099	None	Support of museum renovation	PC	170(b)(1)(A)(vi)	2,000,000
My Brother's Keeper, Inc	P O Box 338 Easton, MA 02356-0338	None	Holiday program for disadvantaged individuals and families and support for program expansion	PC	170(b)(1)(A)(vi)	180,000
Nashoba Learning Group	10 Oak Park Drive Bedford, MA 01730	None	Support for organization that assists individuals with Autism	PC	170(b)(1)(A)(ii)	350,000
National Baseball Hall of Fame and Museum, Inc	25 Main Street Cooperstown, NY 13326	None	Education programs for children and archive project	PC	509(a)(2)	200,000
National Center on Time & Learning	24 School Street 3rd Floor Boston, MA 02108	None	Capacity building for expanded learning time program	PC	170(b)(1)(A)(vi)	100,000
National Multiple Sclerosis Society - Greater New England Chapter	101A First Avenue Suite 6 Waltham, MA 02451	None	Home support services program	PC	170(b)(1)(A)(vi)	25,000
National Park Foundation	1201 I (Eye) Street, NW, Suite 550B Washington, DC 20005	None	Environmental education program for youth	PC	170(b)(1)(A)(vi)	100,000
New England Aquarium Corporation	Central Wharf Boston, MA 02110-3309	None	Facility improvement project to repair Giant Ocean Tank exhibit	PC	509(a)(2)	500,000
New England Baptist Hospital	125 Parker Hill Avenue Boston, MA 02120	None	Support for state-of-the-art operating room suite	PC	170(b)(1)(A)(iii)	500,000
New England Wildlife Center	500 Columbian Street South Weymouth, MA 02190	None	Environmental education programs	PC	509(a)(2)	25,000
Vietnam Veterans Workshop, Inc	17 Court Street Boston, MA 02108	None	Support for training school for homeless veterans	PC	170(b)(1)(A)(vi)	30,000
Notre Dame High School of Lawrence, Inc	303 Haverhill Street Lawrence, MA 01841	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(ii)	50,000
Notre Dame Education Center	200 Old Colony Avenue South Boston, MA 02127	None	Literacy and skills program for disadvantaged adults	PC	170(b)(1)(A)(ii)	25,000

