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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

, and ending

Name of foundation

LILY AUCHINCLOSS FOUNDATION, INC.

A Employer identification number

13-3935995

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

16 EAST 79TH STREET

Room/suite

31

B Telephone number

(212) 708-9216

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

NEW YORK, NY 10021C If exemption application is pending, check here ☐

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method

☒

Cash

☐

Accrual

(from Part II, col (c), line 16)

Other (specify) _____

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐▶ \$ **59,350,947.** (Part I, column (d) must be on cash basis)**Part I****Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received				N/A	
	2	Check ☒ if the foundation is not required to attach Sch B					
	3	Interest on savings and temporary cash investments					
	4	Dividends and interest from securities	870,450.	870,450.			STATEMENT 1
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10	4,973,060.				
	b	Gross sales price for all assets on line 6a					
	7	Capital gain net income (from Part IV, line 2)		4,973,060.			
	8	Net short-term capital gain					
	9	Income modifications					
	10a	Gross sales less returns and allowances					
Operating and Administrative Expenses	b	Less: Cost of goods sold					
	c	Gross profit or (loss)					
	11	Other income	23.	<5.>			STATEMENT 2
	12	Total. Add lines 1 through 11	5,843,533.	5,843,505.			
	13	Compensation of officers, directors, trustees, etc	0.	0.			0.
	14	Other employee salaries and wages	80,719.	0.			80,719.
	15	Pension plans, employee benefits	100,934.	0.			100,934.
	16a	Legal fees					
	b	Accounting fees STMT 3	16,500.	0.			16,500.
	c	Other professional fees STMT 4	414,421.	307,849.			106,572.
	17	Interest					
	18	Taxes STMT 5	167,858.	28,716.			39,142.
	19	Depreciation and depletion					
	20	Occupancy	41,017.	0.			41,017.
	21	Travel, conferences, and meetings	6,534.	0.			6,534.
	22	Printing and publications	122.	0.			122.
	23	Other expenses STMT 6	47,488.	7,590.			39,898.
	24	Total operating and administrative expenses. Add lines 13 through 23	875,593.	344,155.			431,438.
	25	Contributions, gifts, grants paid	1,851,500.				1,851,500.
	26	Total expenses and disbursements. Add lines 24 and 25	2,727,093.	344,155.			2,282,938.
	27	Subtract line 26 from line 12					
	a	Excess of revenue over expenses and disbursements	3,116,440.				
	b	Net investment income (if negative, enter -0-)		5,499,350.			
	c	Adjusted net income (if negative, enter -0-)				N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,406,140.	3,074,644.	3,074,644.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	5,600,848.	5,524,480.	5,522,663.
	b Investments - corporate stock STMT 8	29,758,968.	31,875,015.	43,928,037.
	c Investments - corporate bonds STMT 9	2,641,392.	3,053,084.	3,174,655.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	3,328,466.	3,216,004.	3,643,368.	
14 Land, buildings, and equipment basis ▶ 3,280.				
Less accumulated depreciation ▶	3,280.	3,280.	3,280.	
15 Other assets (describe ▶ RENTAL SECURITY)	4,300.	4,300.	4,300.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	43,743,394.	46,750,807.	59,350,947.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	43,743,394.	46,750,807.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	43,743,394.	46,750,807.		
31 Total liabilities and net assets/fund balances	43,743,394.	46,750,807.		

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	43,743,394.
2 Enter amount from Part I, line 27a	2	3,116,440.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	46,859,834.
5 Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCES	5	109,027.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	46,750,807.

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			
b	SEE ATTACHED STATEMENT		
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			4,973,060.

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

(i) FMV 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			4,973,060.

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	4,973,060.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	2,821,481.	48,687,081.	.057951
2012	2,628,450.	45,029,349.	.058372
2011	2,610,692.	46,455,231.	.056198
2010	2,629,178.	44,966,312.	.058470
2009	2,079,760.	38,435,292.	.054111

2 Total of line 1, column (d)	2	.285102
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	.057020
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	55,024,175.
5 Multiply line 4 by line 3	5	3,137,478.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	54,994.
7 Add lines 5 and 6	7	3,192,472.
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	2,282,938.

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	109,987.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	109,987.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	109,987.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	128,117.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	35,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	163,117.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	53,130.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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?		
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) ☐ NY		
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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>LILYAUCH.ORG</u>	13	X	
14	The books are in care of ► <u>ANDERSEN TAX LLC</u> Telephone no ► <u>(646) 213-5100</u> Located at ► <u>1177 AVENUE OF THE AMERICAS, NEW YORK, NY</u> ZIP+4 ► <u>10036</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? 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 ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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?		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

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

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

▶ 0

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

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

[illegible]

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

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.

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		

Summary of Program-Related Investments

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

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

Form **990-PF** (2014)

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	52,943,218.
b	Average of monthly cash balances	1b	2,918,889.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	55,862,107.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	55,862,107.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	837,932.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,024,175.
6	Minimum investment return. Enter 5% of line 5	6	2,751,209.

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	2,751,209.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	109,987.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	109,987.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,641,222.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,641,222.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,641,222.

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	2,282,938.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,282,938.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,282,938.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,641,222.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010	119,314.			
c From 2011	334,584.			
d From 2012	426,589.			
e From 2013	470,747.			
f Total of lines 3a through e	1,351,234.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,282,938.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				2,282,938.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	358,284.			358,284.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	992,950.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	992,950.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011	95,614.			
c Excess from 2012	426,589.			
d Excess from 2013	470,747.			
e Excess from 2014				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
VARIOUS - SEE STATEMENT ATTACHED	NONE	PC	GENERAL PURPOSE	1,851,500.
Total			3a	1,851,500.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities			14	870,450.	
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			01	23.	
8 Gain or (loss) from sales of assets other than inventory			18	4,973,060.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,843,533.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	5,843,533.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes
	a Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	
	(2) Other assets	1a(2)	
	b Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	
	(3) Rental of facilities, equipment, or other assets	1b(3)	
	(4) Reimbursement arrangements	1b(4)	
	(5) Loans or loan guarantees	1b(5)	
(6) Performance of services or membership or fundraising solicitations	1b(6)		
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date ✓

PRESIDENT/TREASURER

ORDER
Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MICHAEL J. VANDELOO

Preparer's signature

Richard A. Kufner
LLC

Date _____

11/10/15

Check ☐ self-employed

PTIN

P01458923

Firm's name **▶ ANDERSEN TAX LLC**

Firm's EIN ▶	33-1197384
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Firm's address ► 1177 AVENUE OF THE AMERICAS, 18TH FL.
NEW YORK, NY 10036

Phone no. 646-213-5100

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	NEUBERGER	BERMAN	593-33000	-	SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
b	NEUBERGER	BERMAN	593-33000	-	SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
c	NEUBERGER	BERMAN	555-02809	-	SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
d	NEUBERGER	BERMAN	550-02808	-	SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
e	NEUBERGER	BERMAN	550-02808	-	SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
f	OLD WESTBURY SCH	K-1					VARIOUS	VARIOUS
g	OLD WESTBURY SCH	K-1					VARIOUS	VARIOUS
h	OLD WESTBURY SCH	K--1					VARIOUS	VARIOUS
i								
j								
k								
l								
m								
n								
o								

(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			182,225.
b			4,792,514.
c			<3,378.>
d			<5,610.>
e			<3,426.>
f			<37.>
g			10,773.
h			<1.>
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			182,225.
b			4,792,514.
c			<3,378.>
d			<5,610.>
e			<3,426.>
f			<37.>
g			10,773.
h			<1.>
i			
j			
k			
l			
m			
n			
o			

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	4,973,060.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CARVER FEDERAL SAVINGS - INTEREST	341.	0.	341.	341.	
CRA QUALIFIED INV FUND *02027 - DIVIDENDS	65,325.	0.	65,325.	65,325.	
LAZARD LTD SCH K-1 - DIVIDENDS	10,186.	0.	10,186.	10,186.	
NEUBERGER BERMAN 02808 - ACCRUED INTEREST PAID	<4,170.>	0.	<4,170.>	<4,170.>	
NEUBERGER BERMAN 02808 - INTEREST	143,488.	0.	143,488.	143,488.	
NEUBERGER BERMAN 33000 - DIVIDENDS	648,476.	0.	648,476.	648,476.	
OLD WESTBURY SCH K-1 - DIVIDENDS	6,132.	0.	6,132.	6,132.	
OLD WESTBURY SCH K-1 - INTEREST	672.	0.	672.	672.	
TO PART I, LINE 4	870,450.	0.	870,450.	870,450.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NEUBERGER BERMAN 593-33000	28.	0.	
OLD WESTBURY SCH K-1	<5.>	<5.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	23.	<5.>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEE	16,500.	0.		16,500.	
TO FORM 990-PF, PG 1, LN 16B	16,500.	0.		16,500.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT SERVICES FEES NB#33000	358,665.	268,999.		89,666.	
ADR FEES - NB *33000	2,050.	2,050.		0.	
INVESTMENT SERVICES FEES NB *02809	17,240.	12,930.		4,310.	
INVESTMENT SERVICES FEES NB *02808	31,826.	23,870.		7,956.	
PROFESSIONAL FEES	4,640.	0.		4,640.	
TO FORM 990-PF, PG 1, LN 16C	414,421.	307,849.		106,572.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID - NB 33000	28,704.	28,704.		0.	
FOREIGN TAXES PAID - OLD WESTBURY K-1	12.	12.		0.	
PAYROLL TAXES	39,142.	0.		39,142.	
2014 1ST QUARTER TAX ESTIMATED PAYMENT	20,000.	0.		0.	
2014 2ND QUARTER TAX ESTIMATED PAYMENT	15,000.	0.		0.	
2014 3RD QUARTER TAX ESTIMATED PAYMENT	15,000.	0.		0.	
2014 4TH QUARTER TAX ESTIMATED PAYMENT	25,000.	0.		0.	

LILY 'AUCHINCLOSS FOUNDATION, INC.			13-3935995
2013 EXTENSION PAYMENT	25,000.	0.	0.
TO FORM 990-PF, PG 1, LN 18	167,858.	28,716.	39,142.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK STATE FILING FEE	1,500.	0.		1,500.
COMPUTER SERVICES	7,403.	0.		7,403.
TELEPHONE	1,191.	0.		1,191.
OLD WESTBURY SCH K-1	7,532.	7,532.		0.
LAZARD LTD SCH K-1	58.	58.		0.
MESSENGER EXPENSE	104.	0.		104.
MEMBERSHIP & SUBSCRIPTION	5,600.	0.		5,600.
BUSINESS MEALS	46.	0.		46.
INSURANCE	14,746.	0.		14,746.
BANK CHARGES	774.	0.		774.
OFFICE SUPPLIES	4,822.	0.		4,822.
UTILITIES	1,815.	0.		1,815.
MISC.	1,897.	0.		1,897.
TO FORM 990-PF, PG 1, LN 23	47,488.	7,590.		39,898.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN 02808	X		5,524,480.	5,522,663.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,524,480.	5,522,663.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,524,480.	5,522,663.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN 33000	25,139,876.	37,449,229.
INT'L FLAVORS & FRAGRANCES	404,783.	1,114,960.
NEUBERGER BERMAN 02809	6,330,356.	5,363,848.
TOTAL TO FORM 990-PF, PART II, LINE 10B	31,875,015.	43,928,037.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN 02808	3,053,084.	3,174,655.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,053,084.	3,174,655.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OLD WESTBURY VENTURE CAPITAL FUND II	COST	844,744.	957,206.
NEUBERGER BERMAN 33000	COST	2,260,288.	2,549,841.
CERIFICATES OF DEPOSIT	COST	110,972.	136,321.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,216,004.	3,643,368.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALEXANDRA A. HERZAN C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR, PRES & TREASURER 0.00	0.	0.	0.
PAUL K. HERZAN C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR & VP 0.00	0.	0.	0.
LEE AUCHINCLOSS LINK C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
JANET LEVOFF C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
JAMES GARA C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Lily Auchincloss Foundation
2014 Grants

