ENVELOPE
POSTMARK DATE JUN 05 2015

SCANNED JUN 09 2015

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 HOLMES FAMILY FOUNDATION INC	**A Employer identification number** 38-3709254
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31 — Room/suite	**B** Telephone number (see instructions) 609-274-6834
City or town: PENNINGTON — State: NJ — ZIP code: 08534-1501	
Foreign country name — Foreign province/state/county — Foreign postal code	**C** If exemption application is pending, check here ▶☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,986,030

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)	1,112,258			
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	206,342	186,217		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,007,820			
b	Gross sales price for all assets on line 6a 3,257,694				
7	Capital gain net income (from Part IV, line 2)		1,007,820		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	2,326,420	1,194,037	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,500			1,500
c	Other professional fees (attach schedule)	45,229	27,138		18,092
17	Interest				
18	Taxes (attach schedule) (see instructions)	92,141	5,428		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	440	440		
24	**Total operating and administrative expenses.** Add lines 13 through 23	139,310	33,006	0	19,592
25	Contributions, gifts, grants paid	625,000			625,000
26	**Total expenses and disbursements.** Add lines 24 and 25	764,310	33,006	0	644,592
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	1,562,110			
b	**Net investment income** (if negative, enter -0-)		1,161,031		
c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.
HTA

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	515	1,252	1,252
	2	Savings and temporary cash investments	189,613	261,854	261,854
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,165,154	1,176,700	1,216,715
	b	Investments—corporate stock (attach schedule)	3,348,640	3,728,645	4,050,966
	c	Investments—corporate bonds (attach schedule)	1,167,962	879,566	898,162
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		564,870	557,081
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,871,884	6,612,887	6,986,030
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	5,871,884	6,612,887	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,871,884	6,612,887	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,871,884	6,612,887	

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	5,871,884
2	Enter amount from Part I, line 27a	2	1,562,110
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	12,502
4	Add lines 1, 2, and 3	4	7,446,496
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	833,609
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,612,887

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,007,820

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3** 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	622,663	4,457,814	0 139679
2012	522,977	3,737,711	0 139919
2011	459,878	2,399,497	0 191656
2010	537,090	1,341,750	0 400291
2009	264,574	848,992	0 311633

2	**Total** of line 1, column (d)	2	1.183178
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.236636
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,163,018
5	Multiply line 4 by line 3	5	1,458,392
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,610
7	Add lines 5 and 6	7	1,470,002
8	Enter qualifying distributions from Part XII, line 4	8	644,592

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	23,221
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	23,221
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	23,221
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	58,974		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	58,974
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	35,753
11	Enter the amount of line 10 to be. **Credited to 2015 estimated tax** ▶		**Refunded** ▶	11	35,753

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______________ **(2)** On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ U S Trust, a Divison of Bank of America, N A Telephone no. ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN P HOLMES 18 KEECH-BRIAR LANE POMPTON LAKES, NJ 0744	PRESIDENT 1.00			
BONNIE L HOLMES 18 KEECH-BRIAR LANE POMPTON LAKES, NJ 0744	VP & SEC 1 00			

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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	6,043,940
b	Average of monthly cash balances			1b	212,931
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	6,256,871
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	6,256,871
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	93,853
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,163,018
6	**Minimum investment return.** Enter 5% of line 5			6	308,151

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	308,151
2a	Tax on investment income for 2014 from Part VI, line 5	2a	23,221		
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	23,221
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	284,930
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	284,930
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	284,930

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	644,592
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	644,592
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	644,592

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					284,930
2	Undistributed income, if any, as of the end of 2014					
a	Enter amount for 2013 only				0	
b	Total for prior years: 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2014:					
a	From 2009	222,438				
b	From 2010	502,848				
c	From 2011	341,849				
d	From 2012	367,918				
e	From 2013	458,746				
f	**Total** of lines 3a through e		1,893,799			
4	Qualifying distributions for 2014 from Part XII, line 4 ► $ 644,592					
a	Applied to 2013, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2014 distributable amount					284,930
e	Remaining amount distributed out of corpus		359,662			
5	Excess distributions carryover applied to 2014. *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,253,461			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2013. Subtract line 4a from line 2a Taxable amount—see instructions				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)					
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		222,438			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		2,031,023			
10	Analysis of line 9:					
a	Excess from 2010	502,848				
b	Excess from 2011	341,849				
c	Excess from 2012	367,918				
d	Excess from 2013	458,746				
e	Excess from 2014	359,662				

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

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

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed . . .					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . .					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . .					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed .					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . .					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . .					0
(3) Largest amount of support from an exempt organization . . .					0
(4) Gross investment income . .					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total . . . . ▶ 3a				625,000
b *Approved for future payment* NONE				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue·					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . .					
3 Interest on savings and temporary cash investments .					
4 Dividends and interest from securities . .			14	206,342	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,007,820	
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		1,214,162	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,214,162

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee

Date 5/18/15

Title Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		5/8/2015		P00364310

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219

Phone no 412-355-6000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** ***www.irs.gov/form990.***

OMB No 1545-0047

2014

Name of the organization
HOLMES FAMILY FOUNDATION INC

Employer identification number
38-3709254

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 331/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ▶ $ ____________________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.
HTA

Name of organization	Employer identification number
HOLMES FAMILY FOUNDATION INC	38-3709254

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR AND MRS STEPHEN HOLMES 18 KEECH BRIAR LANE POMPTON PLAINS NJ 07444-1505 Foreign State or Province. Foreign Country	$ 1,112,258	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
HOLMES FAMILY FOUNDATION INC

Employer identification number
38-3709254

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	13,442 SHS WYNDHAM WORLDWIDE CORP	$ 1,112,258	12/2/2014
		$	
		$	
		$	
		$	
		$	

Name of organization	**Employer identification number**
HOLMES FAMILY FOUNDATION INC	38-3709254

Part III ***Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once See instructions.) ▶ $ 0

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**
For Prov Country	

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**
For Prov Country	

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**
For Prov Country	

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**
For Prov Country	

HOLMES FAMILY FOUNDATION INC 38-3709254 Page 1 of 1

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

Recipient(s) paid during the year

Name
GIRL SCOUTS LENNI-LENAPE COUNCIL, INC.