Recipient	Recipient Address	Relationship to Substantial Contributor	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
One Family Scholars, Inc	800 South Street Suite 610 Waltham, MA 02453	None	Scholarship program for disadvantaged single parents	PC	170(b)(1)(A)(vi)	25,000
Open Pantry Community Services, Inc	P O Box 5127 Springfield, MA 01101	None	Food and support programs for individuals, children, and families	PC	170(b)(1)(A)(vi)	30,000
Partners for Youth With Disabilities, Inc	95 Berkeley Street Suite 109 Boston, MA 02116	None	Mentoring program for physically challenged youth	PC	170(b)(1)(A)(vi)	25,000
Perkins School for the Blind	175 North Beacon Street Watertown, MA 02472	None	Outreach programs for visually impaired children and youth	PC	170(b)(1)(A)(ii)	50,000
Pine Street Inn, Inc	444 Harrison Avenue Boston, MA 02118	None	Support for food and shelter programs	PC	170(b)(1)(A)(vi)	150,000
Plimoth Plantation, Inc	PO Box 1620 Plymouth, MA 02362	None	Education and access programs for children	PC	509(a)(2)	25,000
Progeria Research Foundation, Inc	PO Box 3453 Peabody, MA 01961	None	Family and clinical support for Progeria research	PC	170(b)(1)(A)(vi)	75,000
Little Sisters of the Assumption Family Health Services of MA, Inc	550 Dudley Street Roxbury, MA 02119	None	Literacy and skills program for disadvantaged women	PC	170(b)(1)(A)(vi)	25,000
Interseminarian-Project Place, Inc	1145 Washington Street Boston, MA 02118	None	Education and life skills training programs for disadvantaged adults	PC	170(b)(1)(A)(vi)	25,000
Project R I G H T, Inc	320 A Blue Hill Avenue Dorchester, MA 02121-4367	None	Outreach and community activities for high-risk youth	PC	170(b)(1)(A)(vi)	75,000
Project STEP, Inc	301 Massachusetts Avenue Boston, MA 02115	None	Musical training and education programs for young people	PC	170(b)(1)(A)(vi)	20,000
Raw Art Works, Inc	37 Central Square Lynn, MA 01901	None	Arts education and leadership development program for young people	PC	170(b)(1)(A)(vi)	25,000
The Red Sox Foundation, Inc	4 Yawkey Way Boston, MA 02215	None	Support of RBI baseball programs in Boston's inner-city neighborhoods	PC	170(b)(1)(A)(vi)	25,000
Regis College	235 Wellesley Street Weston, MA 02493-1571	None	Nursing scholarship program for disadvantaged adults	PC	170(b)(1)(A)(ii)	25,000
RiverzEdge Arts Project	196 Second Avenue Woonsocket, RI 02895	None	Arts education and leadership development program for young people	PC	509(a)(2)	25,000
Roca, Inc	101 Park Street Chelsea, MA 02150	None	Support for educational and life skills programs for at-risk youth	PC	170(b)(1)(A)(vi)	75,000
Rodman Ride for Kids, Inc	10 Lincoln Road Foxboro, MA 02035	None	Support for programs serving disadvantaged children in Eastern Massachusetts	PC	509(a)(2)	75,000
Ron Burton Training Village, Inc	P O Box 2 Hubbardston, MA 01452	None	Summer camp program for disadvantaged youth	PC	509(a)(2)	25,000
Rosie's Place, Inc	889 Harrison Avenue Boston, MA 02118	None	Food, shelter and support programs	PC	170(b)(1)(A)(vi)	75,000
Saint Columbkille School, Inc	25 Arlington Street Brighton, MA 02135	None	Renovation of school serving students in grades PreK - 8	PC	Group	500,000
Save the Harbor / Save the Bay, Inc	212 Northern Avenue Suite 304W Boston, MA 02210	None	Summer environmental education program	PC	170(b)(1)(A)(vi)	25,000
School on Wheels of Massachusetts, Inc	790 West Chestnut Street Brockton, MA 02301	None	Academic tutoring program for homeless children	PC	170(b)(1)(A)(vi)	25,000
Sisters of Saint Joseph of Boston	637 Cambridge Street Brighton, MA 02135	None	Support for programs and work of the Sisters of Saint Joseph community	PC	Group	25,000
South End Athletics & Activities Association, Inc	P O Box 181120 Boston, MA 02118-1120	None	Inner-city youth baseball program	PC	509(a)(2)	20,000
South End Community Health Center Inc	1601 Washington Street Boston, MA 02118	None	Community health and human service programs	PC	170(b)(1)(A)(iii)	25,000