<u>Date</u>	<u>Payee/Organization</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zipcode</u>	<u>Foundation</u>	<u>Purpose</u>	<u>Amount</u>
						<u>Status</u>		
1/17/2014	Friends of Strays	PO Box 541302	Flushing	NY	11354	PF	General Purpose	-\$5,000
2/7/2014	New York Women's Foundation	39 Broadway, 23rd Floor	New York	NY	10006	PF	General Purpose	-\$15,000
3/14/2014	Lesbian, Gay, Bisexual, and Transgender Center	208 West 13th Street	New York	NY	10011	PF	General Purpose	-\$10,000
3/9/2014	Miss Hall's School	492 Holmes Road	Pittsfield	MA	1201	PF	General Purpose	-\$10,000
4/16/2014	American Museum of the Moving Image	36-01 35th Avenue	Astoria	NY	11106	PF	General Purpose	-\$10,000
4/15/2014	Asian Americans for Equality	111 Division Street	New York	NY	10002	PF	General Purpose	-\$10,000
4/16/2014	Bartow-Pell Museum Mansion	895 Shore Road	Bronx	NY	10464	PF	General Purpose	-\$10,000
4/22/2014	Bronx Defenders	360 East 161st Street	Bronx	NY	10451	PF	General Purpose	-\$15,000
4/18/2014	Brooklyn Public Library	10 Grand Army Plaza	Brooklyn	NY	11238	PF	General Purpose	-\$15,000
4/16/2014	Casita Mana	928 Simpson Street	Bronx	NY	10459	PF	General Purpose	-\$10,000
4/15/2014	Community Ground Communities	125 Maiden Lane, Suite 16C	New York	NY	10038	PF	General Purpose	-\$15,000
4/21/2014	Design Trust for Public Space	40 Worth Street #603	New York	NY	10013	PF	General Purpose	-\$15,000
4/17/2014	Food Bank for New York City	39 Broadway, 10th Floor	New York	NY	10075	PF	General Purpose	-\$25,000
4/23/2014	Fountain House	425 West 47th Street	New York	NY	10036	PF	General Purpose	-\$40,000
4/15/2014	Girls Educational and Mentoring Services (GEMS)	201 West 148th Street	New York	NY	10039	PF	General Purpose	-\$15,000
4/15/2014	Gods Love We Deliver	166 Avenue of the Americas	New York	NY	10013	PF	General Purpose	-\$15,000
4/15/2014	Hester Street Collaborative	113 Hester Street	New York	NY	10002	PF	General Purpose	-\$15,000
4/16/2014	Highbridge Community Life Center	979 Ogden Avenue	Bronx	NY	10452	PF	General Purpose	-\$10,000
4/15/2014	Housing Court Answers	125 Maiden Lane, Suite 318	New York	NY	10038	PF	General Purpose	-\$10,000
4/15/2014	Housing Plus Solutions	4 West 43rd Street, Suite 316	New York	NY	10036	PF	General Purpose	-\$10,000
4/18/2014	Jacob Riis Neighborhood Settlement House	1025 41st Avenue	Long Island City	NY	11101	PF	General Purpose	-\$15,000
4/24/2014	Jencho Project	245 West 29th Street, Suite 902	New York	NY	10001	PF	General Purpose	-\$10,000
4/24/2014	Jumpstart for Young Children	505 Eight Avenue	New York	NY	10018	PF	General Purpose	-\$10,000
4/14/2014	Lawyer's Alliance for New York	171 Madison Avenue	New York	NY	10016	PF	General Purpose	-\$15,000
4/14/2014	Lower East Side Tenement Museum	91 Orchard Street	New York	NY	10002	PF	General Purpose	-\$20,000
4/15/2014	Make the Road New York	301 Grove Street	Brooklyn	NY	11237	PF	General Purpose	-\$15,000
4/17/2014	Making Book Sing	340 East 46th Street	New York	NY	10017	PF	General Purpose	-\$5,000
4/22/2014	Mercy Center	377 East 145th Street	Bronx	NY	10454	PF	General Purpose	-\$15,000
4/15/2014	Naumberg Orchestral Concerts	300 Central Park West, Apt 18H	New York	NY	10024	PF	General Purpose	-\$10,000
4/18/2014	Neighbors Together	2094 Fulton Street	Brooklyn	NY	11233	PF	General Purpose	-\$10,000
4/21/2014	New York Botanical Garden	2900 Southern Boulevard	Bronx	NY	10458	PF	General Purpose	-\$10,000
4/17/2014	New York City Outward Bound Schools	29-46 Northern Boulevard	Long Island City	NY	11101	PF	General Purpose	-\$10,000
4/17/2014	New York Hall of Science	47-01 111th Street	New York	NY	11368	PF	General Purpose	-\$15,000
4/15/2014	NYPIRG	9 Murray Street	New York	NY	10007	PF	General Purpose	-\$15,000
4/14/2014	Queens Botanical Garden	43-50 Main Street	Flushing	NY	11355	PF	General Purpose	-\$10,000
4/14/2014	Services and Advocacy for GLBT Elders	305 Seventh Avenue, 6th Floor	New York	NY	10001	PF	General Purpose	-\$10,000
4/24/2014	Seventh Regiment Armory Conservancy	643 Park Avenue	New York	NY	10065	PF	General Purpose	-\$15,000
4/17/2014	Studio Museum in Harlem	144 West 125th Street	New York	NY	10027	PF	General Purpose	-\$15,000
4/17/2014	Supportive Housing Network of New York	247 West 37th Street, 18th Street	New York	NY	10018	PF	General Purpose	-\$10,000
4/15/2014	Urban Dove	Church Street Station	New York	NY	10008	PF	General Purpose	-\$10,000
4/24/2014	Smack Mellon	92 Plymouth Street	Brooklyn	NY	11201	PF	General Purpose	-\$10,000
4/22/2014	American Youth Table Tennis	PO Box 155	Irvington	NY	10533	PF	General Purpose	-\$5,000
4/15/2014	Smithsonian Cooper Hewitt, National Design	2 East 91st Street	New York	NY	10128	PF	General Purpose	-\$50,000
4/14/2014	Medicare Rights Center	520 Eight Avenue	New York	NY	10018	PF	General Purpose	-\$10,000
4/16/2014	Historic House Trust of New York City	830 5th Avenue, Room 203	New York	NY	10065	PF	General Purpose	-\$10,000
4/17/2014	DreamYard	1085 Washington Avenue	Bronx	NY	10456	PF	General Purpose	-\$15,000
4/14/2014	Association of Community Employment (ACE)	598 Broadway, 7th Floor	New York	NY	10012	PF	General Purpose	-\$10,000
5/23/2014	Wild Bird Fund	565 Columbus Avenue	New York	NY	10024	PF	General Purpose	-\$5,000
5/19/2014	West Side Community Garden	525 West End Avenue, #6H	New York	NY	10024	PF	General Purpose	-\$3,000
5/20/2014	Weill Cornell Medical College	1300 York Avenue	New York	NY	10065	PF	General Purpose	-\$25,000
5/16/2014	Fractured Atlas	248 West 35th Street	New York	NY	10001	PF	General Purpose	-\$5,000
5/15/2014	Design Trust for Public Space	40 Worth Street #603	New York	NY	10013	PF	General Purpose	-\$10,000
5/27/2014	Indo-American Arts Council	517 East 87th Street, #1B	New York	NY	10128	PF	General Purpose	-\$5,000
6/18/2014	Radio Dianas	153 West 27th Street, Suite 1107	New York	NY	10001	PF	General Purpose	-\$5,000
06/18/14	Kentler International Drawing Space	353 Van Brunt Street	Brooklyn	NY	11231	PF	General Purpose	-\$5,000
6/30/2014	Museum of Modern Art	11 West 53rd Street	New York	NY	10019	PF	General Purpose	-\$55,000
7/3/2014	Fractured Atlas	248 West 35th Street	New York	NY	10001	PF	General Purpose	-\$5,000
7/9/2014	Jazz Foundation of America	322 West 48th Street, 6th Floor	New York	NY	10036	PF	General Purpose	-\$5,000
7/28/2014	Battery Conservancy	One Whitehall Street 17th Floor	New York	NY	10004	PF	General Purpose	-\$15,000
7/28/2014	Big Apple Circus	One MetroTech Center	Brooklyn	NY	11201	PF	General Purpose	-\$20,000
7/30/2014	Bronx Council on the Arts	1738 Hone Avenue	Bronx	NY	10461	PF	General Purpose	-\$10,000
7/29/2014	Brooklyn Bridge Park Conservancy	334 Furman Street	Brooklyn	NY	11201	PF	General Purpose	-\$10,000
7/30/2014	Center for Alternative Sentencing and Employment Services (CASES)	346 Broadway	New York	NY	10013	PF	General Purpose	-\$20,000
7/28/2014	Center for Arts Education	266 West 37th Street	New York	NY	10018	PF	General Purpose	-\$10,000
7/29/2014	Center for Book Arts	28 West 27th Street, 3rd Floor	New York	NY	10001	PF	General Purpose	-\$10,000
7/28/2014	Center for Family Representation	40 Worth Street	New York	NY	10013	PF	General Purpose	-\$15,000
7/28/2014	Citymeals-on-Wheels	355 Lexington Avenue	New York	NY	10017	PF	General Purpose	-\$10,000
7/30/2014	Correctional Association of New York	2090 Adam Clayton Powell Blvd	New York	NY	10027	PF	General Purpose	-\$10,000
7/31/2014	Creative Time	59 East 4th Street, 6th Floor	New York	NY	10003	PF	General Purpose	-\$25,000
7/28/2014	Ghetto Film School	79 Alexander Avenue	Bronx	NY	10454	PF	General Purpose	-\$15,000
7/31/2014	Laundromat Project	127 West 127th Street	New York	NY	10027	PF	General Purpose	-\$10,000
7/28/2014	Literacy Partners	30 East 33rd Street	New York	NY	10016	PF	General Purpose	-\$10,000
7/31/2014	Metropolitan Waterfront Alliance	241 Water Street	New York	NY	10038	PF	General Purpose	-\$15,000