Street
95 NEWARDK POMPTON TURNPIKE

City	**State**	**Zip Code**	**Foreign Country**
RIVERDALE	NJ	07457	

Relationship	**Foundation Status**
NONE	PC

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	25,000

Name
THE FIRST REFORMED CHURCH OF POMPTON PLAINS

Street
529 NEWARK POMPTON TURNPIKE

City	**State**	**Zip Code**	**Foreign Country**
POMPTON PLAINS	NJ	07444	

Relationship	**Foundation Status**
NONE	PC

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	100,000

Name
NEW BRIDGE FUND

Street
PO BOX 336

City	**State**	**Zip Code**	**Foreign Country**
POMPTON PLAINS	NJ	07444	

Relationship	**Foundation Status**
NONE	PC

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	250,000

Name
CHILTON MEMORIAL HOSPITAL FOUNDATION

Street
97 W PARKWAY

City	**State**	**Zip Code**	**Foreign Country**
POMPTON PLAINS	NJ	07444	

Relationship	**Foundation Status**
NONE	PC

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	200,000

Name
FRIENDS OF ST FRANCIS XAVIER UNIVERSITY, INC

Street
40 WARREN STREET 3RD FLOOR

City	**State**	**Zip Code**	**Foreign Country**
CHARLESTOWN	MA	02129	

Relationship	**Foundation Status**
NONE	PC

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	50,000

Name

Street

City	**State**	**Zip Code**	**Foreign Country**

Relationship	**Foundation Status**

Purpose of grant/contribution	**Amount**

5/8/2015 11:23:47 AM - LZB - FLP - HOLMES FAMILY FOUNDATION INC

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	1,873		Capital Gains/Losses	3,257,694	2,249,874	1,007,820
Short Term CG Distributions			Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	BLACKROCK STRATEGIC	09256H286			3/4/2014		5/14/2014	11,433	11,341				0	92
2	X	BLACKROCK STRATEGIC	09256H286			3/4/2014		11/26/2014	15,867	15,790				0	77
3	X	BRISTOL-MYERS SQUIBB CO	110122108			1/5/2012		5/14/2014	2,038	1,329				0	709
4	X	BRISTOL-MYERS SQUIBB CO	110122108			1/5/2012		11/26/2014	3,806	2,214				0	1,592
5	X	BRITISH AMN TOBACO SPAD	110448107			11/21/2013		5/14/2014	3,378	3,083				0	295
6	X	BRITISH AMN TOBACO SPAD	110448107			11/21/2013		11/26/2014	3,972	3,615				0	357
7	X	CME GROUP INC	12572Q105			1/31/2014		5/14/2014	705	740				0	-35
8	X	BHP BILLITON LTD ADR	088606108			8/21/2013		11/26/2014	887	1,025				137	-1
9	X	DEERE & COMPANY	244199BE4			7/12/2012		3/4/2014	1,923	1,974				0	-51
10	X	DEERE & COMPANY	244199BE4			11/21/2013		3/4/2014	9,616	9,454				0	162
11	X	DEERE & COMPANY	244199BE4			6/12/2012		3/4/2014	47,119	49,203				0	-2,084
12	X	DEERE & COMPANY	244199BE4			8/28/2013		3/4/2014	17,309	16,924				0	385
13	X	DEUTSCHE POST AG SHS	25157Y202			11/21/2013		5/14/2014	2,084	1,839				0	245
14	X	DEUTSCHE POST AG SHS	25157Y202			11/21/2013		11/26/2014	2,443	2,507				65	1
15	X	DIAGEO PLC SPSD ADR NEW	25243Q205			12/21/2010		5/14/2014	5,055	2,976				0	2,079
16	X	DIAGEO PLC SPSD ADR NEW	25243Q205			12/21/2010		8/26/2014	3,194	2,009				0	1,185
17	X	CME GROUP INC	12572Q105			1/31/2014		11/26/2014	1,171	1,035				0	136
18	X	CALIFORNIA RESOURCES	13057Q107			12/10/2014		12/10/2014	4	0				0	4
19	X	CHEVRON CORP	166764100			12/21/2010		5/14/2014	4,928	3,505				0	1,423
20	X	CHEVRON CORP	166764100			12/1/2010		5/14/2014	884	582				0	302
21	X	CHEVRON CORP	166764100			12/21/2010		11/26/2014	5,637	4,404				0	1,233
22	X	CHEVRON CORP	166764AA8			12/3/2012		3/4/2014	52,715	53,399				0	-684
23	X	CHEVRON CORP	166764AA8			12/3/2012		3/4/2014	995	1,007				0	-12
24	X	CHEVRON CORP	166764AA8			1/2/2013		3/4/2014	1,989	2,019				0	-30
25	X	CHEVRON CORP	166764AA8			11/21/2013		3/4/2014	12,930	12,891				0	39
26	X	DIAGEO PLC SPSD ADR NEW	25243Q205			1/5/2012		8/27/2014	2,020	1,494				0	526
27	X	DIAGEO PLC SPSD ADR NEW	25243Q205			12/21/2010		8/27/2014	2,495	1,562				0	933
28	X	DIAGEO PLC SPSD ADR NEW	25243Q205			9/9/2011		8/27/2014	2,376	1,520				0	856
29	X	DIAGEO PLC SPSD ADR NEW	25243Q205			1/5/2012		8/28/2014	3,228	2,373				0	855
30	X	DIAGEO PLC SPSD ADR NEW	25243Q205			1/5/2012		11/26/2014	4,918	3,603				0	1,315
31	X	DOMINION RES INC NEW VA	25746U109			1/5/2012		5/14/2014	2,760	2,017				0	743
32	X	DOMINION RES INC NEW VA	25746U109			1/5/2012		10/8/2014	4,502	3,258				0	1,244
33	X	DOMINION RES INC NEW VA	25746U109			1/5/2012		11/26/2014	2,106	1,500				0	606
34	X	DOW CHEMICAL CO	260543103			1/5/2012		5/14/2014	903	534				0	369
35	X	DOW CHEMICAL CO	260543103			1/5/2012		11/26/2014	1,031	593				0	438
36	X	DU PONT E I DE NEMOURS	263534109			1/5/2012		5/14/2014	2,576	1,763				0	813
37	X	DU PONT E I DE NEMOURS	263534109			1/5/2012		11/26/2014	2,992	1,948				0	1,044
38	X	DUKE ENERGY CORP NEW	26441C204			2/12/2013		5/14/2014	787	763				0	24
39	X	DUKE ENERGY CORP NEW	26441C204			2/12/2013		11/26/2014	1,196	1,041				0	155
40	X	CHEVRON CORP	166764AA8			8/28/2013		3/4/2014	17,903	17,592				0	311
41	X	CHEVRON CORP	166764AA8			8/21/2013		3/4/2014	13,925	13,661				0	264
42	X	CHUBB CORP	171232101			1/5/2012		5/14/2014	1,588	1,167				0	421
43	X	CHUBB CORP	171232101			1/5/2012		11/26/2014	2,251	1,510				0	741
44	X	CISCO SYSTEMS INC	17275RAH5			12/1/2010		11/26/2014	2,212	2,079				0	133
45	X	CITIGROUP INC COM NEW	172967424			5/9/2013		5/14/2014	893	928				0	-35
46	X	CITIGROUP INC COM NEW	172967424			5/9/2013		11/26/2014	2,541	2,297				0	244
47	X	CITIGROUP INC	172967FT3			11/17/2011		11/28/2014	3,289	2,910				0	379
48	X	COCA COLA COM	191216100			12/1/2010		3/19/2014	806	679				0	127
49	X	COCA COLA COM	191216100			12/21/2010		3/19/2014	6,105	5,208				0	897
50	X	COCA COLA COM	191216100			1/5/2012		5/14/2014	2,959	2,511				0	448
51	X	COCA COLA COM	191216100			12/21/2010		5/14/2014	863	688				0	175
52	X	COCA COLA COM	191216100			9/9/2011		5/14/2014	1,644	1,389				0	255
53	X	COCA COLA COM	191216100			1/5/2012		8/22/2014	5,306	4,498				0	808
54	X	COCA COLA COM	191216100			1/5/2012		10/20/2014	5,061	4,080				0	981
55	X	COCA COLA COM	191216100			8/21/2013		11/26/2014	2,258	1,965				0	293
56	X	COCA COLA COM	191216100			1/5/2012		11/26/2014	2,391	1,883				0	508
57	X	COMCAST CRP NEW CL A SP	20030N200			2/21/2013		5/14/2014	2,128	1,635				0	493
58	X	COMCAST CRP NEW CL A SP	20030N200			2/21/2013		11/26/2014	3,674	2,472				0	1,202
59	X	CONOCOPHILLIPS	20825C104			1/5/2012		5/14/2014	1,022	731				0	291
60	X	CONOCOPHILLIPS	20825C104			1/5/2012		11/26/2014	1,130	900				0	230
61	X	DBS GROUP HLDGS SPN ADR	23304Y100			11/21/2013		5/14/2014	1,557	1,586				0	-29
62	X	DBS GROUP HLDGS SPN ADR	23304Y100			11/21/2013		11/26/2014	1,518	1,367				0	151
63	X	DEERE CO	244199105			8/22/2013		1/31/2014	5,437	5,256				0	181
64	X	DEERE CO	244199105			8/21/2013		1/31/2014	8,372	8,059				0	313
65	X	DEERE CO	244199105			1/5/2012		1/31/2014	9,235	8,635				0	600
66	X	DEERE CO	244199105			8/22/2013		2/3/2014	5,100	5,006				0	94
67	X	DEERE & COMPANY	244199BE4			8/21/2013		3/4/2014	19,232	18,704				0	528
68	X	ENI S P A SPONSORED ADR	26874R108			11/21/2013		5/14/2014	2,483	2,335				0	148
69	X	ENI S P A SPONSORED ADR	26874R108			11/21/2013		11/26/2014	1,260	1,459				199	0

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	1,873	Capital Gains/Losses	3,257,694	2,249,874	1,007,820
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
70	X	ENI S P A SPONSORED ADR	26874R108			11/30/2013		12/11/2014	1,068	1,347				0	-279
71	X	ENI S P A SPONSORED ADR	26874R108			8/22/2014		12/11/2014	5,341	7,377				0	-2,036
72	X	ENI S P A SPONSORED ADR	26874R108			11/21/2013		12/11/2014	16,700	22,813				0	-6,113
73	X	ENI S P A SPONSORED ADR	26874R108			12/5/2014		12/11/2014	3,027	3,253				0	-226
74	X	ENBRIDGE INC COM	29250N105			1/5/2012		5/14/2014	908	707				0	201
75	X	ENBRIDGE INC COM	29250N105			1/5/2012		9/3/2014	1,217	893				0	324
76	X	ENBRIDGE INC COM	29250N105			1/5/2012		9/4/2014	3,636	2,679				0	957
77	X	AT&T INC	00206R102			8/21/2013		5/14/2014	949	876				0	73
78	X	AT&T INC	00206R102			1/5/2012		5/14/2014	2,445	2,037				0	408
79	X	AT&T INC	00206R102			8/21/2013		11/26/2014	1,685	1,617				0	68
80	X	AT&T INC	00206RAJ1			12/1/2010		11/28/2014	2,223	2,120				0	103
81	X	ABBOTT LABS	002824100			1/5/2012		11/26/2014	1,460	895				0	565
82	X	ABBVIE INC SHS	00287Y109			1/5/2012		5/14/2014	900	500				0	400
83	X	ABBVIE INC SHS	00287Y109			1/5/2012		11/26/2014	2,603	1,118				0	1,485
84	X	AT&T INC	00206R102			12/21/2010		2/3/2014	6,625	6,027				0	598
85	X	AT&T INC	00206R102			1/5/2012		2/3/2014	13,411	12,675				0	736
86	X	ANHEUSER-BUSCH INBEV AD	03524A108			11/21/2013		11/26/2014	2,305	2,072				0	233
87	X	APPLE INC	037833AK6			5/13/2013		5/15/2014	2,849	2,934				0	-85
88	X	APPLE INC	037833AK6			5/13/2013		11/28/2014	6,829	6,847				18	0
89	X	ASTRAZENECA PLC SPND AD	046353108			8/6/2014		11/26/2014	1,775	1,700				0	75
90	X	ATLAS COPCO A ADR NEW	049255706			11/21/2013		5/14/2014	2,858	2,676				0	182
91	X	ATLAS COPCO A ADR NEW	049255706			11/21/2013		11/26/2014	1,096	1,031				0	65
92	X	BHP BILLITON PLC SP ADR	05545E209			11/21/2013		5/14/2014	2,745	2,539				0	206
93	X	BHP BILLITON PLC SP ADR	05545E209			11/21/2013		11/26/2014	763	929				166	0
94	X	BHP BILLITON LTD ADR	088606108			1/5/2012		1/16/2014	5,470	6,003				0	-533
95	X	BHP BILLITON LTD ADR	088606108			1/5/2012		5/14/2014	1,591	1,610				0	-19
96	X	BHP BILLITON LTD ADR	088606108			1/5/2012		8/28/2014	4,551	4,905				0	-354
97	X	BHP BILLITON LTD ADR	088606108			1/5/2012		11/26/2014	55	73				18	0
98	X	ALTRIA GROUP INC	02209S103			11/21/2013		5/14/2014	3,314	3,053				0	261
99	X	ALTRIA GROUP INC	02209S103			11/21/2013		10/20/2014	8,270	6,628				0	1,642
100	X	ALTRIA GROUP INC	02209S103			11/21/2013		11/26/2014	3,627	2,718				0	909
101	X	AMER EXPRESS COMPANY	025816109			1/5/2012		5/14/2014	1,064	577				0	487
102	X	AMER EXPRESS COMPANY	025816109			1/5/2012		11/26/2014	1,551	818				0	733
103	X	AMERICAN TOWER REIT INC	03027X100			1/15/2013		11/26/2014	1,148	870				0	278
104	X	ANHEUSER-BUSCH INBEV WC	03523TBP2			7/16/2012		3/4/2014	948	1,009				0	-61
105	X	ANHEUSER-BUSCH INBEV WC	03523TBP2			7/16/2012		3/4/2014	25,587	27,322				0	-1,735
106	X	ANHEUSER-BUSCH INBEV WC	03523TBP2			8/21/2013		3/4/2014	9,477	9,164				0	313
107	X	ANHEUSER-BUSCH INBEV WC	03523TBP2			11/21/2013		3/4/2014	3,791	3,708				0	83
108	X	ANHEUSER-BUSCH INBEV WC	03523TBP2			8/28/2013		3/4/2014	8,529	8,315				0	214
109	X	ANHEUSER-BUSCH INBEV AD	03524A108			11/21/2013		5/14/2014	3,182	3,004				0	178
110	X	GENERAL ELEC CAP CORP	36962G6R0			1/9/2013		3/4/2014	28,243	27,995				0	248
111	X	GENERAL ELEC CAP CORP	36962G6R0			8/22/2013		3/4/2014	7,061	6,966				0	95
112	X	GENERAL ELEC CAP CORP	36962G6R0			8/28/2013		3/4/2014	9,078	8,960				0	118
113	X	GENERAL ELEC CAP CORP	36962G6R0			11/21/2013		3/4/2014	7,061	7,036				0	25
114	X	GENERAL MILLS	370334104			1/5/2012		5/14/2014	922	690				0	232
115	X	GENERAL MILLS	370334104			1/5/2012		8/22/2014	580	447				0	133
116	X	GENERAL MILLS	370334104			8/21/2013		8/25/2014	846	793				0	53
117	X	ENBRIDGE INC COM	29250N105			8/21/2013		9/5/2014	2,679	2,206				0	473
118	X	ENBRIDGE INC COM	29250N105			1/5/2012		9/5/2014	960	707				0	253
119	X	ENBRIDGE INC COM	29250N105			8/21/2013		9/8/2014	2,525	2,081				0	444
120	X	ENBRIDGE INC COM	29250N105			8/22/2013		10/14/2014	9,670	9,099				0	571
121	X	ENBRIDGE INC COM	29250N105			8/21/2013		10/14/2014	2,352	2,248				0	104
122	X	EXXON MOBIL CORP COM	30231G102			1/5/2012		5/14/2014	3,177	2,645				0	532
123	X	EXXON MOBIL CORP COM	30231G102			1/5/2012		11/26/2014	3,306	2,986				0	320
124	X	FEDERAL NATL MTG ASSOC	3135G0BA0			8/2/2012		11/26/2014	3,084	3,075				0	9
125	X	FEDERAL HOME LN MTG COR	3137EADH9			11/21/2013		11/26/2014	4,018	4,009				0	9
126	X	FEDERAL NATL MTG ASSOC	31398ADM1			12/1/2010		11/28/2014	1,114	1,070				0	44
127	X	FIFTH THIRD BANCORP	316773100			12/21/2012		5/14/2014	778	578				0	200
128	X	FIFTH THIRD BANCORP	316773100			5/9/2013		11/26/2014	729	642				0	87
129	X	FIFTH THIRD BANCORP	316773100			12/21/2012		11/26/2014	1,053	791				0	262
130	X	GENERAL ELECTRIC	369604103			2/5/2013		5/14/2014	1,904	1,612				0	292
131	X	GENERAL ELECTRIC	369604103			2/5/2013		11/26/2014	3,645	3,088				0	557
132	X	GENERAL ELECTRIC	369604103			8/21/2013		11/26/2014	590	524				0	66
133	X	GENERAL MILLS	370334104			1/5/2012		8/25/2014	3,066	2,355				0	711
134	X	GENERAL MILLS	370334104			8/21/2013		8/26/2014	319	297				0	22
135	X	GENERAL MILLS	370334104			8/21/2013		11/26/2014	674	644				0	30
136	X	GENUINE PARTS CO	372460105			11/21/2013		5/14/2014	2,487	2,363				0	124
137	X	GENUINE PARTS CO	372460105			11/21/2013		10/24/2014	4,344	3,829				0	515
138	X	GENUINE PARTS CO	372460105			11/21/2013		11/26/2014	3,045	2,444				0	601