Recipient	Recipient Address	Relationship to Substantial Contributor	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Sports Museum of New England, Inc	100 Legends Way Boston, MA 02114	None	Support for museum operations	PC	509(a)(2)	25,000
SquashBusters, Inc	795 Columbus Avenue Roxbury Crossing, MA 02120	None	Academic enrichment and after-school programs for disadvantaged youth	PC	170(b)(1)(A)(vi)	25,000
Stonehill College, Inc	320 Washington Street Easton, MA 02357	None	Construction and expansion of athletic complex	PC	170(b)(1)(A)(ii)	250,000
St Anthony Shrine	100 Arch Street Boston, MA 02110	None	Support for wellness center serving disadvantaged adults	PC	Group	20,000
Saint Francis House, Inc	39 Boylston Street Boston, MA 02116	None	Food, shelter and support programs	PC	170(b)(1)(A)(vi)	30,000
St Joseph Preparatory High School	617 Cambridge Street Boston, MA 02134-0240	None	Renovation of school serving students in grades 9 - 12	PC	Group	250,000
St Mary's Education Fund	47 Underwood Street Fall River, MA 02722	None	Scholarship program for disadvantaged students	PC	509(a)(2)	25,000
St Mary's Center for Women and Children, Inc	90 Cushing Avenue Dorchester, MA 02125	None	Education and skills program for disadvantaged women	PC	170(b)(1)(A)(vi)	25,000
Summer Search	3840 Washington Street Jamaica Plain, MA 02130	None	Mentoring and leadership development program for disadvantaged youth	PC	170(b)(1)(A)(vi)	25,000
Tara Hall Home for Boys	P O Box 955 Georgetown, SC 29442-0955	None	Residential and educational center for at-risk boys	PC	170(b)(1)(A)(vi)	105,000
The Discovery Museums, Inc	177 Main Street Acton, MA 01720	None	Education and access programs for children	PC	170(b)(1)(A)(vi)	25,000
The Food Bank of Western Massachusetts	P O Box 160 Hatfield, MA 01038	None	Food program for at-risk seniors	PC	170(b)(1)(A)(vi)	25,000
The Society of Jesus of New England	P O Box 9199 Watertown, MA 02471-9199	None	Support for human service programs of the Jesuit community	PC	Group	25,000
Catholic Charities of Boston	275 West Broadway South Boston, MA 02127	None	Youth academic tutoring program	PC	170(b)(1)(A)(vi)	5,000
Thompson Island Outward Bound Education Center, Inc	P O Box 127 Boston, MA 02127	None	Facility improvement project	PC	170(b)(1)(A)(vi)	125,000
Trinity Boston Foundation, Inc	206 Clarendon St Boston, MA 02116	None	Education and mentoring program to reduce middle and high school truancy rates	SO-I	509(a)(3) Type I	25,000
Trinity Repertory Company	201 Washington Street Providence, RI 02903	None	Support for arts learning and enrichment programs	PC	170(b)(1)(A)(vi)	25,000
Trustees of Boston University	1 Silber Way - 8th Floor Boston, MA 02215	None	Support for non-profit internship program	PC	170(b)(1)(A)(ii)	1,500,000
Tufts Medical Center	800 Washington Street Box 31 Boston, MA 02111	None	Patient navigation program for underserved patients	PC	170(b)(1)(A)(iii)	50,000
United South End Settlements	566 Columbus Avenue Boston, MA 02118	None	Summer camp program for disadvantaged children	PC	509(a)(2)	25,000
Ursuline Academy	85 Lowder Street Dedham, MA 02026	None	Scholarship program for disadvantaged students	PC	Group	25,000
USS Constitution Museum, Inc	PO Box 291812 Boston, MA 02129-0215	None	Support for museum operations	PC	170(b)(1)(A)(vi)	25,000
USS Massachusetts Memorial Committee, Inc	5 Water Street PO Box 111 Fall River, MA 02722-0111	None	Support for educational programming	PC	509(a)(2)	25,000
Waterville Area Boys & Girls Club	126 North Street Waterville, ME 04901	None	Support for field renovations	PC	170(b)(1)(A)(vi)	25,000
Wentworth Institute of Technology	550 Huntington Avenue Boston, MA 02115	None	Scholarship program for disadvantaged adults	PC	170(b)(1)(A)(ii)	50,000
WGBH Educational Foundation	One Guest Street Boston, MA 02135	None	Capacity building to develop educational programming	PC	170(b)(1)(A)(vi)	100,000
Wheelock College	200 The Riverway Boston, MA 02215	None	Theater education program for children	PC	170(b)(1)(A)(ii)	50,000