7/28/2014	New York Landmarks Conservancy	One Whitehall Street	New York	NY	10004	PF	General Purpose	-\$20,000
7/29/2014	Participatory Budget Project	388 Atlantic Avenue	Brooklyn	NY	11217	PF	General Purpose	-\$10,000
7/29/2014	Riverkeeper	20 Secor Road	Ossining	NY	10562	PF	General Purpose	-\$20,000
7/28/2014	Sustainable South Bronx	1231 Lafayette Avenue	Bronx	NY	10474	PF	General Purpose	-\$10,000
7/29/2014	Transportation Alternatives	127 West 26th Street #1002	New York	NY	10001	PF	General Purpose	-\$25,000
7/28/2014	University Settlement Society of New York City	184 Eldridge Street	New York	NY	10002	PF	General Purpose	-\$15,000
7/30/2014	New York Legal Assistance Group	7 Hanover Square	New York	NY	10004	PF	General Purpose	-\$15,000
7/30/2014	Center for Urban Pedagogy	232 Third Street, #D201	Brooklyn	NY	11215	PF	General Purpose	-\$15,000
7/30/2014	Fund for the City of New York	121 6th Avenue, 6th Floor	New York	NY	10013	PF	General Purpose	-\$5,000
8/5/2014	International Center for Journalists	2000 M Street N W, Suite 250	Washington	DC	20036	PF	General Purpose	-\$5,000
8/18/2014	Art Start	526 West 26th Street	New York	NY	10001	PF	General Purpose	-\$15,000
8/18/2014	Bowery Mission	132 Madison Avenue	New York	NY	10016	PF	General Purpose	-\$15,000
8/1/2014	Broadway Mall Association	2095 Broadway, Suite 403	New York	NY	10023	PF	General Purpose	-\$10,000
8/1/2014	BronxWorks	60 East Tremont Avenue	Bronx	NY	10453	PF	General Purpose	-\$10,000
8/1/2014	Dieu Donne	315 West 36th Street	New York	NY	10018	PF	General Purpose	-\$10,000
8/1/2014	Five Myles	133 Wooster Street	New York	NY	10012	PF	General Purpose	-\$5,000
8/14/2014	Fund for the City of New York	121 6th Avenue, 6th Floor	New York	NY	10013	PF	General Purpose	-\$15,000
8/6/2014	Gowanus Canal Conservancy	94 9th Street	Brooklyn	NY	11215	PF	General Purpose	-\$10,000
8/4/2014	Groundswell	540 President Street	Brooklyn	NY	11215	PF	General Purpose	-\$10,000
8/1/2014	Habitat Map	669 Carroll Street #3	Brooklyn	NY	11215	PF	General Purpose	-\$15,000
8/8/2014	Holy Apostles Soup Kitchen	296 9th Avenue	New York	NY	10001	PF	General Purpose	-\$15,000
8/8/2014	New York Foundation for the Arts	20 Jay Street	Brooklyn	NY	11201	PF	General Purpose	-\$15,000
8/1/2014	Rockaway Waterfront Alliance	PO Box 900645	Far Rockaway	NY	11690	PF	General Purpose	-\$15,000
8/4/2014	Row New York	10-27 46th Avenue	Long Island City	NY	11101	PF	General Purpose	-\$25,000
8/4/2014	Safe Horizon	2 Lafayette Street	New York	NY	10007	PF	General Purpose	-\$15,000
8/4/2014	Staten Island Arts	1000 Richmond Terrace	Staten Island	NY	10301	PF	General Purpose	-\$10,000
8/4/2014	Trust for Public Land	666 Broadway	New York	NY	10012	PF	General Purpose	-\$20,000
8/4/2014	Urban Assembly	90 Broad Street, Suite 2101	New York	NY	10004	PF	General Purpose	-\$25,000
8/6/2014	Regional Plan Association	4 Irving Place, 7th Floor	New York	NY	10003	PF	General Purpose	-\$25,000
8/20/2014	Hope Program	One Smith Street	Brooklyn	NY	11201	PF	General Purpose	-\$15,000
8/1/2014	Brooklyn Rail	99 Commercial Street	Brooklyn	NY	11222	PF	General Purpose	-\$10,000
8/20/2014	Mark Morris Dance Group	3 Lafayette Avenue	Brooklyn	NY	11217	PF	General Purpose	-\$5,000
9/8/2014	Citizens Committee for Children of NY	105 East 22nd Street, 7th Floor	New York	NY	10010	PF	General Purpose	-\$10,000
9/12/2014	Public Interest Projects	45 West 36th Street, 6th Floor	New York	NY	10018	PF	General Purpose	-\$5,000
9/19/2014	Services and Advocacy for GLBT Elders	305 Seventh Avenue, 6th Floor	New York	NY	10001	PF	General Purpose	-\$5,000
10/23/2014	American Youth Table Tennis	PO Box 155	Irvington	NY	10533	PF	General Purpose	-\$10,000
10/23/2014	Youth Represent	11 Park Place, Suite 1512	New York	NY	10007	PF	General Purpose	-\$5,000
11/14/2014	Doctors Without Borders	333 7th Avenue	New York	NY	10001	PF	General Purpose	-\$25,000
11/12/2014	New Music USA	90 John Street Suite 312	New York	NY	10038	PF	General Purpose	-\$5,000
11/24/2014	Women Make Movies	115 West 29th Street	New York	NY	10001	PF	General Purpose	-\$15,000
11/25/2014	One Story	232 3rd Street, #A108	Brooklyn	NY	11215	PF	General Purpose	-\$5,000
11/24/2014	Puppetworks	PO Box 150562	Brooklyn	NY	11215	PF	General Purpose	-\$5,000
12/4/2014	New Music USA	90 John Street Suite 312	New York	NY	10038	PF	General Purpose	-\$5,000
12/22/2014	Alliance for Young Artists & Writers	557 Broadway	New York	NY	10012	PF	General Purpose	-\$15,000
12/18/2014	Bed Stuy Campaign Against Hunger	2010 Fulton Street	Brooklyn	NY	11233	PF	General Purpose	-\$15,000
12/31/2014	Bronx Museum of the Arts	1040 Grand Concourse	Bronx	NY	10456	PF	General Purpose	-\$10,000
12/30/2014	Bronx River Alliance	One Bronx River Parkway	Bronx	NY	10462	PF	General Purpose	-\$20,000
12/29/2014	Brooklyn Greenway Initiative	153 Columbia Street	Brooklyn	NY	11231	PF	General Purpose	-\$15,000
12/23/2014	Cathedral Church of St John the Divine	1047 Amsterdam Avenue	New York	NY	10025	PF	General Purpose	-\$20,000
12/18/2014	City Lore	72 East First Street	New York	NY	10003	PF	General Purpose	-\$15,000
12/22/2014	College and Community Fellowship	475 Riverside Drive, Suite 1626	New York	NY	10115	PF	General Purpose	-\$10,000
12/19/2014	Doing Art Together	127 West 127th Street, Suite 304	New York	NY	10027	PF	General Purpose	-\$10,000
12/22/2014	Foundation Center	79 Fifth Avenue	New York	NY	10003	PF	General Purpose	-\$7,000
12/22/2014	Friends of Alice Austen House	2 Hylan Blvd	Staten Island	NY	10305	PF	General Purpose	-\$10,000
12/29/2014	Harmony Program	1700 Broadway, 39th Floor	New York	NY	10019	PF	General Purpose	-\$10,000
12/12/2014	Morris-Jumel Mansion	65 Jumel Terrace	New York	NY	10032	PF	General Purpose	-\$7,500
12/30/2014	Moth	481 Broadway	New York	NY	10013	PF	General Purpose	-\$10,000
12/23/2014	National Center for Law and Economic Justice	275 Seventh Avenue	New York	NY	10001	PF	General Purpose	-\$15,000
12/22/2014	New York Restoration Project	254 West 31st Street, 10th Floor	New York	NY	10001	PF	General Purpose	-\$15,000
12/18/2014	New Yorkers for Parks	55 Broad Street	New York	NY	10004	PF	General Purpose	-\$15,000
12/26/2014	Old Merchants House of New York	29 East 4th Street	New York	NY	10003	PF	General Purpose	-\$5,000
12/15/2014	openhousenewyork	115 West 27th Street	New York	NY	10001	PF	General Purpose	-\$10,000
12/15/2014	Smithsonian Cooper Hewitt, National Design Museum	2 East 91st Street	New York	NY	10128	PF	General Purpose	-\$35,000
12/23/2014	St Ann's Warehouse	55 Washington Street	Brooklyn	NY	11201	PF	General Purpose	-\$20,000
12/19/2014	Symphonyspace	2537 Broadway	New York	NY	10025	PF	General Purpose	-\$10,000
12/22/2014	Urban Upbound	12-11 40th Avenue	Long Island City	NY	11101	PF	General Purpose	-\$15,000
12/23/2014	Women's Housing and Economic Development	50 East 168th Street	Bronx	NY	10452	PF	General Purpose	-\$15,000
12/29/2014	Manhattan Theatre Club	311 West 43rd Street, Floor 8	New York	NY	10036	PF	General Purpose	-\$2,000
12/16/2014	Queens Shakespeare	43-15 44th Street, C2	Sunnyside	NY	11104	PF	General Purpose	-\$2,000
12/19/2014	Recess Activities	41 Grand Street, Ground Floor	New York	NY	10013	PF	General Purpose	-\$2,000
12/18/2014	UPROSE	166A 22nd Street	Brooklyn	NY	11232	PF	General Purpose	-\$3,000
								<u><u>-\$1,851,500</u></u>

Capital Gains

Internal Use Only. Not for Public Distribution.

LILY AUCHINCLOSS FOUNDATION, INC (FIXED INCOME ACCOUNT)
16 EAST 79TH STREET-STE 31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2014 To 12/31/2014

Description	Totals
Short Term Gain/Loss	-5,609 79
Long Term Gain/Loss	-3,425 91
Total Short Sale Gain/Loss	0 00
Discount Income	0 00
Total Capital Gains/Losses	-9,035 70
Adjusted Basis	3,330,146.35
Proceeds	3,321,110.65
Total Curr Gain/Loss	0 00

FIXED INCOME - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
01/06/2014	02/19/2014	50,000 00	0 00	912828WE6	UNITED STATES TREASURY NOTE 2 75000% 11/15/2023 912828WE6 MN_15	98 149	100 593	49,074 42	50,296 68	ST	1,222 26	0 00	49,074 42	0 00	0 00
01/06/2014	04/11/2014	185,000 00	0 00	912828A75	UNITED STATES TREASURY NOTE 1 50000% 12/31/2018 912828A75 JD_31	99 047	99 953	183,237 34	184,912 66	ST	1,675 32	0 00	183,237 34	0 00	0 00

01/06/2014	04/29/2014	30,000 00	0 00	912828A75	UNITED STATES TREASURY NOTE 1 50000% 12/31/2018 912828A75	99 047	99 332	29,714 16	29,799 51	ST	85 35	0 00	29,714 16	0 00	0 00
03/12/2014	05/22/2014	35,000 00	0 00	912828VS6	UNITED STATES TREASURY NOTE 2 50000% 8/15/2023 912828VS6 FA_15	98 704	100 226	34,546 23	35,079 16	ST	532 93	0 00	34,546 23	0 00	0 00
03/12/2014	06/30/2014	35,000 00	0 00	912828VS6	UNITED STATES TREASURY NOTE 2 50000% 8/15/2023 912828VS6 FA_15	98 704	100 449	34,546 23	35,157 09	ST	610 86	0 00	34,546 23	0 00	0 00
07/30/2014	08/06/2014	40,000 00	0 00	912828VK3	UNITED STATES TREASURY NOTE 1 37500% 6/30/2018 912828VK3 JD_30	99 594	100 156	39,837 63	40,062 37	ST	224 74	0 00	39,837 63	0 00	0 00
07/31/2014	09/02/2014	70,000 00	0 00	912828WJ5	UNITED STATES TREASURY NOTE 2 50000% 5/15/2024 912828WJ5 MN_15	99 450	100 746	69,614 73	70,521 98	ST	907 25	0 00	69,614 73	0 00	0 00
08/28/2014	09/02/2014	40,000 00	0 00	912828WJ5	UNITED STATES TREASURY NOTE 2 50000% 5/15/2024 912828WJ5 MN_15	101 426	100 746	40,570 47	40,298 28	ST	-272 19	0 00	40,570 47	0 00	0 00

03/12/2014	10/14/2014	220,000.00	0.00	912828VS6	UNITED STATES	98 704	103 230	217,147.76	227,106.15	ST	9,958.39	0.00	217,147.76	0.00	0.00
					TREASURY NOTE										
					2.50000% 8/15/2023										
					912828VS6										
					FA_15										
03/12/2014	10/20/2014	30,000.00	0.00	912828VS6	UNITED STATES	98 704	103 250	29,611.06	30,974.88	ST	1,363.82	0.00	29,611.06	0.00	0.00
					TREASURY NOTE										
					2.50000% 8/15/2023										
					912828VS6										
					FA_15										
03/12/2014	11/06/2014	35,000.00	0.00	912828VS6	UNITED STATES	98 704	101 652	34,546.24	35,578.18	ST	1,031.94	0.00	34,546.24	0.00	0.00
					TREASURY NOTE										
					2.50000% 8/15/2023										
					912828VS6										
					FA_15										
05/30/2014	11/17/2014	40,000.00	0.00	912828WLO	UNITED STATES	99 832	99 789	39,932.95	39,915.49	ST	-17.46	0.00	39,932.95	0.00	0.00
					TREASURY NOTE										
					1.50000% 5/31/2019										
					912828WLO										
					MN_31										
10/31/2014	12/03/2014	15,000.00	0.00	912828F62	UNITED STATES	99 465	99 523	14,919.78	14,928.47	ST	8.69	0.00	14,919.78	0.00	0.00
					TREASURY NOTE										
					1.50000% 10/31/2019										
					912828F62										
					AO_31										
05/30/2014	12/03/2014	30,000.00	0.00	912828WLO	UNITED STATES	99 832	99 937	29,949.71	29,981.15	ST	31.44	0.00	29,949.71	0.00	0.00
					TREASURY NOTE										
					1.50000% 5/31/2019										
					912828WLO										
					MN_31										
ST - TERM		855,000.00						847,248.71	864,612.05	ST	17,363.34	0.00	847,248.71	0.00	0.00
TOTAL															
SECTION		855,000.00						847,248.71	864,612.05		17,363.34	0.00	847,248.71	0.00	0.00
TOTAL															