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

	Amount
Long Term CG Distributions	1,873
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	3,257,694	2,249,874	1,007,820
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
139	X	GIVAUDAN SA UNSP ADR	37636P108			11/21/2013		5/14/2014	1,929	1,685				0	244
140	X	GIVAUDAN SA UNSP ADR	37636P108			11/21/2013		11/26/2014	2,169	1,741				0	428
141	X	GLAXOSMITHKLINE PLC ADR	37733W105			11/21/2013		5/14/2014	3,921	3,779				0	142
142	X	GLAXOSMITHKLINE PLC ADR	37733W105			11/21/2013		8/21/2014	20,170	22,515				0	-2,345
143	X	GLAXOSMITHKLINE PLC ADR	37733W105			11/21/2013		11/26/2014	1,906	2,182				276	0
144	X	GOLDMAN SACHS GROUP IN(	38141G104			10/2/2014		11/26/2014	753	733				0	20
145	X	GOLDMAN SACHS GROUP IN(	38141GEE0			12/1/2010		12/2/2014	1,046	1,018				0	28
146	X	HSBC HLDG PLC SP ADR	404280406			11/21/2013		5/14/2014	2,070	2,256				0	-186
147	X	HSBC HLDG PLC SP ADR	404280406			11/21/2013		11/26/2014	1,050	1,184				134	0
148	X	HENNES AND MAURITZ AB-	425883105			11/21/2013		5/14/2014	2,316	2,313				0	3
149	X	HENNES AND MAURITZ AB-	425883105			11/21/2013		11/26/2014	1,293	1,285				0	8
150	X	HOME DEPOT INC	437076102			1/5/2012		11/26/2014	4,480	1,964				0	2,516
151	X	HONEYWELL INTL INC DEL	438516106			1/5/2012		5/14/2014	1,122	661				0	461
152	X	HONEYWELL INTL INC DEL	438516106			2/5/2013		11/26/2014	1,783	1,254				0	529
153	X	HONEYWELL INTL INC DEL	438516106			1/5/2012		11/26/2014	99	55				0	44
154	X	IMPERIAL TOB GRP SPS ADR	453142101			11/21/2013		5/14/2014	5,464	4,682				0	782
155	X	IMPERIAL TOB GRP SPS ADR	453142101			11/21/2013		11/26/2014	3,338	2,840				0	498
156	X	INTEL CORP	458140100			1/5/2012		5/14/2014	1,162	1,111				0	51
157	X	INTEL CORP	458140100			1/5/2012		11/26/2014	4,208	2,878				0	1,330
158	X	INTL BUSINESS MACHINES	459200101			1/5/2012		5/14/2014	947	919				0	28
159	X	INTL BUSINESS MACHINES	459200101			1/5/2012		10/24/2014	5,183	5,883				0	-700
160	X	WYNDHAM WORLDWIDE COR	98310W108			9/27/2001		12/5/2014	665,102	178,092				0	487,010
161	X	EUTELSAT COMMUNICATION	F3692M128			11/21/2013		5/14/2014	3,175	2,822				0	353
162	X	EUTELSAT COMMUNICATION	F3692M128			11/21/2013		11/26/2014	1,812	1,651				0	161
163	X	LEGRAND SA	F56196185			11/21/2013		5/14/2014	1,695	1,408				0	287
164	X	LEGRAND SA	F56196185			11/21/2013		11/26/2014	889	921				32	0
165	X	TYCO INTL PLC SHS	G91442106			10/10/2014		11/26/2014	854	847				0	7
166	X	ACE LIMITED	H0023R105			1/5/2012		5/14/2014	717	482				0	235
167	X	ACE LIMITED	H0023R105			1/5/2012		11/26/2014	1,479	895				0	584
168	X	JAPAN TOBACCO INC 2914	J27869106			11/21/2013		5/14/2014	3,618	4,026				0	-408
169	X	JAPAN TOBACCO INC 2914	J27869106			11/21/2013		11/26/2014	2,381	2,759				377	-1
170	X	KONE OYJ	X4551T105			11/21/2013		5/14/2014	2,170	2,378				0	-208
171	X	KONE OYJ	X4551T105			11/21/2013		11/26/2014	887	886				0	1
172	X	TRAVELERS COS INC	89417E109			1/5/2012		11/26/2014	2,603	1,457				0	1,146
173	X	SUNTRUST BKS INC COM	867914103			5/9/2013		11/26/2014	2,531	1,977				0	554
174	X	SVENSKA HANDELSBANKEN	86959C103			11/21/2013		5/14/2014	1,940	1,762				0	178
175	X	SVENSKA HANDELSBANKEN	86959C103			11/21/2013		11/26/2014	1,167	1,084				0	83
176	X	SYNGENTA AG ADR	87160A100			11/21/2013		5/14/2014	2,030	2,028				0	2
177	X	SYNGENTA AG ADR	87160A100			11/21/2013		11/26/2014	1,328	1,560				232	0
178	X	3M COMPANY	88579Y101			1/5/2012		5/14/2014	1,420	832				0	588
179	X	3M COMPANY	88579Y101			1/5/2012		11/26/2014	2,213	1,165				0	1,048
180	X	TORONTO DOMINION BANK	891160509			8/30/2012		5/14/2014	1,346	1,141				0	205
181	X	TORONTO DOMINION BANK	891160509			8/30/2012		11/26/2014	1,524	1,222				0	302
182	X	TOTAL S A SP ADR	89151E109			12/21/2010		5/14/2014	784	588				0	196
183	X	TOTAL S A SP ADR	89151E109			12/1/2010		5/14/2014	3,847	2,690				0	1,157
184	X	TOTAL S A SP ADR	89151E109			12/21/2010		11/26/2014	3,348	2,996				0	352
185	X	TRAVELERS COS INC	89417E109			1/5/2012		5/14/2014	1,852	1,166				0	686
186	X	WYNDHAM WORLDWIDE COR	98310W108			9/27/2001		12/5/2014	193,034	51,646				0	141,388
187	X	WYNDHAM WORLDWIDE COR	98310W108			9/27/2001		12/5/2014	217,036	58,119				0	158,917
188	X	WYNDHAM WORLDWIDE COR	98310W108			9/27/2001		12/5/2014	64,882	17,358				0	47,524
189	X	US BANCORP (NEW)	902973304			12/1/2010		5/14/2014	3,916	2,359				0	1,557
190	X	US BANCORP (NEW)	902973304			12/1/2010		11/26/2014	2,963	1,630				0	1,333
191	X	US BANCORP (NEW)	902973304			12/21/2010		11/26/2014	1,106	670				0	436
192	X	UNILEVER NV NY REG SHS	904784709			9/9/2011		1/15/2014	1,304	1,068				0	236
193	X	UNILEVER NV NY REG SHS	904784709			12/21/2010		1/15/2014	9,317	7,640				0	1,677
194	X	UNILEVER NV NY REG SHS	904784709			1/5/2012		5/14/2014	3,325	2,649				0	676
195	X	UNILEVER NV NY REG SHS	904784709			9/9/2011		5/14/2014	691	503				0	188
196	X	UNILEVER NV NY REG SHS	904784709			1/5/2012		11/11/2014	1,210	1,066				0	144
197	X	UNILEVER NV NY REG SHS	904784709			1/5/2012		11/12/2014	3,187	2,821				0	366
198	X	UNILEVER NV NY REG SHS	904784709			1/5/2012		11/13/2014	704	619				0	85
199	X	UNILEVER NV NY REG SHS	904784709			1/5/2012		11/26/2014	4,039	3,474				0	565
200	X	UNION PACIFIC CORP	907818108			1/15/2014		5/14/2014	771	682				0	89
201	X	UNION PACIFIC CORP	907818108			1/15/2014		11/26/2014	2,216	1,535				0	681
202	X	UNITED PARCEL SVC CL B	911312106			3/18/2013		5/14/2014	3,052	2,564				0	488
203	X	UNITED PARCEL SVC CL B	911312106			3/18/2013		11/26/2014	3,316	2,649				0	667
204	X	U S TREASURY BOND	912810FT0			3/3/2011		5/14/2014	4,841	3,966				0	875
205	X	U S TREASURY BOND	912810FT0			1/5/2012		11/26/2014	7,750	7,547				0	203
206	X	U S TREASURY BOND	912810FT0			3/3/2011		11/26/2014	2,583	1,983				0	600
207	X	U S TREASURY BOND	912810QU5			2/24/2012		5/14/2014	11,527	12,034				0	-507