Recipient	Recipient Address	Relationship to Substantial Contributor	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Whittier Street Health Center Committee, Inc	1290 Tremont Street Roxbury, MA 02120	None	Community health and human service programs	PC	509(a)(2)	25,000
Windrush Farm Therapeutic Equitation, Inc	479 Lacy Street North Andover, MA 01845	None	Experiential program for children with developmental disabilities	PC	509(a)(2)	25,000
Women of Means, Inc	148 Linden Street Suite 208 Wellesley, MA 02482	None	Program that addresses health care challenges of the homeless and the elderly	PC	509(a)(2)	25,000
Xaverian Brothers High School	800 Clapboardtree Street Westwood, MA 02090-1799	None	Construction and renovation of school serving boys in grades 7 - 12	PC	Group	250,000
The Boston Foundation dba TPI	420 Boylston Street Boston, MA 02116	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(vi)	1,204,530
YMCA Greater Boston	316 Huntington Avenue Boston, MA 02115-5019	None	Renovation and improvements to facility serving individuals and families	PC	170(b)(1)(A)(vi)	250,000
Youth Enrichment Services, Inc	412 Massachusetts Avenue Boston, MA 02118	None	Outdoor adventure and enrichment program for inner-city youth	PC	170(b)(1)(A)(vi)	75,000

Total

\$ 21,005,480

Recipient	Recipient Address	Relationship to Substantial Contributor	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Boston Health Care for the Homeless Program, Inc	780 Albany Street Boston, MA 02118	None	Support for program that provides homeless parents and children with health care and other supportive services	PC	170(b)(1)(A)(vi)	\$ 50,000
Dimock Community Foundation	55 Dimock Street Roxbury, MA 02119	None	Facility improvement project and community health and human service programs	PC	509(a)(2)	100,000
Hale Reservation, Inc	80 Carby Street Westwood, MA 02090	None	Support for capacity building for reservation that hosts summer camps serving more than 4,400 Greater Boston children	PC	509(a)(2)	112,000
Boston Harbor Island Alliance, Inc	15 State Street Boston, MA 02109	None	Environmental education program for youth	PC	170(b)(1)(A)(vi)	25,000
Malden Catholic High School	99 Crystal Street Malden, MA 02148	None	Renovation of school serving boys in grades 9 - 12	PC	Group	500,000
Massachusetts General Hospital	55 Fruit Street Boston, MA 02114-2723	None	Support for student-faculty collaborative to encourage careers in primary care, support for program that promotes compassion in health care	PC	170(b)(1)(A)(vi)	25,000
Nashoba Learning Group	10 Oak Park Drive Bedford, MA 01730	None	Support for organization that assists individuals with Autism	PC	170(b)(1)(A)(ii)	200,000
Raw Art Works, Inc	37 Central Square Lynn, MA 01901	None	Arts education and leadership development program for young people	PC	170(b)(1)(A)(vi)	25,000
Saint Columbkille School, Inc	25 Arlington Street Brighton, MA 02135	None	Renovation of school serving students in grades PreK - 8	PC	Group	500,000
St Joseph Preparatory High School	617 Cambridge Street Boston, MA 02134-0240	None	Renovation of school serving students in grades 9 - 12	PC	Group	250,000
Thompson Island Outward Bound Education Center, Inc	P O Box 127 Boston, MA 02127	None	Facility improvement project	PC	170(b)(1)(A)(vi)	125,000
Trustees of Boston University	1 Silber Way - 8th Floor Boston, MA 02215	None	Support for non-profit internship program	PC	170(b)(1)(A)(ii)	8,500,000
The Boston Foundation dba TPI	420 Boylston Street Boston, MA 02116	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(vi)	1,330,000
Total						\$ 11,742,000

YAWKEY FOUNDATION II

04-2768239

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 22

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
NATURAL RESOURCE INCOME			15	663,829.	
NATURAL RESOURCE LITIGATION SETTLEMENTS			15	468.	
SEC LITIGATION, CONSENT PAYMTS AND OTHER			01	23,220.	
PRIVATE EQUITY DISTRIBUTION INCOME			01	211,625.	
TOTALS				899,142.	