FIXED INCOME - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
04/12/2013	01/06/2014	53,470.78	60,000.00	3138MFTC1	FNMA GTD PASS THRU POOL#AQ054 6 3 50000% 11/1/2042	106.344	99.598	56,925.20	53,255.65	ST	-3,669.55	0.00	56,925.20	0.00	0.00
04/12/2013	01/06/2014	90,420.19	00,000.00	3138MLCP7	3138MFTC1 FNMA GTD PASS THRU POOL#AQ457 7 3 50000% 12/1/2042	106.344	99.598	96,261.72	90,056.39	ST	-6,205.33	0.00	96,261.72	0.00	0.00
04/12/2013	01/06/2014	107,150.68	20,000.00	3138MQCT8	3138MLCP7 FNMA GTD PASS THRU POOL#AQ818 1 3 50000% 1/1/2043	106.375	99.598	114,106.56	106,719.56	ST	-7,387.00	0.00	114,106.56	0.00	0.00
04/12/2013	01/06/2014	24,023.96	25,000.00	3138WN3Y3	3138MQCT8 FNMA GTD PASS THRU POOL#AT1714 3 50000% 4/1/2043	106.375	99.598	25,563.51	23,927.30	ST	-1,636.21	0.00	25,563.51	0.00	0.00
07/18/2013	01/13/2014	25,000.00	0.00	912828VK3	3138WN3Y3 UNITED STATES TREASURY NOTE 1 37500% 6/30/2018	100.196	99.843	25,048.91	24,960.85	ST	-88.06	0.00	25,048.91	0.00	0.00
03/19/2013	01/15/2014	55,000.00	0.00	06051GET2	JD_30 BANK AMER CORP SR NT 2%18 2 00000% 1/1/2018	100.017	100.182	55,009.35	55,100.10	ST	90.75	0.00	55,009.35	0.00	0.00
10/25/2013	01/15/2014	382.94	0.00	3128MJS84	JJ_11 FEDL HOME LOAN MTG CORP#G08542 4 00000% 8/1/2043	105.125	100.000	402.57	382.94	ST	-19.63	0.00	402.57	0.00	0.00
					3128MJS84										

05/30/2013	01/15/2014	5,000.00	0.00	912828VB3	UNITED STATES TREASURY NOTE 1 75000% 5/15/2023 912828VB3 MN_15	96 684	91 058	4,834.20	4,552.91	ST	-281.29	0.00	4,834.20	0.00	0.00
10/28/2013	01/15/2014	70,000.00	0.00	912828VS6	UNITED STATES TREASURY NOTE 2 50000% 8/15/2023 912828VS6 FA_15	99 848	96 976	69,893.64	67,883.31	ST	-2,010.33	0.00	69,893.64	0.00	0.00
10/25/2013	01/25/2014	448.55	0.00	31419AVS3	FNMA GTD PASS THRU POOL#AE0624 4 00000% 11/1/2040 31419AVS3	105 531	100 000	473.36	448.55	ST	-24.81	0.00	473.36	0.00	0.00
02/06/2013	01/25/2014	1,189.88	0.00	3138A46Y6	FNMA GTD PASS THRU POOL#AH3586 4 00000% 1/1/2041 3138A46Y6	106 484	100 000	1,267.04	1,189.88	ST	-77.16	0.00	1,267.04	0.00	0.00
02/06/2013	01/25/2014	2,577.75	0.00	3138AM2K0	FNMA GTD PASS THRU POOL#A17977 4 00000% 9/1/2041 3138AM2K0	106 547	100 000	2,746.51	2,577.75	ST	-168.76	0.00	2,746.51	0.00	0.00
04/12/2013	01/25/2014	281.05	0.00	3138MFTC1	FNMA GTD PASS THRU POOL#AQ054 6 3 50000% 11/1/2042 3138MFTC1	106 344	100 000	299.21	281.05	ST	-18.16	0.00	299.21	0.00	0.00
04/12/2013	01/25/2014	1,017.92	0.00	3138MLCP7	FNMA GTD PASS THRU POOL#AQ457 7 3 50000% 12/1/2042 3138MLCP7	106 344	100 000	1,083.68	1,017.92	ST	-65.76	0.00	1,083.68	0.00	0.00
04/12/2013	01/25/2014	1,529.39	0.00	3138MQCT8	FNMA GTD PASS THRU POOL#AQ818 1 3 50000% 1/1/2043 3138MQCT8	106 375	100 000	1,628.67	1,529.39	ST	-99.28	0.00	1,628.67	0.00	0.00

04/12/2013	01/25/2014	34 92	0 00	3138WN3Y3	FNMA GTD PASS THRU POOL#AT1714 3 50000% 4/1/2043	106 375	100 000	37 19	34 92	ST	-2 27	0 00	37 19	0 00	0 00
10/25/2013	01/25/2014	307 22	0 00	3138X3EZ1	3138WN3Y3 FNMA GTD PASS THRU POOL#AU3751 4 00000% 8/1/2043	105 563	100 000	324 31	307 22	ST	-17 09	0 00	324 31	0 00	0 00
10/25/2013	02/15/2014	432 22	0 00	3128MJS84	3138X3EZ1 FEDL HOME LOAN MTG CORP#G08542 4 00000% 8/1/2043	105 125	100 000	454 37	432 22	ST	-22 15	0 00	454 37	0 00	0 00
10/28/2013	02/19/2014	15,000 00	0 00	912828VS6	3128MJS84 UNITED STATES TREASURY NOTE 2 50000% 8/15/2023 912828VS6 FA_15	99 848	98 785	14,977 21	14,817 71	ST	-159 50	0 00	14,977 21	0 00	0 00
10/25/2013	02/25/2014	274 49	0 00	31419AVS3	FNMA GTD PASS THRU POOL#AE0624 4 00000% 11/1/2040	105 531	100 000	289 67	274 49	ST	-15 18	0 00	289 67	0 00	0 00
10/25/2013	02/25/2014	424 82	0 00	3138X3EZ1	31419AVS3 FNMA GTD PASS THRU POOL#AU3751 4 00000% 8/1/2043	105 563	100 000	448 45	424 82	ST	-23 63	0 00	448 45	0 00	0 00
10/25/2013	03/12/2014	82,574 43	85,000 00	3128MJS84	3138X3EZ1 FEDL HOME LOAN MTG CORP#G08542 4 00000% 8/1/2043	105 125	104 250	86,806 37	86,083 84	ST	-722 53	0 00	86,806 37	0 00	0 00
10/25/2013	03/12/2014	71,419 82	95,000 00	31419AVS3	3128MJS84 FNMA GTD PASS THRU POOL#AE0624 4 00000% 11/1/2040 31419AVS3	105 531	104 469	75,370 22	74,611 40	ST	-758 82	0 00	75,370 22	0 00	0 00

10/25/2013	03/12/2014	77,309 08 80,000 00	3138X3EZ1	FNMA GTD PASS THRU POOL#AU3751 4 00000% 8/1/2043	105 563	104 500	81,609 40	80,787 99	ST	-821 41	0 00	81,609 40	0 00	0 00
10/25/2013	03/17/2014	484 33	0 00 3128MJS84	3138X3EZ1 FEDL HOME LOAN MTG CORP#G08542 4 00000% 8/1/2043	105 125	100 000	509 15	484 34	ST	-24 81	0 00	509 15	0 00	0 00
10/25/2013	03/25/2014	501 62	0 00 31419AVS3	3128MJS84 FNMA GTD PASS THRU POOL#AE0624 4 00000% 11/1/2040	105 531	100 000	529 37	501 62	ST	-27 75	0 00	529 37	0 00	0 00
10/25/2013	03/25/2014	119 94	0 00 3138X3EZ1	31419AVS3 FNMA GTD PASS THRU POOL#AU3751 4 00000% 8/1/2043	105 563	100 000	126 61	119 94	ST	-6 67	0 00	126 61	0 00	0 00
09/30/2013	04/10/2014	40,000 00	0 00 912828RH5	3138X3EZ1 UNITED STATES TREASURY NOTE 1 37500% 9/30/2018	99 926	99 761	39,970 45	39,904 55	ST	-65 90	0 00	39,970 45	0 00	0 00
09/17/2013	04/29/2014	85,000 00	0 00 84756NAC3	MS_30 SPECTRA ENERGY PARTNERS LP SR UNSECURED 2 95000% 9/25/2018	100 545	102 966	85,463 25	87,521 10	ST	2,057 85	0 00	85,463 25	0 00	0 00
07/18/2013	04/29/2014	15,000 00	0 00 912828VK3	84756NAC3 MS_25 UNITED STATES TREASURY NOTE 1 37500% 6/30/2018	100 196	99 668	15,029 35	14,950 15	ST	-79 20	0 00	15,029 35	0 00	0 00
				912828VK3 JD_30										

07/31/2013	04/29/2014	20,000.00	0.00	912828VQ0	UNITED STATES TREASURY NOTE 1 375000% 7/31/2018 912828VQ0 JJ_31	99 567	99 562	19,913.35	19,912.43	ST	-0.92	0.00	19,913.35	0.00	0.06
09/30/2013	04/29/2014	110,000.00	0.00	912828RH5	UNITED STATES TREASURY NOTE 1 375000% 9/30/2018 912828RH5 MS_30	99 926	99 211	109,918.72	109,131.66	ST	-787.06	0.00	109,918.72	0.00	0.00
10/22/2013	09/02/2014	65,000.00	0.00	94974BFQ8	WELLS FARGO & CO 2 150000% 1/15/2019 94974BFQ8 JJ_15	100 503	100 506	65,326.95	65,328.90	ST	1.95	0.00	65,326.95	0.00	0.00
10/21/2013	09/02/2014	60,000.00	0.00	94974BFQ8	WELLS FARGO & CO 2 150000% 1/15/2019 94974BFQ8 JJ_15	99 781	100 506	59,868.60	60,303.60	ST	435.00	0.00	59,868.60	0.00	0.00
ST - TERM TOTAL 11/30/2012	01/06/2014	1,081,375.98 45,000.00	0.00	912828TZ3	UNITED STATES TREASURY NOTE 0 250000% 11/30/2014 912828TZ3 MN_30	100 004	100 090	1,112,537.12 45,001.91	1,089,816.45 45,040.28	ST LT	-22,720.67 0.00	0.00 38.37	1,112,537.12 45,001.91	0.00 0.00	0.00 0.00
04/11/2007	01/15/2014	35,000.00	0.00	59018YUW9	MERRILL LYNCH & CO INC MEDIUM TERM NTS 5 000000% 01/15/2015 59018YUW9 JJ_15	96 921	104 216	33,922.35	36,475.60	LT	0.00	2,553.25	33,922.35	0.00	0.00
02/06/2013	02/25/2014	1,364.70	0.00	3138A46Y6	FNMA GTD PASS THRU POOL#AH3586 4 000000% 1/1/2041 3138A46Y6	106 484	100 000	1,453.19	1,364.70	LT	0.00	-88.49	1,453.19	0.00	0.00

02/06/2013	02/25/2014	759 91	0 00	3138AM2K0	FNMA GTD PASS THRU POOL#A17977 4 000000% 9/1/2041	106 547	100 000	809 66	759 91	LT	0 00	-49 75	809 66	0 00	0 00
12/31/2012	02/28/2014	220,000 00	0 00	912828UD0	3138AM2K0 UNITED STATES TREASURY NOTE 0 125000% 12/31/2014 912828UD0 JD_31	99 762	100 011	219,476 52	220,025 04	LT	0 00	548 52	219,476 52	0 00	0 00
07/15/2011	02/28/2014	100,000 00	0 00	912828ME7	UNITED STATES TREASURY NOTE 2 625000% 12/31/2014 912828ME7 JD_31	106 133	102 074	106,133 15	102,073 88	LT	0 00	-4,059 27	106,133 15	0 00	0 00
02/06/2013	03/12/2014	134,601 19	55,000 00	3138A46Y6	FNMA GTD PASS THRU POOL#AH3586 4 000000% 1/1/2041	106 484	104 469	143,329 23	140,616 18	LT	0 00	-2,713 05	143,329 23	0 00	0 00
02/06/2013	03/12/2014	162,207 62	80,000 00	3138AM2K0	FNMA GTD PASS THRU POOL#A17977 4 000000% 9/1/2041	106 547	104 469	172,827 14	169,456 27	LT	0 00	-3,370 87	172,827 14	0 00	0 00
06/26/2009	03/20/2014	110,000 00	0 00	984121BY8	3138AM2K0 XEROX CORPORATIO N SENIOR NOTES 8 250000% 05/15/2014 984121BY8 MN_15	104 297	101 079	114,726 70	111,186 90	LT	0 00	-3,539 80	114,726 70	0 00	0 00
02/06/2013	03/25/2014	1,117 91	0 00	3138A46Y6	FNMA GTD PASS THRU POOL#AH3586 4 000000% 1/1/2041	106 484	100 000	1,190 40	1,117 91	LT	0 00	-72 49	1,190 40	0 00	0 00
				3138A46Y6											