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

	Amount
Long Term CG Distributions	1,873
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	3,257,694	2,249,874	1,007,820
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
208	X	U S TREASURY BOND	912810QU5			2/24/2012		11/26/2014	17,655	17,048				0	607
209	X	U S TREASURY NOTE	912828ND8			12/21/2010		11/26/2014	3,288	3,037				0	251
210	X	U S TREASURY NOTE	912828NT3			11/21/2013		3/4/2014	3,115	3,112				0	3
211	X	U S TREASURY NOTE	912828NT3			8/28/2013		3/4/2014	9,346	9,251				0	95
212	X	U S TREASURY NOTE	912828NT3			8/21/2013		3/4/2014	9,346	9,192				0	154
213	X	U S TREASURY NOTE	912828NT3			1/5/2012		3/4/2014	13,499	13,715				0	-216
214	X	U S TREASURY NOTE	912828NT3			12/21/2010		3/4/2014	11,422	10,584				0	838
215	X	U S TREASURY NOTE	912828PA2			11/21/2013		3/4/2014	6,187	6,196				0	-9
216	X	U S TREASURY NOTE	912828PA2			8/28/2013		3/4/2014	10,312	10,212				0	100
217	X	U S TREASURY NOTE	912828PA2			8/21/2013		3/4/2014	8,250	8,156				0	94
218	X	U S TREASURY NOTE	912828PA2			8/2/2012		3/4/2014	29,905	30,265				0	-360
219	X	U S TREASURY NOTE	912828QF0			1/5/2012		11/26/2014	2,050	2,036				0	14
220	X	U S TREASURY NOTE	912828RM4			11/21/2013		3/4/2014	10,112	10,115				0	-3
221	X	U S TREASURY NOTE	912828RM4			8/28/2013		3/4/2014	14,156	14,046				0	110
222	X	U S TREASURY NOTE	912828RM4			8/21/2013		3/4/2014	12,134	12,041				0	93
223	X	U S TREASURY NOTE	912828RM4			1/5/2012		3/4/2014	27,302	27,117				0	185
224	X	TRAVELERS COS INC	89417E109			1/5/2012		10/2/2014	4,195	2,623				0	1,572
225	X	TRAVELERS COS INC	89417E109			1/5/2012		10/3/2014	10,154	6,295				0	3,859
226	X	U S TREASURY NOTE	912828RM4			11/17/2011		3/4/2014	15,168	15,052				0	116
227	X	U S TREASURY NOTE	912828SF8			2/27/2012		5/14/2014	2,950	3,018				0	-68
228	X	U S TREASURY NOTE	912828SF8			2/27/2012		11/26/2014	19,050	19,106				0	-56
229	X	U S TREASURY NOTE	912828SF8			2/27/2012		12/5/2014	37,794	38,212				0	-418
230	X	U S TREASURY NOTE	912828SF8			8/28/2013		12/5/2014	54,701	53,028				0	1,673
231	X	U S TREASURY NOTE	912828SF8			6/27/2013		12/5/2014	59,674	58,837				0	837
232	X	U S TREASURY NOTE	912828SF8			6/6/2013		12/5/2014	32,821	33,233				0	-412
233	X	U S TREASURY NOTE	912828SF8			3/28/2012		12/5/2014	6,962	6,962				0	0
234	X	U S TREASURY NOTE	912828SF8			2/27/2012		12/5/2014	4,973	4,996				0	-23
235	X	U S TREASURY NOTE	912828SF8			8/21/2013		12/5/2014	54,701	52,656				0	2,045
236	X	U S TREASURY NOTE	912828SF8			11/21/2013		12/5/2014	25,859	25,236				0	623
237	X	UNITED TECHS CORP COM	913017109			12/21/2010		4/16/2014	8,515	5,785				0	2,730
238	X	UNITED TECHS CORP COM	913017109			9/9/2011		5/14/2014	590	354				0	236
239	X	UNITED TECHS CORP COM	913017109			12/21/2010		5/14/2014	1,533	1,030				0	503
240	X	UNITED TECHS CORP COM	913017109			1/5/2012		10/8/2014	306	222				0	84
241	X	UNITED TECHS CORP COM	913017109			9/9/2011		10/8/2014	1,532	1,061				0	471
242	X	UNITED TECHS CORP COM	913017109			1/5/2012		10/9/2014	12,008	8,823				0	3,185
243	X	UNITED TECHS CORP COM	913017109			1/5/2012		11/26/2014	2,537	1,705				0	832
244	X	V F CORPORATION	918204108			8/21/2013		5/14/2014	1,203	911				0	292
245	X	V F CORPORATION	918204108			8/21/2013		8/19/2014	1,005	767				0	238
246	X	V F CORPORATION	918204108			8/21/2013		8/20/2014	3,295	2,493				0	802
247	X	V F CORPORATION	918204108			8/21/2013		8/21/2014	3,369	2,541				0	828
248	X	V F CORPORATION	918204108			8/21/2013		8/22/2014	3,315	2,493				0	822
249	X	V F CORPORATION	918204108			8/21/2013		8/25/2014	2,629	1,966				0	663
250	X	V F CORPORATION	918204108			8/22/2013		11/26/2014	518	334				0	184
251	X	V F CORPORATION	918204108			8/21/2013		11/26/2014	518	336				0	182
252	X	VERIZON COMMUNICATNS C	92343V104			2/28/2014		2/28/2014	27	0				0	27
253	X	VERIZON COMMUNICATNS C	92343V104			1/5/2012		3/25/2014	1,171	974				0	197
254	X	VERIZON COMMUNICATNS C	92343V104			9/9/2011		3/25/2014	1,874	1,407				0	467
255	X	VERIZON COMMUNICATNS C	92343V104			12/21/2010		3/25/2014	6,653	4,958				0	1,695
256	X	VERIZON COMMUNICATNS C	92343V104			1/5/2012		5/14/2014	4,338	3,505				0	833
257	X	VERIZON COMMUNICATNS C	92343V104			1/5/2012		11/26/2014	5,410	4,206				0	1,204
258	X	VERIZON COMMUNICATIONS	92343VAY0			11/21/2013		11/24/2014	12,403	12,324				0	79
259	X	VERIZON COMMUNICATIONS	92343VAY0			8/28/2013		11/24/2014	16,537	16,386				0	151
260	X	VERIZON COMMUNICATIONS	92343VAY0			8/22/2013		11/24/2014	14,470	14,325				0	145
261	X	VERIZON COMMUNICATIONS	92343VAY0			1/5/2012		11/24/2014	26,873	26,469				0	404
262	X	VERIZON COMMUNICATIONS	92343VAY0			8/25/2011		11/24/2014	23,772	23,276				0	496
263	X	INTL BUSINESS MACHINES	459200101			8/21/2013		11/26/2014	161	186				24	-1
264	X	INTL BUSINESS MACHINES	459200101			1/5/2012		11/26/2014	1,130	1,287				156	-1
265	X	INTL PAPER CO	460146103			7/16/2013		5/14/2014	758	773				0	-15
266	X	INTL PAPER CO	460146103			7/16/2013		11/26/2014	1,175	1,049				0	126
267	X	JPMORGAN CHASE & CO	46625H100			1/5/2012		5/14/2014	2,828	1,816				0	1,012
268	X	JPMORGAN CHASE & CO	46625H100			1/5/2012		11/26/2014	4,580	2,654				0	1,926
269	X	JPMORGAN CHASE & CO	46625HBV1			11/21/2013		9/15/2014	1,000	1,000				0	0
270	X	JPMORGAN CHASE & CO	46625HBV1			8/28/2013		9/15/2014	15,000	15,000				0	0
271	X	JPMORGAN CHASE & CO	46625HBV1			1/5/2012		9/15/2014	20,000	20,000				0	0
272	X	JPMORGAN CHASE & CO	46625HBV1			12/24/2010		9/15/2014	4,000	4,003				0	-3
273	X	JPMORGAN CHASE & CO	46625HBV1			12/21/2010		9/15/2014	14,000	14,000				0	0
274	X	JPMORGAN CHASE & CO	46625HBV1			12/1/2010		9/15/2014	9,000	9,000				0	0
275	X	JPMORGAN CHASE & CO	46625HBV1			11/21/2013		9/15/2014	10,000	10,000				0	0
276	X	JPMORGAN CHASE & CO	46625HBV1			8/21/2013		9/15/2014	13,000	13,000				0	0