02/06/2013	03/25/2014	2,500.63	0.00	3138AM2K0	FNMA GTD PASS THRU POOL #A17977 4.00000% 9/1/2041	106 547	100 000	2,664.34	2,500.63	LT	0.00	-163.71	2,664.34	0.00	0.00
08/31/2010	04/02/2014	55,000.00	0.00	912828LY4	3138AM2K0 UNITED STATES TREASURY NOTE 3.37500% 11/15/2019 912828LY4 MN_15	108 114	107 441	59,462.53	59,092.55	LT	0.00	-369.98	59,462.53	0.00	0.00
09/30/2010	04/02/2014	70,000.00	0.00	912828LY4	UNITED STATES TREASURY NOTE 3.37500% 11/15/2019 912828LY4 MN_15	107 758	107 441	75,430.75	75,208.71	LT	0.00	-222.04	75,430.75	0.00	0.00
04/03/2013	04/29/2014	25,000.00	0.00	801060AB0	***SANOFI S A SR UNSECURED 1.25000% 4/10/2018 801060AB0 AO_10	99 561	98 270	24,890.25	24,567.50	LT	0.00	-322.75	24,890.25	0.00	0.00
10/30/2009	04/29/2014	35,000.00	0.00	912828HH6	UNITED STATES TREASURY NOTES 4.25000% 11/15/2017 912828HH6 MN_15	107 399	110 648	37,589.59	38,726.84	LT	0.00	1,137.25	37,589.59	0.00	0.00
08/31/2009	04/29/2014	20,000.00	0.00	912828HH6	UNITED STATES TREASURY NOTES 4.25000% 11/15/2017 912828HH6 MN_15	107 020	110 648	21,403.99	22,129.62	LT	0.00	725.63	21,403.99	0.00	0.00
06/03/2013	07/30/2014	40,000.00	0.00	268648AP7	EMC CORP SR UNSECURED 1.87500% 6/1/2018 268648AP7 JD_01	99 943	99 856	39,977.20	39,942.40	LT	0.00	-34.80	39,977.20	0.00	0.00

08/10/2007	09/08/2014	19,000 00	0 00	126650BH2	CVS CAREMARK CORP SR NT 5 75000%	96 564	112 617	18,347 16	21,397 23	LT	0 00	3,050 07	18,347 16	0 00	0 00
					06/01/2017										
					126650BH2										
					JD_01										
LT - TERM		1,076,551 96						1,118,636 06	1,111,682 15	LT	0 00	-6,953 91	1,118,636 06	0 00	0 00
TOTAL															
SECTION		2,157,927 94						2,231,173 18	2,201,498 60		-22,720 67	-6,953 91	2,231,173 18	0 00	0 00
TOTAL															

MATURITIES - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
03/31/2014	08/15/2014	150,000 00	0 00	912828RB8	UNITED STATES TREASURY NOTE 0 50000% 8/15/2014 912828RB8 FA_15	100 168	100 000	150,252 46	150,000 00	ST	-252 46	0 00	150,252 46	0 00	0 00
ST - TERM		150,000 00						150,252 46	150,000 00	ST	-252 46	0 00	150,252 46	0 00	0 00
TOTAL															
SECTION		150,000 00						150,252 46	150,000 00		-252 46	0 00	150,252 46	0 00	0 00
TOTAL															

MATURITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
04/11/2007	10/01/2014	105,000 00	0 00	38143UAW1	GOLDMAN SACHS GROUP INC 10/01/2014 5 00000% 10/01/2014 38143UAW1 AQ_01	96 640	100 000	101,472 00	105,000 00	LT	0 00	3,528 00	101,472 00	0 00	0 00
LT - TERM		105,000 00						101,472 00	105,000 00	LT	0 00	3,528 00	101,472 00	0 00	0 00
TOTAL															
SECTION		105,000 00						101,472 00	105,000 00		0 00	3,528 00	101,472 00	0 00	0 00
TOTAL															

AUCHINCLOSS LILY FOUNDATION, Acct #: 550-02809 Phone #:

3/4/2015 Foundation - Corporate Cash NonTaxable Domestic NY IA=Y FI Acct=N Capital Appreciation IPO=N

Capital Gains

Internal Use Only. Not for Public Distribution.

LILY AUCHINCLOSS FOUNDATION, INC. - INTERNATIONAL FUND
16 EAST 79TH STREET-STE 31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2014 To 12/31/2014

Description	Totals
Short Term Gain/Loss	0.00
Long Term Gain/Loss	-3,378.26
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	-3,378.26
Adjusted Basis	18,378.26
Proceeds	15,000.00
Total Curr Gain/Loss	0.00

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	LT Gain/Loss	ST Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
04/04/2007	09/17/2014	1,341.68	0.00	NBIIX	***NEUBERGER & BERMAN EQUITY INTL INSTITUTIONAL L FD	13.698	11.180	18,378.26	15,000.00	LT	-3,378.26	0.00	18,378.26	0.00	0.00
LT - TERM		1,341.68						18,378.26	15,000.00	LT	-3,378.26	0.00	18,378.26	0.00	0.00
TOTAL SECTION TOTAL		1,341.68						18,378.26	15,000.00		-3,378.26	0.00	18,378.26	0.00	0.00

*** This report is intended to be an internal worksheet and should not be relied upon for accuracy, unless it confirms with the official records of the firm

Capital Gains

Internal Use Only. Not for Public Distribution.

LILY AUCHINCLOSS FOUNDATION, INC
16 EAST 79TH STREET - STE #31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2014 To 12/31/2014

Description	Totals
Short Term Gain/Loss	182,224.58
Long Term Gain/Loss	4,792,513.85
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	4,974,738.43
Adjusted Basis	10,378,031.15
Proceeds	15,352,769.58
Total Curr Gain/Loss	0.00

EQUITIES - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
11/22/2013	01/14/2014	935.00	0.00	INTU	INTUIT INC	71.938	75.880	67,261.84	70,946.84	ST	3,685.00	0.00	67,261.84	0.00	0.00
07/29/2013	01/14/2014	3,247.00	0.00	NWL	NEWELL RUBBERMAID INC	27.137	31.603	88,112.54	102,813.48	ST	14,500.94	0.00	88,112.54	0.00	0.00
02/04/2013	02/04/2014	5,552.00	0.00	BRGY	***BG GROUP PLC ADR	17.417	17.110	96,700.85	94,993.62	ST	-1,707.23	0.00	96,700.85	0.00	0.00
05/22/2013	04/02/2014	249.00	0.00	INTU	INTUIT INC	60.189	78.930	14,987.04	19,653.23	ST	4,666.19	0.00	14,987.04	0.00	0.00
11/22/2013	04/02/2014	572.00	0.00	INTU	INTUIT INC	71.938	78.930	41,148.42	45,147.19	ST	3,998.77	0.00	41,148.42	0.00	0.00
10/04/2013	04/03/2014	242.00	0.00	COV	***COVIDIEN PLC	60.286	72.410	14,589.28	17,522.93	ST	2,933.65	0.00	14,589.28	0.00	0.00

11/04/2013	04/03/2014	217 00	0 00	RYAAY	***RYANAIR HOLDINGS PLC SPONSORED ADR	45 266	60 270	9,822 70	13,078 32	ST	3,255 62	0 00	9,822 70	0 00	0 00
02/10/2014	04/03/2014	178 00	0 00	SLB	***SCHLUMBE RGER LTD	89 099	98 002	15,859 55	17,443 98	ST	1,584 43	0 00	15,859 55	0 00	0 00
10/22/2013	04/03/2014	361 00	0 00	ABT	ABBOTT LABORATORIE S	36 960	38 468	13,342 49	13,886 64	ST	544 15	0 00	13,342 49	0 00	0 00
10/09/2013	04/03/2014	367 00	0 00	AXP	AMERICAN EXPRESS COMPANY	72 561	90 740	26,630 07	33,300 84	ST	6,670 77	0 00	26,630 07	0 00	0 00
08/02/2013	04/03/2014	147 00	0 00	COST	COSTCO WHOLESALE CORP-NEW	118 376	111 878	17,401 32	16,445 74	ST	-955 58	0 00	17,401 32	0 00	0 00
01/08/2014	04/03/2014	317 00	0 00	EBAY	EBAY INC	53 313	54 881	16,900 22	17,396 89	ST	486 67	0 00	16,900 22	0 00	0 00
05/22/2013	04/03/2014	298 00	0 00	INTU	INTUIT INC	60 189	78 456	17,936 29	23,379 37	ST	5,443 08	0 00	17,936 29	0 00	0 00
01/08/2014	04/03/2014	369 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	44 633	48 831	16,469 43	18,018 42	ST	1,548 99	0 00	16,469 43	0 00	0 00
02/07/2014	04/03/2014	301 00	0 00	NBL	NOBLE ENERGY INC	64 786	71 395	19,500 74	21,489 51	ST	1,988 77	0 00	19,500 74	0 00	0 00
06/14/2013	04/03/2014	750 00	0 00	NUE	NUCOR CORP	44 917	51 549	33,687 60	38,660 67	ST	4,973 07	0 00	33,687 60	0 00	0 00
02/13/2014	04/03/2014	172 00	0 00	SJM	SMUCKER J M COMPANY NEW	94 586	97 456	16,268 84	16,762 03	ST	483 19	0 00	16,268 84	0 00	0 00
02/04/2014	04/03/2014	272 00	0 00	TJX	TJX COMPANIES INC NEW	56 249	61 895	15,299 65	16,835 03	ST	1,535 38	0 00	15,299 65	0 00	0 00
08/23/2013	04/03/2014	214 00	0 00	TWTC	TW TELECOM INC CLASS A	28 934	31 784	6,191 77	6,801 68	ST	609 91	0 00	6,191 77	0 00	0 00
01/14/2014	04/03/2014	479 00	0 00	USB	US BANCORP DEL	40 854	42 773	19,569 16	20,487 66	ST	918 50	0 00	19,569 16	0 00	0 00
10/09/2013	05/08/2014	467 00	0 00	AXP	AMERICAN EXPRESS COMPANY	72 561	89 021	33,886 22	41,571 70	ST	7,685 48	0 00	33,886 22	0 00	0 00
05/22/2013	05/08/2014	404 00	0 00	INTU	INTUIT INC	60 189	75 047	24,316 32	30,318 23	ST	6,001 91	0 00	24,316 32	0 00	0 00
05/08/2014	06/16/2014	1,110 00	0 00	TWTC	TW TELECOM INC CLASS A	29 896	40 157	33,185 00	44,573 50	ST	11,388 50	0 00	33,185 00	0 00	0 00
02/10/2014	07/23/2014	1,473 00	0 00	SLB	***SCHLUMBE RGER LTD	89 099	112 507	131,242 24	165,718 70	ST	34,476 46	0 00	131,242 24	0 00	0 00
11/04/2013	08/01/2014	1,007 00	0 00	RYAAY	***RYANAIR HOLDINGS PLC SPONSORED ADR	45 266	52 464	45,582 76	52,829 57	ST	7,246 81	0 00	45,582 76	0 00	0 00
02/10/2014	08/01/2014	51 00	0 00	SLB	***SCHLUMBE RGER LTD	89 099	108 060	4,544 03	5,510 93	ST	966 90	0 00	4,544 03	0 00	0 00

10/09/2013	08/01/2014	121 00	0 00	AXP	AMERICAN EXPRESS COMPANY	72 561	86 700	8,779 94	10,490 46	ST	1,710 52	0 00	8,779 94	0 00	0 00
08/02/2013	08/01/2014	413 00	0 00	COST	COSTCO WHOLESALE CORP-NEW	118 376	118 035	48,889 41	48,747 38	ST	-142 03	0 00	48,889 41	0 00	0 00
01/08/2014	08/01/2014	145 00	0 00	EBAY	EBAY INC	53 313	52 710	7,730 39	7,642 78	ST	-87 61	0 00	7,730 39	0 00	0 00
01/08/2014	08/01/2014	126 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	44 277	46 060	5,578 91	5,803 46	ST	224 55	0 00	5,578 91	0 00	0 00
05/07/2014	08/01/2014	138 00	0 00	NWL	NEWELL RUBBERMAID INC	29 198	32 678	4,029 34	4,509 49	ST	480 15	0 00	4,029 34	0 00	0 00
03/17/2014	08/01/2014	3,921 00	0 00	NWL	NEWELL RUBBERMAID INC	29 511	32 678	115,713 81	128,128 38	ST	12,414 57	0 00	115,713 81	0 00	0 00
02/07/2014	08/01/2014	103 00	0 00	NBL	NOBLE ENERGY INC	64 786	66 830	6,673 01	6,883 37	ST	210 36	0 00	6,673 01	0 00	0 00
04/29/2014	08/01/2014	850 00	0 00	RHI	ROBERT HALF INTERNATIONAL AL INC	43 824	48 341	37,250 48	41,088 60	ST	3,838 12	0 00	37,250 48	0 00	0 00
02/13/2014	08/01/2014	59 00	0 00	SJM	SMUCKER J M COMPANY NEW	94 586	100 150	5,580 59	5,908 71	ST	328 12	0 00	5,580 59	0 00	0 00
05/08/2014	08/01/2014	88 00	0 00	TWTC	TW TELECOM INC CLASS A	29 896	40 390	2,630 88	3,554 24	ST	923 36	0 00	2,630 88	0 00	0 00
07/11/2014	08/01/2014	105 00	0 00	GWW	WW GRAINGER INC	243 981	234 473	25,617 99	24,619 12	ST	-998 87	0 00	25,617 99	0 00	0 00
09/03/2013	08/08/2014	23 00	0 00	NWL	NEWELL RUBBERMAID INC	25 805	33 419	593 52	768 61	ST	175 09	0 00	593 52	0 00	0 00
05/07/2014	08/08/2014	316 00	0 00	NWL	NEWELL RUBBERMAID INC	29 198	33 419	9,226 60	10,560 04	ST	1,333 44	0 00	9,226 60	0 00	0 00
11/18/2013	10/15/2014	3,271 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	41 961	37 811	137,253 45	123,677 37	ST	-13,576 08	0 00	137,253 45	0 00	0 00
01/08/2014	10/15/2014	2,462 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	43 921	37 811	108,133 75	93,088 87	ST	-15,044 88	0 00	108,133 75	0 00	0 00
11/18/2013	10/16/2014	5,230 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	41 961	37 689	219,454 47	197,110 68	ST	-22,343 79	0 00	219,454 47	0 00	0 00
11/20/2013	10/20/2014	4,641 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	41 733	38 883	193,681 91	180,453 87	ST	-13,228 04	0 00	193,681 91	0 00	0 00
11/18/2013	10/20/2014	4,479 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	41 961	38 883	187,941 98	174,154 90	ST	-13,787 08	0 00	187,941 98	0 00	0 00

06/20/2014	10/29/2014	2,315 00	0 00	SNY	SANOFI AVENTIS SPONSORED ADR	54 460	45 149	126,075 59	104,517 16	ST	-21,558 43	0 00	126,075 59	0 00	0 02
06/19/2014	10/29/2014	59 00	0 00	SNY	SANOFI AVENTIS SPONSORED ADR	54 259	45 149	3,201 30	2,663 72	ST	-537 58	0 00	3,201 30	0 00	0 00
09/10/2014	10/29/2014	2,160 00	0 00	SNY	SANOFI AVENTIS SPONSORED ADR	55 921	45 149	120,788 50	97,519 25	ST	-23,269 25	0 00	120,788 50	0 00	0 00
05/08/2014	11/03/2014	2,295 00	0 00	TWTC	TW TELECOM INC CLASS A	0 010	10 000	0 01	22,960 00	ST	22,959 99	0 00	0 01	0 00	0 00
02/04/2014	11/12/2014	2,055 00	0 00	TJX	TJX COMPANIES INC NEW	56 249	63 597	115,591 07	130,689 15	ST	15,098 08	0 00	115,591 07	0 00	0 00
05/20/2014	11/12/2014	2,285 00	0 00	TJX	TJX COMPANIES INC NEW	55 629	63 597	127,166 75	145,379 75	ST	18,213 00	0 00	127,166 75	0 00	0 00
01/08/2014	12/05/2014	618 00	0 00	EBAY	EBAY INC	53 313	54 746	32,947 43	33,832 15	ST	884 72	0 00	32,947 43	0 00	0 00
05/08/2014	12/05/2014	206 00	0 00	ICE	INTERCONTINE NTALEXCHAN GE GROUP INC	193 109	225 510	39,780 50	46,454 03	ST	6,673 53	0 00	39,780 50	0 00	0 00
02/13/2014	12/05/2014	1,663 00	0 00	SJM	SMUCKER J M COMPANY NEW	94 586	101 597	157,297 02	168,951 74	ST	11,654 72	0 00	157,297 02	0 00	0 00
05/20/2014	12/05/2014	303 00	0 00	TJX	TJX COMPANIES INC NEW	55 629	65 554	16,855 44	19,862 42	ST	3,006 98	0 00	16,855 44	0 00	0 00
05/20/2014	12/09/2014	1,375 00	0 00	TJX	TJX COMPANIES INC NEW	55 629	64 949	76,489 19	89,303 58	ST	12,814 39	0 00	76,489 19	0 00	0 00
05/08/2014	12/10/2014	1,109 00	0 00	ICE	INTERCONTINE NTALEXCHAN GE GROUP INC	193 109	223 943	214,158 10	248,347 18	ST	34,189 08	0 00	214,158 10	0 00	0 00
05/09/2014	12/10/2014	565 00	0 00	ICE	INTERCONTINE NTALEXCHAN GE GROUP INC	189 676	223 943	107,166 88	126,524 94	ST	19,358 06	0 00	107,166 88	0 00	0 00
06/19/2014	12/11/2014	760 00	0 00	TJX	TJX COMPANIES INC NEW	55 408	65 682	42,109 70	49,917 44	ST	7,807 74	0 00	42,109 70	0 00	0 00
05/20/2014	12/11/2014	751 00	0 00	TJX	TJX COMPANIES INC NEW	55 629	65 682	41,777 00	49,326 32	ST	7,549 32	0 00	41,777 00	0 00	0 00
ST - TERM TOTAL		64,763 00						3,186,601 28	3,368,825 86	ST	182,224 58	0 00	3,186,601 28	0 00	0 00
04/18/2011	01/09/2014	120 00	0 00	GOOG	GOOGLE INC-CL A	522 352	1,128 245	62,682 21	135,387 05	LT	0 00	72,704 84	62,682 21	0 00	0 00
06/30/2011	01/09/2014	53 00	0 00	GOOG	GOOGLE INC-CL A	504 536	1,128 245	26,740 41	59,795 94	LT	0 00	33,055 53	26,740 41	0 00	0 00

10/22/2012	01/14/2014	342 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	80 213	132 409	27,432 78	45,282 92	LT	0 00	17,850 14	27,432 78	0 00	0 00
06/30/2011	01/23/2014	322 00	0 00	GOOG	GOOGLE INC-CL A	504 536	1,162 136	162,460 59	374,201 14	LT	0 00	211,740 55	162,460 59	0 00	0 00
08/10/2011	01/29/2014	3,481 00	0 00	ECL	ECOLAB INC	45 473	100 518	158,292 21	349,897 07	LT	0 00	191,604 86	158,292 21	0 00	0 00
03/26/2012	02/10/2014	1,284 00	0 00	ICE	INTERCONTINE NTALEXCHAN	139 496	212 347	179,112 48	272,648 41	LT	0 00	93,535 93	179,112 48	0 00	0 00
10/26/2012	02/10/2014	324 00	0 00	ICE	GE GROUP INC INTERCONTINE NTALEXCHAN	130 781	212 347	42,372 92	68,799 13	LT	0 00	26,426 21	42,372 92	0 00	0 00
04/18/2012	03/07/2014	319 00	0 00	ICE	GE GROUP INC INTERCONTINE NTALEXCHAN	130 482	213 805	41,623 88	68,202 45	LT	0 00	26,578 57	41,623 88	0 00	0 00
10/26/2012	03/07/2014	787 00	0 00	ICE	GE GROUP INC INTERCONTINE NTALEXCHAN	130 781	213 805	102,924 33	168,261 21	LT	0 00	65,336 88	102,924 33	0 00	0 00
11/13/2012	03/17/2014	2,303 00	0 00	BWA	GE GROUP INC BORG WARNER AUTOMOTIVE INC	31 261	61 297	71,993 39	141,164 10	LT	0 00	69,170 71	71,993 39	0 00	0 00
03/08/2012	04/02/2014	2,371 00	0 00	PLL	PALL CORP	59 873	90 949	141,958 88	215,635 07	LT	0 00	73,676 19	141,958 88	0 00	0 00
03/07/2012	04/03/2014	2,096 00	0 00	LAZ	***LAZARD LTD SHS A	29 991	48 318	62,861 76	101,271 45	LT	0 00	38,409 69	62,861 76	0 00	0 00
11/13/2012	04/03/2014	274 00	0 00	BWA	BORG WARNER AUTOMOTIVE INC	31 261	63 603	8,565 43	17,426 94	LT	0 00	8,861 51	8,565 43	0 00	0 00
10/22/2012	04/03/2014	469 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	80 213	149 690	37,619 80	70,203 28	LT	0 00	32,583 48	37,619 80	0 00	0 00
03/08/2012	04/03/2014	74 00	0 00	PLL	PALL CORP	59 873	90 315	4,430 60	6,863 13	LT	0 00	2,252 53	4,430 60	0 00	0 00
06/07/2012	04/15/2014	2,977 00	0 00	PLL	PALL CORP	51 976	83 452	154,733 15	248,430 52	LT	0 00	93,697 37	154,733 15	0 00	0 00
03/08/2012	04/15/2014	1,073 00	0 00	PLL	PALL CORP	59 873	83 452	64,243 73	89,541 80	LT	0 00	25,298 07	64,243 73	0 00	0 00
11/13/2012	04/30/2014	2,635 00	0 00	BWA	BORG WARNER AUTOMOTIVE INC	31 261	61 338	82,371 95	161,621 26	LT	0 00	79,249 31	82,371 95	0 00	0 00
11/16/2012	04/30/2014	89 00	0 00	BWA	BORG WARNER AUTOMOTIVE INC	30 939	61 338	2,753 56	5,458 93	LT	0 00	2,705 37	2,753 56	0 00	0 00
10/22/2012	04/30/2014	82 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	80 213	148 480	6,577 45	12,175 13	LT	0 00	5,597 68	6,577 45	0 00	0 00
03/07/2012	05/01/2014	2,121 00	0 00	LAZ	***LAZARD LTD SHS A	29 991	49 423	63,611 55	104,824 08	LT	0 00	41,212 53	63,611 55	0 00	0 00