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	1,873	Capital Gains/Losses	3,257,694	2,249,874	1,007,820
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
277	X	JPMORGAN CHASE & CO	46625HJX9			9/16/2014		11/28/2014	7,179	6,974				0	205
278	X	JOHNSON AND JOHNSON C	478160104			5/17/2011		5/14/2014	3,029	1,993				0	1,036
279	X	JOHNSON AND JOHNSON C	478160104			12/21/2010		5/14/2014	707	438				0	269
280	X	JOHNSON AND JOHNSON C	478160104			1/5/2012		11/26/2014	857	521				0	336
281	X	JOHNSON AND JOHNSON C	478160104			5/17/2011		11/26/2014	4,283	2,658				0	1,625
282	X	JOHNSON CONTROLS INC	478366107			1/5/2012		11/26/2014	848	547				0	301
283	X	KIMBERLY CLARK	494368103			1/5/2012		5/14/2014	1,223	804				0	419
284	X	KIMBERLY CLARK	494368103			1/5/2012		9/11/2014	2,350	1,607				0	743
285	X	KIMBERLY CLARK	494368103			1/5/2012		9/12/2014	2,541	1,753				0	788
286	X	KIMBERLY CLARK	494368103			8/21/2013		9/12/2014	1,270	1,135				0	135
287	X	KIMBERLY CLARK	494368103			8/21/2013		9/15/2014	3,815	3,406				0	409
288	X	KIMBERLY CLARK	494368103			8/22/2013		9/16/2014	2,669	2,383				0	286
289	X	KIMBERLY CLARK	494368103			8/21/2013		9/16/2014	1,174	1,041				0	133
290	X	KIMBERLY CLARK	494368103			8/22/2013		9/17/2014	3,739	3,336				0	403
291	X	KIMBERLY CLARK	494368103			8/22/2013		9/18/2014	748	667				0	81
292	X	KINDER MORGAN INC DEL	49456B101			8/21/2013		5/2/2014	1,145	1,303				0	-158
293	X	KINDER MORGAN INC DEL	49456B101			2/6/2013		5/2/2014	3,532	4,047				0	-515
294	X	KINDER MORGAN INC DEL	49456B101			8/22/2013		5/5/2014	3,409	3,868				0	-459
295	X	KINDER MORGAN INC DEL	49456B101			8/21/2013		5/5/2014	2,065	2,345				0	-280
296	X	KINDER MORGAN INC DEL	49456B101			8/22/2013		5/6/2014	852	967				0	-115
297	X	KRAFT FOODS GROUP INC	50076Q106			11/21/2013		5/14/2014	2,420	2,215				0	205
298	X	KRAFT FOODS GROUP INC	50076Q106			11/21/2013		10/24/2014	8,193	7,647				0	546
299	X	KRAFT FOODS GROUP INC	50076Q106			11/21/2013		11/26/2014	2,071	1,846				0	225
300	X	KROGER CO	501044101			10/10/2014		11/26/2014	1,123	1,032				0	91
301	X	LOCKHEED MARTIN CORP	539830109			1/31/2014		5/14/2014	1,323	1,210				0	113
302	X	LOCKHEED MARTIN CORP	539830109			1/31/2014		11/26/2014	1,512	1,210				0	302
303	X	LORILLARD INC	544147101			12/1/2010		1/3/2014	2,595	1,428				0	1,167
304	X	LORILLARD INC	544147101			12/21/2010		1/3/2014	2,894	1,592				0	1,302
305	X	LORILLARD INC	544147101			12/21/2010		1/6/2014	4,567	2,525				0	2,042
306	X	LORILLARD INC	544147101			1/5/2012		1/6/2014	6,999	5,317				0	1,682
307	X	LORILLARD INC	544147101			1/5/2012		1/7/2014	6,208	4,638				0	1,570
308	X	LORILLARD INC	544147101			8/21/2013		5/2/2014	7,502	5,418				0	2,084
309	X	LORILLARD INC	544147101			1/5/2012		5/2/2014	2,813	1,810				0	1,003
310	X	LORILLARD INC	544147101			8/22/2013		5/14/2014	1,221	892				0	329
311	X	LORILLARD INC	544147101			8/21/2013		5/14/2014	291	212				0	79
312	X	LORILLARD INC	544147101			8/22/2013		6/6/2014	6,009	4,288				0	1,721
313	X	LORILLARD INC	544147101			8/22/2013		7/21/2014	3,215	2,250				0	965
314	X	LORILLARD INC	544147101			11/21/2013		7/21/2014	19,045	16,476				0	2,569
315	X	LORILLARD INC	544147101			11/21/2013		10/20/2014	14,264	12,593				0	1,671
316	X	MARATHON OIL CORP	565849106			1/5/2012		5/14/2014	767	646				0	121
317	X	MARATHON OIL CORP	565849106			1/5/2012		11/26/2014	716	677				0	39
318	X	MARATHON PETROLEUM CO	56585A102			1/5/2012		5/14/2014	915	325				0	590
319	X	MARATHON PETROLEUM CO	56585A102			1/5/2012		11/26/2014	1,630	553				0	1,077
320	X	MATTEL INC COM	577081102			4/30/2014		11/26/2014	834	1,037				202	-1
321	X	MCDONALDS CORP COM	580135101			12/21/2010		5/14/2014	6,160	4,605				0	1,555
322	X	MCDONALDS CORP COM	580135101			12/1/2010		5/14/2014	411	318				0	93
323	X	MCDONALDS CORP COM	580135101			9/9/2011		11/26/2014	384	339				0	45
324	X	MCDONALDS CORP COM	580135101			12/21/2010		11/26/2014	4,804	3,837				0	967
325	X	MEADWESTVACO CORP	583334107			1/5/2012		5/14/2014	1,248	823				0	425
326	X	MEADWESTVACO CORP	583334107			1/5/2012		9/23/2014	625	398				0	227
327	X	MEADWESTVACO CORP	583334107			1/5/2012		9/25/2014	1,027	664				0	363
328	X	MEADWESTVACO CORP	583334107			1/5/2012		9/29/2014	1,065	690				0	375
329	X	MEADWESTVACO CORP	583334107			1/5/2012		9/30/2014	1,070	690				0	380
330	X	MEADWESTVACO CORP	583334107			8/22/2013		10/6/2014	7,511	6,568				0	943
331	X	MEADWESTVACO CORP	583334107			8/21/2013		10/6/2014	5,436	4,760				0	676
332	X	MEADWESTVACO CORP	583334107			1/5/2012		10/6/2014	1,037	664				0	373
333	X	MERCK AND CO INC SHS	58933Y105			12/21/2010		4/2/2014	8,036	5,209				0	2,827
334	X	MERCK AND CO INC SHS	58933Y105			12/1/2010		4/2/2014	450	280				0	170
335	X	MERCK AND CO INC SHS	58933Y105			1/5/2012		5/14/2014	3,439	2,361				0	1,078
336	X	MERCK AND CO INC SHS	58933Y105			12/21/2010		5/14/2014	959	619				0	340
337	X	MERCK AND CO INC SHS	58933Y105			1/5/2012		6/6/2014	5,028	3,367				0	1,661
338	X	MERCK AND CO INC SHS	58933Y105			1/5/2012		7/21/2014	9,338	6,231				0	3,107
339	X	MERCK AND CO INC SHS	58933Y105			8/21/2013		8/6/2014	168	144				0	24
340	X	MERCK AND CO INC SHS	58933Y105			4/19/2013		8/6/2014	11,761	9,959				0	1,802
341	X	MERCK AND CO INC SHS	58933Y105			1/5/2012		8/6/2014	616	426				0	190
342	X	MERCK AND CO INC SHS	58933Y105			8/21/2013		8/21/2014	11,711	9,549				0	2,162
343	X	MERCK AND CO INC SHS	58933Y105			8/22/2013		8/21/2014	1,942	1,569				0	373
344	X	MERCK AND CO INC SHS	58933Y105			8/22/2013		11/26/2014	3,163	2,520				0	643
345	X	METLIFE INC COM	59156R108			7/9/2013		11/26/2014	2,058	1,807				0	251

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	1,873	Capital Gains/Losses	3,257,694	2,249,874	1,007,820
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
346	X	MICROSOFT CORP	594918104			12/7/2011		7/21/2014	6,768	3,844				0	2,924
347	X	MICROSOFT CORP	594918104			12/21/2010		7/21/2014	5,415	3,375				0	2,040
348	X	MICROSOFT CORP	594918104			12/1/2010		7/21/2014	632	367				0	265
349	X	MICROSOFT CORP	594918104			1/5/2012		11/26/2014	6,754	3,881				0	2,873
350	X	MICROSOFT CORP	594918104			12/7/2011		11/26/2014	718	384				0	334
351	X	MONDELEZ INTERNATIONAL	609207105			4/22/2013		5/14/2014	1,131	947				0	184
352	X	MONDELEZ INTERNATIONAL	609207105			4/22/2013		11/26/2014	1,713	1,390				0	323
353	X	MORGAN STANLEY	617446448			1/21/2014		11/26/2014	1,684	1,570				0	114
354	X	MOTOROLA SOLUTIONS INC	620076307			10/2/2013		5/14/2014	882	787				0	95
355	X	MOTOROLA SOLUTIONS INC	620076307			10/3/2013		11/26/2014	328	304				0	24
356	X	MOTOROLA SOLUTIONS INC	620076307			10/2/2013		11/26/2014	721	666				0	55
357	X	NATIONAL BANK CANADA	633067103			11/21/2013		5/14/2014	1,346	1,427				0	-81
358	X	NATIONAL BANK CANADA	633067103			11/21/2013		11/26/2014	852	803				0	49
359	X	NESTLE S A REP RG SH ADR	641069406			11/21/2013		5/14/2014	5,681	5,288				0	393
360	X	NESTLE S A REP RG SH ADR	641069406			11/21/2013		11/26/2014	2,694	2,644				0	50
361	X	NEWMONT MINING CORP	651639106			2/12/2013		1/15/2014	2,432	4,655				0	-2,223
362	X	NEWMONT MINING CORP	651639106			8/22/2013		1/15/2014	2,361	3,236				0	-875
363	X	NEWMONT MINING CORP	651639106			8/21/2013		1/15/2014	1,841	2,540				0	-699
364	X	NEXTERA ENERGY INC SHS	65339F101			1/5/2012		5/14/2014	2,326	1,419				0	907
365	X	NEXTERA ENERGY INC SHS	65339F101			1/5/2012		10/8/2014	4,559	2,838				0	1,721
366	X	NEXTERA ENERGY INC SHS	65339F101			1/5/2012		11/26/2014	2,268	1,301				0	967
367	X	NORTHEAST UTILITIES COM	664397106			1/5/2012		5/14/2014	1,191	907				0	284
368	X	NORTHEAST UTILITIES COM	664397106			1/5/2012		11/26/2014	1,093	767				0	326
369	X	NORTHROP GRUMMAN CORF	666807102			12/1/2010		5/14/2014	2,079	970				0	1,109
370	X	NORTHROP GRUMMAN CORF	666807102			12/21/2010		11/26/2014	706	292				0	414
371	X	NORTHROP GRUMMAN CORF	666807102			12/1/2010		11/26/2014	2,966	1,199				0	1,767
372	X	NOVARTIS ADR	66987V109			11/21/2013		5/2/2014	9,598	8,724				0	874
373	X	NOVARTIS ADR	66987V109			11/21/2013		5/14/2014	2,951	2,617				0	334
374	X	NOVARTIS ADR	66987V109			11/21/2013		11/26/2014	2,488	2,062				0	426
375	X	NOVO NORDISK A S ADR	670100205			4/14/2014		11/26/2014	1,079	1,034				0	45
376	X	OCCIDENTAL PETE CORP CA	674599105			1/5/2012		5/14/2014	1,456	1,440				0	16
377	X	OCCIDENTAL PETE CORP CA	674599105			1/5/2012		11/26/2014	1,805	2,016				211	0
378	X	PEPSICO INC	713448108			11/21/2013		5/14/2014	2,707	2,658				0	49
379	X	PEPSICO INC	713448108			11/21/2013		10/20/2014	5,704	5,229				0	475
380	X	PEPSICO INC	713448108			11/21/2013		11/26/2014	2,182	1,886				0	296
381	X	PFIZER INC	717081103			1/5/2012		8/6/2014	9,117	6,960				0	2,157
382	X	PFIZER INC	717081103			12/21/2010		8/6/2014	6,738	4,146				0	2,592
383	X	PFIZER INC	717081103			1/5/2012		8/21/2014	8,331	6,247				0	2,084
384	X	PFIZER INC	717081103			4/18/2013		8/21/2014	1,730	1,847				0	-117
385	X	PFIZER INC	717081103			8/21/2013		11/26/2014	1,768	1,632				0	136
386	X	PFIZER INC	717081103			4/18/2013		11/26/2014	4,032	4,002				0	30
387	X	PHILIP MORRIS INTL INC	718172109			12/21/2010		1/3/2014	5,745	3,924				0	1,821
388	X	PRUDENTIAL FINANCIAL INC	744320102			7/12/2013		8/28/2014	5,983	5,215				0	768
389	X	VERITIV CORP	923454102			8/22/2013		7/10/2014	72	69				0	3
390	X	VERITIV CORP	923454102			8/21/2013		7/10/2014	36	35				0	1
391	X	VERITIV CORP	923454102			7/16/2013		7/10/2014	36	36				0	0
392	X	VERITIV CORP	923454102			7/10/2014		7/10/2014	35	0				0	35
393	X	VODAFONE GROUP PLC SHS	92857W308			11/21/2013		3/19/2014	7	12				0	-5
394	X	VODAFONE GROUP PLC SHS	92857W308			11/21/2013		3/25/2014	7,318	13,562				0	-6,244
395	X	VODAFONE GROUP PLC SHS	92857W308			11/21/2013		4/2/2014	8,184	15,197				0	-7,013
396	X	WAL-MART STORES INC	931142103			1/5/2012		5/14/2014	1,261	941				0	320
397	X	WAL-MART STORES INC	931142103			1/5/2012		10/8/2014	4,844	3,648				0	1,196
398	X	WAL-MART STORES INC	931142103			8/21/2013		11/26/2014	593	519				0	74
399	X	WAL-MART STORES INC	931142103			1/5/2012		11/26/2014	593	412				0	181
400	X	WELLS FARGO & CO NEW DE	949746101			1/5/2012		5/14/2014	1,676	973				0	703
401	X	WELLS FARGO & CO NEW DE	949746101			1/5/2012		11/26/2014	5,420	2,863				0	2,557
402	X	WELLS FARGO & COMPANY	94974BFG0			1/9/2013		5/16/2014	999	1,003				0	-4
403	X	WELLS FARGO & COMPANY	94974BFG0			1/9/2013		12/2/2014	998	1,003				5	0
404	X	WELLS FARGO & COMPANY	94974BFQ8			11/21/2013		5/15/2014	1,010	1,008				0	2
405	X	WELLS FARGO & COMPANY	94974BFQ8			11/21/2013		11/28/2014	2,019	2,014				0	5
406	X	WEYERHAEUSER CO	962166104			1/5/2012		5/14/2014	1,592	977				0	615
407	X	WEYERHAEUSER CO	962166104			8/21/2013		9/16/2014	2,869	2,403				0	466
408	X	WEYERHAEUSER CO	962166104			1/5/2012		9/16/2014	5,673	3,232				0	2,441
409	X	WEYERHAEUSER CO	962166104			8/21/2013		11/26/2014	908	718				0	190
410	X	PRUDENTIAL FINANCIAL INC	744320102			7/12/2013		11/26/2014	1,884	1,712				0	172
411	X	PHILIP MORRIS INTL INC	718172109			12/21/2010		1/6/2014	4,080	2,812				0	1,268
412	X	PHILIP MORRIS INTL INC	718172109			1/5/2012		1/6/2014	2,890	2,670				0	220
413	X	PHILIP MORRIS INTL INC	718172109			9/9/2011		1/6/2014	1,700	1,347				0	353
414	X	PHILIP MORRIS INTL INC	718172109			1/5/2012		1/7/2014	3,489	3,220				0	269

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

	Amount
Long Term CG Distributions	1,873
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	3,257,694	2,249,874	1,007,820
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
415	X	PHILIP MORRIS INTL INC	718172109			1/5/2012		5/14/2014	2,842	2,592				0	250
416	X	PHILIP MORRIS INTL INC	718172109			1/5/2012		8/22/2014	4,722	4,398				0	324
417	X	PHILIP MORRIS INTL INC	718172109			1/5/2012		11/26/2014	3,115	2,827				0	288
418	X	PHILLIPS 66 SHS	718546104			1/5/2012		11/26/2014	1,345	569				0	776
419	X	PRAXAIR INC	74005P104			1/5/2012		5/14/2014	1,442	1,188				0	254
420	X	PRAXAIR INC	74005P104			1/5/2012		11/26/2014	1,815	1,512				0	303
421	X	PROCTER & GAMBLE CO	742718109			1/5/2012		5/14/2014	1,871	1,533				0	338
422	X	PROCTER & GAMBLE CO	742718109			1/5/2012		11/26/2014	2,037	1,533				0	504
423	X	PRUDENTIAL FINANCIAL INC	744320102			7/12/2013		5/14/2014	1,161	1,090				0	71
424	X	PUB SVC ENTERPRISE GRP	744573106			1/5/2012		1/3/2014	2,487	2,500				0	-13
425	X	PUB SVC ENTERPRISE GRP	744573106			8/22/2013		1/6/2014	4,009	4,109				0	-100
426	X	PUB SVC ENTERPRISE GRP	744573106			8/21/2013		1/6/2014	3,283	3,366				0	-83
427	X	PUB SVC ENTERPRISE GRP	744573106			1/5/2012		1/6/2014	821	823				0	-2
428	X	QUALCOMM INC	747525103			2/13/2014		11/26/2014	1,374	1,454				80	0
429	X	RAYTHEON CO DELAWARE N	755111507			1/5/2012		5/14/2014	1,776	869				0	907
430	X	RAYTHEON CO DELAWARE N	755111507			1/5/2012		11/26/2014	3,940	1,786				0	2,154
431	X	REYNOLDS AMERICAN INC	761713106			11/21/2013		5/14/2014	2,226	1,990				0	236
432	X	REYNOLDS AMERICAN INC	761713106			11/21/2013		11/26/2014	2,601	2,041				0	560
433	X	ROCHE HLDG LTD SPN ADR	771195104			11/21/2013		5/14/2014	4,984	4,702				0	282
434	X	ROCHE HLDG LTD SPN ADR	771195104			11/21/2013		11/26/2014	1,982	1,846				0	136
435	X	ROGERS COMMUNICATIONS	775109200			11/21/2013		5/14/2014	3,388	3,682				0	-294
436	X	ROGERS COMMUNICATIONS	775109200			11/21/2013		11/26/2014	2,137	2,380				242	-1
437	X	ROYAL DUTCH SHEL PLC	780259107			11/21/2013		5/14/2014	2,324	1,923				0	401
438	X	ROYAL DUTCH SHEL PLC	780259107			11/21/2013		11/26/2014	2,841	2,707				0	134
439	X	SANOFI ADR	80105N105			11/21/2013		5/14/2014	3,167	3,182				14	-1
440	X	SANOFI ADR	80105N105			11/21/2013		11/26/2014	2,645	2,916				272	1
441	X	SCHLUMBERGER LTD	806857108			1/5/2012		5/14/2014	1,410	952				0	458
442	X	SCHLUMBERGER LTD	806857108			1/5/2012		11/26/2014	837	612				0	225
443	X	SEMPRA ENERGY	816851109			1/5/2012		5/14/2014	1,185	662				0	523
444	X	SEMPRA ENERGY	816851109			1/5/2012		11/26/2014	1,343	662				0	681
445	X	SHELL INTERNATIONAL FIN	822582AJ1			3/25/2011		11/28/2014	3,304	3,058				0	246
446	X	SINGAPORE TELECOMM LT A	82929R304			11/21/2013		5/14/2014	1,654	1,623				0	31

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

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

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

		45,229	27,138	0	18,092
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	US TRUST FEES AS AGENT	45,229	27,138		18,092

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

		92,141	5,428	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	5,428	5,428		
2	PY EXCISE TAX DUE	27,739			
3	ESTIMATED EXCISE PAYMENTS	58,974			

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

		440	440	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	440	440		

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

Federal	1,165,154	1,176,700	0	1,216,715
State/Local	0	0	0	0

	Description	Num. Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation
1				0			
2	FEDERAL NATL MTG ASSOC		0	113,583		113,736	
3	FEDERAL HOME LN MTG CORP		0	118,246		118,232	
4	FEDERAL NATL MTG ASSOC		0	123,427		124,929	
5	U.S TREASURY BOND		0	95,293		108,040	
6	U S TREASURY BOND 3 125% FEB 15 2		0	140,590		161,472	
7	U.S. TREASURY NOTE		0	167,785		170,093	
8	U S TREASURY NOTE		0	256,910		257,141	
9	U.S TREASURY NOTE		0	104,849		106,912	
10	U.S TREASURY NOTE		0	56,017		56,160	