03/07/2012	07/11/2014	3,719 00	0 00 LAZ	***LAZARD LTD SHS A	29 991	50 968	111,537 64	189,544 69	LT	0 00	78,007 05	111,537 64	0 00	0 00
05/22/2013	07/11/2014	1,727 00	0 00 INTU	INTUIT INC	60 189	80 494	103,946 23	139,009 54	LT	0 00	35,063 31	103,946 23	0 00	0 00
03/07/2012	07/17/2014	1,836 00	0 00 LAZ	***LAZARD LTD SHS A	29 991	50 811	55,064 03	93,287 11	LT	0 00	38,223 08	55,064 03	0 00	0 00
03/07/2012	07/21/2014	692 00	0 00 LAZ	***LAZARD LTD SHS A	29 991	51 065	20,753 98	35,336 40	LT	0 00	14,582 42	20,753 98	0 00	0 00
03/07/2012	07/22/2014	1,121 00	0 00 LAZ	***LAZARD LTD SHS A	29 991	51 398	33,620 25	57,616 10	LT	0 00	23,995 85	33,620 25	0 00	0 00
03/07/2012	07/24/2014	5,955 00	0 00 LAZ	***LAZARD LTD SHS A	29 991	52 276	178,598 19	311,299 67	LT	0 00	132,701 48	178,598 19	0 00	0 00
04/17/2012	07/24/2014	1,545 00	0 00 LAZ	***LAZARD LTD SHS A	26 334	52 276	40,686 03	80,765 41	LT	0 00	40,079 38	40,686 03	0 00	0 00
02/07/2013	08/01/2014	1 00	0 00 AXP	AMERICAN EXPRESS COMPANY	61 985	86 700	61 99	86 70	LT	0 00	24 71	61 99	0 00	0 00
11/16/2012	08/01/2014	56 00	0 00 BWA	BORG WARNER AUTOMOTIVE INC	30 939	61 480	1,732 58	3,442 80	LT	0 00	1,710 22	1,732 58	0 00	0 00
05/22/2013	08/01/2014	622 00	0 00 INTU	INTUIT INC	60 189	81 330	37,437 49	50,586 14	LT	0 00	13,148 65	37,437 49	0 00	0 00
06/26/2013	08/01/2014	378 00	0 00 INTU	INTUIT INC	58 992	81 330	22,298 90	30,742 06	LT	0 00	8,443 16	22,298 90	0 00	0 00
07/15/2013	08/01/2014	53 00	0 00 JBHT	JB HUNT TRANSPORT SERVICES INC	73 752	76 580	3,908 86	4,058 65	LT	0 00	149 79	3,908 86	0 00	0 00
06/14/2013	08/01/2014	90 00	0 00 NUE	NUCOR CORP	44 917	50 090	4,042 51	4,508 00	LT	0 00	465 49	4,042 51	0 00	0 00
10/22/2012	08/01/2014	23 00	0 00 ORLY	O REILLY AUTOMOTIVE INC NEW	80 213	150 230	1,844 89	3,455 21	LT	0 00	1,610 32	1,844 89	0 00	0 00
01/23/2013	08/01/2014	32 00	0 00 PX	PRAXAIR INC	110 415	128 300	3,533 28	4,105 50	LT	0 00	572 22	3,533 28	0 00	0 00
07/29/2013	08/08/2014	661 00	0 00 NWL	NEWELL RUBBERMAID INC	27 137	33 419	17,937 29	22,089 21	LT	0 00	4,151 92	17,937 29	0 00	0 00
07/17/2012	09/10/2014	3,009 00	0 00 JBHT	JB HUNT TRANSPORT SERVICES INC	54 875	75 070	165,118 87	225,880 93	LT	0 00	60,762 06	165,118 87	0 00	0 00
07/15/2013	09/10/2014	635 00	0 00 JBHT	JB HUNT TRANSPORT SERVICES INC	73 752	75 070	46,832 59	47,668 46	LT	0 00	835 87	46,832 59	0 00	0 00
07/17/2012	09/16/2014	1,262 00	0 00 JBHT	JB HUNT TRANSPORT SERVICES INC	54 875	74 638	69,252 25	94,190 44	LT	0 00	24,938 19	69,252 25	0 00	0 00
06/13/2013	09/16/2014	3,513 00	0 00 NUE	NUCOR CORP	44 910	55 780	157,767 78	195,951 86	LT	0 00	38,184 08	157,767 78	0 00	0 00
06/14/2013	09/16/2014	849 00	0 00 NUE	NUCOR CORP	44 917	55 780	38,134 37	47,356 43	LT	0 00	9,222 06	38,134 37	0 00	0 00
04/05/2011	09/16/2014	500 00	0 00 PG	PROCTER & GAMBLE CO	61 902	84 156	30,951 05	42,077 27	LT	0 00	11,126 22	30,951 05	0 00	0 00
07/17/2012	09/17/2014	49 00	0 00 JBHT	JB HUNT TRANSPORT SERVICES INC	54 875	74 399	2,688 88	3,645 47	LT	0 00	956 59	2,688 88	0 00	0 00

09/20/2012	09/17/2014	3,565 00	0 00	JBHT	JB HUNT TRANSPORT SERVICES INC	51 265	74 399	182,760 79	265,226 57	LT	0 00	82,465 78	182,760 79	0 00	0 00
06/13/2013	09/17/2014	10,023 00	0 00	NUE	NUCOR CORP	44 910	57 680	450,129 92	578,116 87	LT	0 00	127,986 95	450,129 92	0 00	0 00
04/05/2011	10/02/2014	1,280 00	0 00	PG	PROCTER & GAMBLE CO	61 902	83 162	79,234 69	106,445 01	LT	0 00	27,210 32	79,234 69	0 00	0 00
04/18/2013	10/30/2014	769 00	0 00	NWL	NEWELL RUBBERMAID INC	25 730	35 248	19,786 06	27,105 42	LT	0 00	7,319 36	19,786 06	0 00	0 00
09/03/2013	10/30/2014	3,661 00	0 00	NWL	NEWELL RUBBERMAID INC	25 805	35 248	94,472 84	129,041 53	LT	0 00	34,568 69	94,472 84	0 00	0 00
08/23/2013	11/03/2014	7,764 00	0 00	TWTC	TW TELECOM INC CLASS A	0 010	10 000	0 01	77,640 00	LT	0 00	77,639 99	0 01	0 00	0 00
08/22/2013	11/03/2014	3,978 00	0 00	TWTC	TW TELECOM INC CLASS A	0 010	10 000	0 01	39,780 00	LT	0 00	39,779 99	0 01	0 00	0 00
07/11/2012	11/12/2014	933 00	0 00	TXN	TEXAS INSTRUMENTS INC	27 560	51 101	25,713 48	47,676 36	LT	0 00	21,962 88	25,713 48	0 00	0 00
08/02/2013	12/05/2014	199 00	0 00	COST	COSTCO WHOLESALE CORP-NEW TEXAS INSTRUMENTS INC	118 376	142 183	23,556 88	28,293 79	LT	0 00	4,736 91	23,556 88	0 00	0 00
07/11/2012	12/05/2014	727 00	0 00	TXN	TEXAS INSTRUMENTS INC	27 560	55 265	20,036 12	40,176 84	LT	0 00	20,140 72	20,036 12	0 00	0 00
08/02/2013	12/08/2014	1,375 00	0 00	COST	COSTCO WHOLESALE CORP-NEW TEXAS INSTRUMENTS INC	118 376	142 518	162,767 42	195,958 32	LT	0 00	33,190 90	162,767 42	0 00	0 00
10/10/2012	12/09/2014	347 00	0 00	TXN	TEXAS INSTRUMENTS INC	27 440	55 015	9,521 54	19,089 64	LT	0 00	9,568 10	9,521 54	0 00	0 00
07/11/2012	12/09/2014	1,010 00	0 00	TXN	TEXAS INSTRUMENTS INC	27 560	55 015	27,835 60	55,563 52	LT	0 00	27,727 92	27,835 60	0 00	0 00
LT - TERM TOTAL		87,555 00						3,748,928 35	6,013,728 93	LT	0 00	2,264,800 58	3,748,928 35	0 00	0 00
SECTION TOTAL		152,318 00						6,935,529 63	9,382,554 79		182,224 58	2,264,800 58	6,935,529 63	0 00	0 00

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc. Inc	Curr Gain/Loss
11/07/2005	01/08/2014	4,376 00	0 00	ALTR	ALTERA CORP	17 099	31 839	74,823 48	139,325 03	LT	0 00	64,501 55	74,823 48	0 00	0 00
07/06/2005	01/10/2014	144 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	14 726	31 900	2,120 49	4,593 52	LT	0 00	2,473 03	2,120 49	0 00	0 00
06/09/2009	01/10/2014	256 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	15 809	31 900	4,047 16	8,166 25	LT	0 00	4,119 09	4,047 16	0 00	0 00

07/09/2009	01/13/2014	1,565 00	0 00	ALTR	15 806	31 550	24,736 39	49,374 57	LT	0 00	24,638 18	24,736 39	0 00	0 00
				ALTERA CORP										
04/22/2009	01/13/2014	7,275 00	0 00	ALTR	16 742	31 550	121,799 51	229,520 80	LT	0 00	107,721 29	121,799 51	0 00	0 00
				ALTERA CORP										
11/07/2005	01/13/2014	2,608 00	0 00	ALTR	17 099	31 550	44,593 15	82,280 45	LT	0 00	37,687 30	44,593 15	0 00	0 00
				ALTERA CORP										
08/18/2010	01/14/2014	203 00	0 00	MKC	40 567	69 851	8,235 02	14,179 42	LT	0 00	5,944 40	8,235 02	0 00	0 00
				MCCORMICK & CO INC										
				NON-VOTING										
06/19/2002	01/29/2014	1,397 00	0 00	NATI	14 497	31 027	20,251 91	43,343 68	LT	0 00	23,091 77	20,251 91	0 00	0 00
				NATIONAL										
				INSTRUMENTS										
				CORP										
07/06/2005	01/29/2014	4,506 00	0 00	NATI	14 726	31 027	66,353 55	139,804 33	LT	0 00	73,450 78	66,353 55	0 00	0 00
				NATIONAL										
				INSTRUMENTS										
				CORP										
06/04/2010	02/04/2014	20,707 00	0 00	BRGY	15 534	17 110	321,664 61	354,292 67	LT	0 00	32,628 06	321,664 61	0 00	0 00
				***BG GROUP										
				PLC ADR										
				FINAL										
				INSTALLMENT										
				NEW REPSTG										
				5 ORD SHS										
05/11/2009	02/04/2014	325 00	0 00	BRGY	16 800	17 110	5,460 00	5,560 69	LT	0 00	100 69	5,460 00	0 00	0 00
				***BG GROUP										
				PLC ADR										
				FINAL										
				INSTALLMENT										
				NEW REPSTG										
				5 ORD SHS										
05/14/2007	02/07/2014	2,663 00	0 00	BRGY	15 093	17 219	40,193 78	45,854 46	LT	0 00	5,660 68	40,193 78	0 00	0 00
				***BG GROUP										
				PLC ADR										
				FINAL										
				INSTALLMENT										
				NEW REPSTG										
				5 ORD SHS										
06/06/2007	02/07/2014	7,000 00	0 00	BRGY	15 454	17 219	108,178 56	120,533 70	LT	0 00	12,355 14	108,178 56	0 00	0 00
				***BG GROUP										
				PLC ADR										
				FINAL										
				INSTALLMENT										
				NEW REPSTG										
				5 ORD SHS										
06/04/2010	02/07/2014	1,218 00	0 00	BRGY	15 534	17 219	18,920 53	20,972 86	LT	0 00	2,052 33	18,920 53	0 00	0 00
				***BG GROUP										
				PLC ADR										
				FINAL										
				INSTALLMENT										
				NEW REPSTG										
				5 ORD SHS										
05/14/2007	02/11/2014	9,810 00	0 00	BRGY	15 093	17 531	148,066 45	171,976 11	LT	0 00	23,909 66	148,066 45	0 00	0 00
				***BG GROUP										
				PLC ADR										
				FINAL										
				INSTALLMENT										
				NEW REPSTG										
				5 ORD SHS										
				***BG GROUP										
				PLC ADR										
				FINAL										
				INSTALLMENT										
				NEW REPSTG										
				5 ORD SHS										

01/23/2009	02/12/2014	4,900.00	0.00	BRGYY	12 485	17 788	61,178.85	87,157.72	LT	0.00	25,978.87	61,178.85	0.00	0.00
					***BG GROUP PLC ADR FINAL									
					INSTALLMENT NEW REPSTG 5 ORD SHS									
05/14/2007	02/12/2014	5,027.00	0.00	BRGYY	15 093	17 788	75,874.82	89,416.71	LT	0.00	13,542.09	75,874.62	0.00	0.00
					***BG GROUP PLC ADR FINAL									
					INSTALLMENT NEW REPSTG 5 ORD SHS									
06/19/2002	02/12/2014	966.00	0.00	NATI	14 497	27 983	14,003.82	27,031.11	LT	0.00	13,027.29	14,003.82	0.00	0.00
					NATIONAL INSTRUMENTS CORP									
05/20/2009	02/12/2014	9,202.00	0.00	NATI	14 355	27 983	132,095.57	257,495.09	LT	0.00	125,399.52	132,095.57	0.00	0.00
					NATIONAL INSTRUMENTS CORP									
07/01/2002	02/12/2014	1,125.00	0.00	NATI	13 370	27 983	15,040.70	31,480.32	LT	0.00	16,439.62	15,040.70	0.00	0.00
					NATIONAL INSTRUMENTS CORP									
11/08/2006	04/02/2014	2,625.00	0.00	TXN	29 828	47 616	78,298.76	124,989.24	LT	0.00	46,690.48	78,298.76	0.00	0.00
					TEXAS INSTRUMENTS INC									
01/26/2006	04/02/2014	435.00	0.00	TXN	30 069	47 616	13,080.23	20,712.50	LT	0.00	7,632.27	13,080.23	0.00	0.00
					TEXAS INSTRUMENTS INC									
10/26/2005	04/02/2014	493.00	0.00	TXN	28 479	47 616	14,040.39	23,474.17	LT	0.00	9,433.78	14,040.39	0.00	0.00
					TEXAS INSTRUMENTS INC									
02/23/2010	04/03/2014	23.00	0.00	COV	45 499	72 410	1,046.48	1,865.40	LT	0.00	618.92	1,046.48	0.00	0.00
					***COVIDIEN PLC									
11/23/2009	04/03/2014	894.00	0.00	RHHBY	20 589	37 169	18,406.16	33,228.79	LT	0.00	14,822.63	18,406.16	0.00	0.00
					***ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD									
01/30/2007	04/03/2014	188.00	0.00	MMM	75 342	136 266	14,164.33	25,617.38	LT	0.00	11,453.05	14,164.33	0.00	0.00
					3M COMPANY									
01/08/2010	04/03/2014	163.00	0.00	BDX	77 846	117 355	12,688.82	19,128.40	LT	0.00	6,439.58	12,688.82	0.00	0.00
					BECTON DICKINSON & CO									
11/07/2005	04/03/2014	58.00	0.00	XEC	38 412	118 290	2,227.91	6,860.66	LT	0.00	4,632.75	2,227.91	0.00	0.00
					CIMAREX ENERGY CO									
08/20/2009	04/03/2014	264.00	0.00	MLHR	15 768	32 261	4,162.79	8,516.77	LT	0.00	4,353.98	4,162.79	0.00	0.00
					HERMAN MILLER INC									
07/19/2010	04/03/2014	120.00	0.00	MA	19 648	75 012	2,357.70	9,001.26	LT	0.00	6,643.56	2,357.70	0.00	0.00
					MASTERCARD INC									
08/18/2010	04/03/2014	94.00	0.00	MKC	40 567	70 907	3,813.26	6,865.08	LT	0.00	2,851.82	3,813.26	0.00	0.00
					MCCORMICK & CO INC NON-VOTING									

12/02/2009	04/03/2014	473.00	0.00	PG	63 291	80 041	29,936.64	37,858.55	LT	0.00	7,921.91	29,936.64	0.00	0.00
PROCTER & GAMBLE CO														
04/24/2009	04/03/2014	121.00	0.00	SNI	26 288	76 416	3,180.81	9,246.07	LT	0.00	6,065.26	3,180.81	0.00	0.00
SCRIPPS NETWORKS														
10/26/2005	04/03/2014	707.00	0.00	TXN	28 479	47 698	20,135.01	33,721.45	LT	0.00	13,586.44	20,135.01	0.00	0.00
INTERACTIVE INC CL A														
TEXAS INSTRUMENTS														
INC														
03/25/2010	04/03/2014	38.00	0.00	GWV	109 525	255 808	4,161.96	9,720.47	LT	0.00	5,558.51	4,161.96	0.00	0.00
W W GRAINGER INC														
01/30/2007	05/01/2014	356.00	0.00	MMM	75 342	139 564	26,821.82	49,683.58	LT	0.00	22,861.76	26,821.82	0.00	0.00
3M COMPANY														
11/07/2005	05/08/2014	522.00	0.00	DHR	26 602	73 513	13,886.45	38,372.94	LT	0.00	24,486.49	13,886.45	0.00	0.00
DANAHER CORP														
08/18/2010	05/08/2014	1,356.00	0.00	MKC	40 567	71 254	55,008.31	96,618.56	LT	0.00	41,610.25	55,008.31	0.00	0.00
MCCORMICK & CO INC														
NON-VOTING														
04/24/2009	05/08/2014	718.00	0.00	SNI	26 288	76 930	18,874.57	55,234.29	LT	0.00	36,359.72	18,874.57	0.00	0.00
SCRIPPS NETWORKS														
INTERACTIVE INC CL A														
08/18/2010	05/12/2014	3,797.00	0.00	MKC	40 567	71 391	154,031.39	271,066.01	LT	0.00	117,034.62	154,031.39	0.00	0.00
MCCORMICK & CO INC														
NON-VOTING														
01/08/2010	06/16/2014	4,115.00	0.00	COV	44 640	91 331	183,695.55	375,817.11	LT	0.00	192,121.56	183,695.55	0.00	0.00
***COVIDIEN PLC														
01/11/2010	06/16/2014	915.00	0.00	COV	44 707	91 331	40,906.49	83,565.65	LT	0.00	42,659.16	40,906.49	0.00	0.00
***COVIDIEN PLC														
02/23/2010	06/16/2014	3,407.00	0.00	COV	45 499	91 331	155,015.64	311,156.48	LT	0.00	156,140.84	155,015.64	0.00	0.00
***COVIDIEN PLC														
07/20/2010	06/19/2014	3,160.00	0.00	COV	36 198	91 798	114,386.19	290,074.95	LT	0.00	175,688.76	114,386.19	0.00	0.00
***COVIDIEN PLC														
01/08/2010	06/19/2014	2,885.00	0.00	COV	44 640	91 798	128,787.76	264,831.09	LT	0.00	136,043.33	128,787.76	0.00	0.00
***COVIDIEN PLC														
04/24/2009	07/11/2014	1,248.00	0.00	SNI	26 288	81 618	32,807.05	101,857.13	LT	0.00	69,050.08	32,807.05	0.00	0.00
SCRIPPS NETWORKS														
INTERACTIVE INC CL A														
04/24/2009	07/17/2014	1,281.00	0.00	SNI	26 288	85 611	33,674.54	109,665.39	LT	0.00	75,990.85	33,674.54	0.00	0.00
SCRIPPS NETWORKS														
INTERACTIVE INC CL A														
04/24/2009	07/21/2014	2,182.00	0.00	SNI	26 288	84 032	57,359.76	183,354.42	LT	0.00	125,994.66	57,359.76	0.00	0.00
SCRIPPS NETWORKS														
INTERACTIVE INC CL A														
12/08/2008	07/21/2014	1,195.00	0.00	SNI	24 458	84 032	29,227.91	100,416.38	LT	0.00	71,188.47	29,227.91	0.00	0.00
SCRIPPS NETWORKS														
INTERACTIVE INC CL A														

11/23/2009	08/01/2014	1,175 00	0 00	RHHBY	***ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD	20 589	36 296	24,191 55	42,646 85	LT	0 00	18,455 30	24,191 55	0 00	0 00
01/30/2007	08/01/2014	219 00	0 00	MMM	3M COMPANY	75 342	140 480	16,499 94	30,764 44	LT	0 00	14,264 50	16,499 94	0 00	0 00
01/08/2010	08/01/2014	56 00	0 00	BDX	BECTON DICKINSON & CO	77 846	116 420	4,359 35	6,519 38	LT	0 00	2,160 03	4,359 35	0 00	0 00
11/07/2005	08/01/2014	131 00	0 00	DHR	DANAHER CORP	26 602	73 470	3,484 91	9,624 38	LT	0 00	6,139 47	3,484 91	0 00	0 00
08/20/2009	08/01/2014	91 00	0 00	MLHR	HERMAN MILLER INC	15 768	28 930	1,434 90	2,632 58	LT	0 00	1,197 68	1,434 90	0 00	0 00
11/27/2009	08/01/2014	579 00	0 00	PG	PROCTER & GAMBLE CO	62 387	80 400	36,121 90	46,550 68	LT	0 00	10,428 78	36,121 90	0 00	0 00
12/02/2009	08/01/2014	483 00	0 00	PG	PROCTER & GAMBLE CO	63 291	80 400	30,569 56	38,832 44	LT	0 00	8,262 88	30,569 56	0 00	0 00
10/26/2005	08/01/2014	241 00	0 00	TXN	TEXAS INSTRUMENTS INC	28 479	46 290	6,863 56	11,155 69	LT	0 00	4,292 13	6,863 56	0 00	0 00
11/27/2009	09/10/2014	1,544 00	0 00	PG	PROCTER & GAMBLE CO	62 387	83 664	96,325 06	129,173 74	LT	0 00	32,848 68	96,325 06	0 00	0 00
11/27/2009	09/16/2014	1,822 00	0 00	PG	PROCTER & GAMBLE CO	62 387	84 156	113,668 57	153,329 57	LT	0 00	39,661 00	113,668 57	0 00	0 00
02/11/2010	10/02/2014	4,185 00	0 00	PG	PROCTER & GAMBLE CO	61 543	83 162	257,558 29	348,025 28	LT	0 00	90,466 99	257,558 29	0 00	0 00
04/29/2010	10/02/2014	1,150 00	0 00	PG	PROCTER & GAMBLE CO	61 233	83 162	70,418 41	95,634 18	LT	0 00	25,215 77	70,418 41	0 00	0 00
01/30/2007	10/14/2014	1,069 00	0 00	MMM	3M COMPANY	75 342	134 805	80,540 81	144,103 46	LT	0 00	63,562 65	80,540 81	0 00	0 00
10/26/2005	11/12/2014	359 00	0 00	TXN	TEXAS INSTRUMENTS INC	28 479	51 101	10,224 14	18,344 93	LT	0 00	8,120 79	10,224 14	0 00	0 00
01/30/2007	12/05/2014	105 00	0 00	MMM	3M COMPANY	75 342	162 163	7,910 93	17,026 74	LT	0 00	9,115 81	7,910 93	0 00	0 00
11/07/2005	12/05/2014	1,583 00	0 00	DHR	DANAHER CORP	26 602	84 819	42,111 60	134,265 98	LT	0 00	92,154 38	42,111 60	0 00	0 00
01/30/2007	12/08/2014	518 00	0 00	MMM	3M COMPANY	75 342	160 403	39,027 26	83,086 87	LT	0 00	44,059 61	39,027 26	0 00	0 00
02/06/2007	12/08/2014	77 00	0 00	MMM	3M COMPANY	74 401	160 403	5,728 91	12,350 75	LT	0 00	6,621 84	5,728 91	0 00	0 00
LT - TERM		134,493 00						3,420,862 48	5,948,547 60	LT	0 00	2,527,685 12	3,420,862 48	0 00	0 00
TOTAL															
SECTION		134,493 00						3,420,862 48	5,948,547 60		0 00	2,527,685 12	3,420,862 48	0 00	0 00
TOTAL															

CAPITAL GAIN FROM LIQUIDATING DIVIDENDS - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
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11/20/2013	03/07/2014	4,641 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	42 799	0 355	1,647 56	1,647 56	0 00	0 00	1,647 56	0 00	0 00
01/08/2014	03/07/2014	2,957 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	44 988	0 355	1,049 74	1,049 74	0 00	0 00	1,049 74	0 00	0 00
11/18/2013	03/07/2014	12,980 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	43 027	0 355	4,607 89	4,607 89	0 00	0 00	4,607 89	0 00	0 00
11/20/2013	06/03/2014	4,641 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	42 444	0 355	1,649 88	1,649 88	0 00	0 00	1,649 88	0 00	0 00
01/08/2014	06/03/2014	2,588 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	44 633	0 355	920 03	920 03	0 00	0 00	920 03	0 00	0 00
11/18/2013	06/03/2014	12,980 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	42 672	0 355	4,614 39	4,614 39	0 00	0 00	4,614 39	0 00	0 00
11/18/2013	09/04/2014	12,980 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	42 317	0 356	4,620 88	4,620 88	0 00	0 00	4,620 88	0 00	0 00
01/08/2014	09/04/2014	2,462 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	44 277	0 356	876 47	876 47	0 00	0 00	876 47	0 00	0 00
11/20/2013	09/04/2014	4,641 00	0 00	MCHP	MICROCHIP TECHNOLOGY INC	42 089	0 356	1,652 20	1,652 20	0 00	0 00	1,652 20	0 00	0 00
SECTION TOTAL		60,870 00						21,639 04	21,639 04	0 00	0 00	21,639 04	0 00	0 00

CASH IN LIEU - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
CASH IN LIEU - NONCOVERED	11/03/2014	28 15		LVL	LEVEL 3 COMMUNICATI			0 00	28 15	LT	0 00	28 15	0 00	0 00	0 00
RED					ONS INC COM NEW										
LT - TERM		28 15						0 00	28 15	LT	0 00	28 15	0 00	0 00	0 00
TOTAL															
SECTION TOTAL		28 15						0 00	28 15		0 00	28 15	0 00	0 00	0 00

*** This report is intended to be an internal worksheet and should not be relied upon for accuracy, unless it confirms with the official records of the firm