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

			3,348,640	3,728,645	0	4,050,966
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1						
2	EUTELSAT COMMUNICATIONS,	0		33,280		35,276
3	LEGRAND SA	0		20,414		19,812
4	TYCO INTL PLC SHS	0		14,742		15,570
5	ACE LIMITED	0		13,881		17,692
6	JAPAN TOBACCO INC JPY50000 ORDS	0		60,801		49,020
7	KONE OYJ	0		28,404		27,825
8	AT& T INC	0		38,011		36,848
9	ABBOTT LABORATORIES	0		8,585		10,940
10	ABBVIE INC SHS	0		32,234		37,759
11	ALTRIA GROUP INC	0		41,276		51,438
12	AMERICAN EXPRESS COMPANY	0		16,291		20,934
13	AMERICAN TOWER REIT INC	0		6,464		8,402
14	ANHEUSER-BUSCH INBEV ADR	0		46,189		49,196
15	ASTRAZENECA PLC SPONS ADR	0		34,623		33,994
16	ATLAS COPCO AB SPONSORED ADR	0		27,714		27,665
17	BHP BILLITON PLC	0		25,210		18,275
18	BHP BILLITON LIMITED	0		16,611		12,540
19	BRISTOL MYERS SQUIBB CO COM	0		37,449		50,589
20	BRITISH AMERICAN TOBACCO	0		52,728		52,185
21	CME GROUP INC	0		14,404		16,755
22	CALIFORNIA RESOURCES	0		727		518
23	CHEVRONTEXACO CORP	0		95,591		95,914
24	CHUBB CORPORATION COM	0		26,325		31,144
25	CITIGROUP INC COM NEW	0		35,493		37,498
26	COCA-COLA CO USD	0		75,890		78,909
27	COMCAST CORP NEW	0		38,386		50,715
28	CONOCOPHILLIPS	0		17,159		18,370
29	DBS GROUP HLDGS LTD	0		31,955		35,409
30	DEUTSCHE POST AG SHS	0		44,225		42,931
31	DIAGEO PLC SPON ADR NEW	0		75,219		73,474
32	DOMINION RES INC VA NEW	0		26,078		33,605
33	DOW CHEMICAL COMPANY COMMON	0		11,055		13,364
34	E I DU PONT DE NEMOURS & CO COMM	0		36,759		46,878
35	DUKE ENERGY CORP NEW	0		13,005		15,706
36	EXXON MOBIL CORP	0		45,938		48,259
37	FIFTH THIRD BANCORP	0		18,870		20,131
38	GENERAL ELECTRIC CO	0		54,097		54,735
39	GENERAL MILLS INC COM	0		9,673		10,346
40	GENUINE PARTS CO	0		39,868		48,916
41	GIVAUDAN SA UNSP ADR	0		32,842		38,029
42	GLAXO SMITHKLINE PLC	0		40,942		33,508
43	GOLDMAN SACHS GROUP INC	0		15,520		16,088
44	HSBC HLDGS PLC	0		30,234		25,835
45	HENNES AND MAURITZ AB-	0		34,987		34,932
46	HOME DEPOT INC USD 0 05	0		46,320		63,192

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

			3,348,640	3,728,645	0	4,050,966
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
47	HONEYWELL INTL INC	0		19,898		24,281
48	IMPERIAL TOB GROUP PLC SPONSORED	0		71,191		78,925
49	INTEL CORPORATION	0		32,892		43,221
50	INTERNATIONAL BUSINESS MACHINES C	0		22,895		20,055
51	INTERNATIONAL PAPER COMPANY COMI	0		20,676		22,986
52	KRAFT FOODS GROUP INC	0		26,846		31,205
53	KROGER COMPANY COMMON	0		15,724		18,364
54	LOCKHEED MARTIN CORP	0		14,944		18,294
55	MARATHON OIL CORP	0		13,250		11,627
56	MARATHON PETROLEUM CORP	0		14,551		18,864
57	J P MORGAN CHASE & CO	0		60,637		73,594
58	JOHNSON & JOHNSON COM	0		70,778		83,133
59	JOHNSON CONTROLS INC	0		11,576		13,777
60	MATTEL INC	0		35,195		30,790
61	MC DONALDS CORPORATION COMMON	0		100,494		97,167
62	MERCK AND CO INC SHS	0		39,565		44,126
63	METLIFE INC	0		29,370		29,695
64	MICROSOFT CORP COM	0		88,973		108,972
65	MONDELEZ INTERNATIONAL	0		17,830		20,051
66	MORGAN STANLEY DEAN WITTER & CO	0		35,400		39,460
67	MOTOROLA SOLUTIONS INC	0		13,935		15,227
68	NATIONAL BK CDA MONTREAL QUE	0		18,518		17,800
69	NESTLE S A SPONSORED ADR	0		61,108		60,621
70	NEXTERA ENERGY INC SHS	0		25,231		31,993
71	NORTHEAST UTILITIES COMMON	0		14,558		18,625
72	NORTHROP GRUMMAN CORP	0		31,371		55,419
73	NOVARTIS AG SPNSRD ADR	0		53,701		60,600
74	NOVO NORDISK A/S ADR	0		24,908		23,826
75	OCCIDENTAL PETROLEUM CORPORATIO	0		24,360		22,893
76	PEPSICO INC	0		28,679		30,921
77	PFIZER INC COM	0		77,357		78,155
78	PHILIP MORRIS INTL INC	0		65,555		63,124
79	PHILLIPS 66 SHS	0		7,565		9,464
80	PRAXAIR INC	0		21,611		23,709
81	PROCTER & GAMBLE CO COM	0		40,912		45,909
82	PRUDENTIAL FINL INC	0		26,799		30,123
83	QUALCOMM INC	0		20,320		19,846
84	RAYTHEON CO	0		36,189		50,624
85	REYNOLDS AMERN INC	0		31,828		37,212
86	ROCHE HLDG LTD SPONSORED ADR	0		57,216		55,098
87	ROGERS COMMUNICATIONS INC CL B	0		52,782		46,321
88	ROYAL DUTCH SHEL PLC	0		44,300		42,849
89	SANDS CHINA LTD UNSP ADR	0		10,703		9,947
90	SANOFI-SYNTHELABO	0		63,509		55,416
91	SCHLUMBERGER LIMITED COM	0		16,547		17,851
92	SEMPRA ENERGY	0		14,915		20,045

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

			3,348,640	3,728,645	0	4,050,966
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
93	SINGAPORE TELECOMM LT AD	0		17,572		17,293
94	SUNTRUST BANKS INC	0		38,210		44,330
95	SVENSKA HANDELSBANKEN AB	0		31,218		31,613
96	SYNGENTA AG SPONS ADR	0		34,420		29,550
97	3M CO	0		21,541		30,399
98	TORONTO-DOMINION BANK (NEW)	0		16,788		18,873
99	TOTAL FINA ELF S A ADR	0		54,912		51,046
100	TRAVELERS COS INC	0		30,901		36,624
101	US BANCORP DEL	0		49,497		63,964
102	UNILEVER NV NY SHARE F NEW	0		59,236		59,731
103	UNION PACIFIC CORP	0		21,079		27,638
104	UNITED PARCEL SVC INC CL B	0		47,064		55,807
105	UNITED TECHNOLOGIES CORP	0		42,385		50,830
106	V F CORPORATION COM	0		17,031		24,642
107	VERIZON COMMUNICATIONS INC	0		75,338		77,982
108	WAL MART STORES INC	0		15,746		17,949
109	WELLS FARGO & CO NEW	0		48,862		62,824
110	WEYERHAEUSER CO COM	0		13,214		16,545

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				1,167,962	879,566	0	898,162
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1							
2	AT&T INC			0	104,436		105,973
3	APPLE INC			0	103,417		106,920
4	CISCO SYSTEMS INC			0	89,196		90,527
5	CISCO SYSTEMS INC			0	16,456		17,615
6	CITIGROUP INC			0	56,591		61,195
7	CREDIT SUISSE FIRST BOSTON USA			0	68,079		68,115
8	GOLDMAN SACHS GROUP INC			0	112,166		113,744
9	JPMORGAN CHASE & CO			0	109,945		112,596
10	SHELL INTERNATIONAL FIN			0	106,364		108,649
11	WELLS FARGO & COMPANY			0	57,556		57,683
12	WELLS FARGO & COMPANY			0	55,360		55,145

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

			0	564,870	557,081
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	BLACKROCK STRATEGIC		0	564,870	557,081

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

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

1	COST BASIS ADJUSTMENT	1	9,737
2	PURCHASE OF ACCRUED INTEREST C/O FROM PY	2	2,765
3	Total	3	12,502

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

1	BOND AMORTIZATION	1	19,658
2	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	807,044
3	CY LATE POSTING MUTUAL FUNDS	3	32
4	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	4	6,875
5	Total	5	833,609

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

	Amount
Long Term CG Distributions	1,873
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						3,255,821	0	2,860	2,252,734	1,005,947	0	0	0	1,005,947
1	BLACKROCK STRATEGIC	09256H286		3/4/2014	5/14/2014	11,433		0	11,341	92	0	0	0	92
2	BLACKROCK STRATEGIC	09256H286		3/4/2014	11/26/2014	15,867		0	15,790	77	0	0	0	77
3	BRISTOL-MYERS SQUIBB CO	110122108		1/5/2012	5/14/2014	2,038		0	1,329	709	0	0	0	709
4	BRISTOL-MYERS SQUIBB CO	110122108		1/5/2012	11/26/2014	3,806		0	2,214	1,592	0	0	0	1,592
5	BRITISH AMN TOBACO SPADR	110448107		11/21/2013	5/14/2014	3,378		0	3,083	295	0	0	0	295
6	BRITISH AMN TOBACO SPADR	110448107		11/21/2013	11/26/2014	3,972		0	3,615	357	0	0	0	357
7	CME GROUP INC	12572Q105		1/31/2014	5/14/2014	705		0	740	-35	0	0	0	-35
8	BHP BILLITON LTD ADR	088606108		8/21/2013	11/26/2014	887		137	1,025	-1	0	0	0	-1
9	DEERE & COMPANY	244199BE4		7/12/2012	3/4/2014	1,923		0	1,974	-51	0	0	0	-51
10	DEERE & COMPANY	244199BE4		11/21/2013	3/4/2014	9,616		0	9,454	162	0	0	0	162
11	DEERE & COMPANY	244199BE4		6/12/2012	3/4/2014	47,119		0	49,203	-2,084	0	0	0	-2,084
12	DEERE & COMPANY	244199BE4		8/28/2013	3/4/2014	17,309		0	16,924	385	0	0	0	385
13	DEUTSCHE POST AG SHS	25157Y202		11/21/2013	5/14/2014	2,084		0	1,839	245	0	0	0	245
14	DEUTSCHE POST AG SHS	25157Y202		11/21/2013	11/26/2014	2,443		65	2,507	1	0	0	0	1
15	DIAGEO PLC SPSD ADR NEW	25243Q205		12/21/2010	5/14/2014	5,055		0	2,976	2,079	0	0	0	2,079
16	DIAGEO PLC SPSD ADR NEW	25243Q205		12/21/2010	8/26/2014	3,194		0	2,009	1,185	0	0	0	1,185
17	CME GROUP INC	12572Q105		1/31/2014	11/26/2014	1,171		0	1,035	136	0	0	0	136
18	CALIFORNIA RESOURCES	13057Q107		12/10/2014	12/10/2014	4		0	0	4	0	0	0	4
19	CHEVRON CORP	166764100		12/21/2010	5/14/2014	4,928		0	3,505	1,423	0	0	0	1,423
20	CHEVRON CORP	166764100		12/1/2010	5/14/2014	884		0	582	302	0	0	0	302
21	CHEVRON CORP	166764100		12/21/2010	11/26/2014	5,637		0	4,404	1,233	0	0	0	1,233
22	CHEVRON CORP	166764AA8		12/3/2012	3/4/2014	52,715		0	53,399	-684	0	0	0	-684
23	CHEVRON CORP	166764AA8		12/3/2012	3/4/2014	995		0	1,007	-12	0	0	0	-12
24	CHEVRON CORP	166764AA8		1/2/2013	3/4/2014	1,989		0	2,019	-30	0	0	0	-30
25	CHEVRON CORP	166764AA8		11/21/2013	3/4/2014	12,930		0	12,891	39	0	0	0	39
26	DIAGEO PLC SPSD ADR NEW	25243Q205		1/5/2012	8/27/2014	2,020		0	1,494	526	0	0	0	526
27	DIAGEO PLC SPSD ADR NEW	25243Q205		12/21/2010	8/27/2014	2,495		0	1,562	933	0	0	0	933
28	DIAGEO PLC SPSD ADR NEW	25243Q205		9/9/2011	8/27/2014	2 376		0	1,520	856	0	0	0	856
29	DIAGEO PLC SPSD ADR NEW	25243Q205		1/5/2012	8/28/2014	3,228		0	2,373	855	0	0	0	855
30	DIAGEO PLC SPSD ADR NEW	25243Q205		1/5/2012	11/26/2014	4,918		0	3,603	1,315	0	0	0	1,315
31	DOMINION RES INC NEW VA	25746U109		1/5/2012	5/14/2014	2,760		0	2,017	743	0	0	0	743
32	DOMINION RES INC NEW VA	25746U109		1/5/2012	10/8/2014	4,502		0	3,258	1,244	0	0	0	1,244
33	DOMINION RES INC NEW VA	25746U109		1/5/2012	11/26/2014	2,106		0	1,500	606	0	0	0	606
34	DOW CHEMICAL CO	260543103		1/5/2012	5/14/2014	903		0	534	369	0	0	0	369
35	DOW CHEMICAL CO	260543103		1/5/2012	11/26/2014	1,031		0	593	438	0	0	0	438
36	DU PONT E I DE NEMOURS	263534109		1/5/2012	5/14/2014	2,576		0	1,763	813	0	0	0	813
37	DU PONT E I DE NEMOURS	263534109		1/5/2012	11/26/2014	2,992		0	1,948	1,044	0	0	0	1,044
38	DUKE ENERGY CORP NEW	26441C204		2/12/2013	5/14/2014	787		0	763	24	0	0	0	24
39	DUKE ENERGY CORP NEW	26441C204		2/12/2013	11/26/2014	1,196		0	1,041	155	0	0	0	155
40	CHEVRON CORP	166764AA8		8/28/2013	3/4/2014	17,903		0	17,592	311	0	0	0	311
41	CHEVRON CORP	166764AA8		8/21/2013	3/4/2014	13 925		0	13,661	264	0	0	0	264
42	CHUBB CORP	171232101		1/5/2012	5/14/2014	1,588		0	1,167	421	0	0	0	421
43	CHUBB CORP	171232101		1/5/2012	11/26/2014	2,251		0	1,510	741	0	0	0	741
44	CISCO SYSTEMS INC	17275RAH5		12/1/2010	11/26/2014	2,212		0	2,079	133	0	0	0	133
45	CITIGROUP INC COM NEW	172967424		5/9/2013	5/14/2014	893		0	928	-35	0	0	0	-35
46	CITIGROUP INC COM NEW	172967424		5/9/2013	11/26/2014	2,541		0	2,297	244	0	0	0	244
47	CITIGROUP INC	172967FT3		11/17/2011	11/28/2014	3,289		0	2,910	379	0	0	0	379
48	COCA COLA COM	191216100		12/1/2010	3/19/2014	806		0	679	127	0	0	0	127
49	COCA COLA COM	191216100		12/21/2010	3/19/2014	6,105		0	5,208	897	0	0	0	897
50	COCA COLA COM	191216100		1/5/2012	5/14/2014	2,959		0	2,511	448	0	0	0	448
51	COCA COLA COM	191216100		12/21/2010	5/14/2014	863		0	688	175	0	0	0	175
52	COCA COLA COM	191216100		9/9/2011	5/14/2014	1 644		0	1,389	255	0	0	0	255
53	COCA COLA COM	191216100		1/5/2012	8/22/2014	5,306		0	4,498	808	0	0	0	808
54	COCA COLA COM	191216100		1/5/2012	10/20/2014	5,061		0	4,080	981	0	0	0	981
55	COCA COLA COM	191216100		8/21/2013	11/26/2014	2,258		0	1,965	293	0	0	0	293
56	COCA COLA COM	191216100		1/5/2012	11/26/2014	2,391		0	1,883	508	0	0	0	508
57	COMCAST CRP NEW CL A SPL	20030N200		2/21/2013	5/14/2014	2,128		0	1,635	493	0	0	0	493
58	COMCAST CRP NEW CL A SPL	20030N200		2/21/2013	11/26/2014	3,674		0	2,472	1,202	0	0	0	1,202
59	CONOCOPHILLIPS	20825C104		1/5/2012	5/14/2014	1,022		0	731	291	0	0	0	291
60	CONOCOPHILLIPS	20825C104		1/5/2012	11/26/2014	1,130		0	900	230	0	0	0	230
61	DBS GROUP HLDGS SPN ADR	23304Y100		11/21/2013	5/14/2014	1,557		0	1,586	-29	0	0	0	-29
62	DBS GROUP HLDGS SPN ADR	23304Y100		11/21/2013	11/26/2014	1,518		0	1,367	151	0	0	0	151
63	DEERE CO	244199105		8/22/2013	1/31/2014	5 437		0	5,256	181	0	0	0	181
64	DEERE CO	244199105		8/21/2013	1/31/2014	8,372		0	8,059	313	0	0	0	313
65	DEERE CO	244199105		1/5/2012	1/31/2014	9,235		0	8,635	600	0	0	0	600
66	DEERE CO	244199105		8/22/2013	2/3/2014	5,100		0	5,006	94	0	0	0	94
67	DEERE & COMPANY	244199BE4		8/21/2013	3/4/2014	19,232		0	18,704	528	0	0	0	528
68	ENI S P A SPONSORED ADR	26874R108		11/21/2013	5/14/2014	2,483		0	2,335	148	0	0	0	148
69	ENI S P A SPONSORED ADR	26874R108		11/21/2013	11/26/2014	1,260		199	1,459	0	0	0	0	0
70	ENI S P A SPONSORED ADR	26874R108		11/30/2013	12/11/2014	1,068		0	1,347	-279	0	0	0	-279
71	ENI S P A SPONSORED ADR	26874R108		8/22/2014	12/11/2014	5,341		0	7,377	-2,036	0	0	0	-2,036
72	ENI S P A SPONSORED ADR	26874R108		11/21/2013	12/11/2014	16,700		0	22,813	-6,113	0	0	0	-6,113
73	ENI S P A SPONSORED ADR	26874R108		12/5/2014	12/11/2014	3,027		0	3,253	-226	0	0	0	-226
74	ENBRIDGE INC COM	29250N105		1/5/2012	5/14/2014	908		0	707	201	0	0	0	201
75	ENBRIDGE INC COM	29250N105		1/5/2012	9/3/2014	1,217		0	893	324	0	0	0	324
76	ENBRIDGE INC COM	29250N105		1/5/2012	9/4/2014	3,636		0	2,679	957	0	0	0	957
77	AT&T INC	00206R102		8/21/2013	5/14/2014	949		0	876	73	0	0	0	73
78	AT&T INC	00206R102		1/5/2012	5/14/2014	2,445		0	2,037	408	0	0	0	408
79	AT&T INC	00206R102		8/21/2013	11/26/2014	1,685		0	1,617	68	0	0	0	68
80	AT&T INC	00206RAJ1		12/1/2010	11/28/2014	2,223		0	2,120	103	0	0	0	103
81	ABBOTT LABS	002824100		1/5/2012	11/26/2014	1,460		0	895	565	0	0	0	565
82	ABBVIE INC SHS	00287Y109		1/5/2012	5/14/2014	900		0	500	400	0	0	0	400
83	ABBVIE INC SHS	00287Y109		1/5/2012	11/26/2014	2,603		0	1,118	1,485	0	0	0	1,485
84	AT&T INC	00206R102		12/21/2010	2/3/2014	6,625		0	6,027	598	0	0	0	598

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

	Amount
Long Term CG Distributions	1,873
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						3,255,821	0	2,860	2,252,734	1,005,947	0	0	0	1,005,947
85	AT&T INC	00206R102		1/5/2012	2/3/2014	13,411		0	12,675	736	0	0	0	736
86	ANHEUSER-BUSCH INBEV ADR	03524A108		11/21/2013	11/26/2014	2,305		0	2,072	233	0	0	0	233
87	APPLE INC	037833AK6		5/13/2013	5/15/2014	2,849		0	2,934	-85	0	0	0	-85
88	APPLE INC	037833AK6		5/13/2013	11/28/2014	6,829		18	6,847	0	0	0	0	0
89	ASTRAZENECA PLC SPND ADR	046353108		8/6/2014	11/26/2014	1,775		0	1,700	75	0	0	0	75
90	ATLAS COPCO A ADR NEW	049255706		11/21/2013	5/14/2014	2,858		0	2,676	182	0	0	0	182
91	ATLAS COPCO A ADR NEW	049255706		11/21/2013	11/26/2014	1,096		0	1,031	65	0	0	0	65
92	BHP BILLITON PLC SP ADR	05545E209		11/21/2013	5/14/2014	2,745		0	2,539	206	0	0	0	206
93	BHP BILLITON PLC SP ADR	05545E209		11/21/2013	11/26/2014	763		166	929	0	0	0	0	0
94	BHP BILLITON LTD ADR	088606108		1/5/2012	1/16/2014	5,470		0	6,003	-533	0	0	0	-533
95	BHP BILLITON LTD ADR	088606108		1/5/2012	5/14/2014	1,591		0	1,610	-19	0	0	0	-19
96	BHP BILLITON LTD ADR	088606108		1/5/2012	8/28/2014	4,551		0	4,905	-354	0	0	0	-354
97	BHP BILLITON LTD ADR	088606108		1/5/2012	11/26/2014	55		18	73	0	0	0	0	0
98	ALTRIA GROUP INC	02209S103		11/21/2013	5/14/2014	3,314		0	3,053	261	0	0	0	261
99	ALTRIA GROUP INC	02209S103		11/21/2013	10/20/2014	8,270		0	6,628	1,642	0	0	0	1,642
100	ALTRIA GROUP INC	02209S103		11/21/2013	11/26/2014	3,627		0	2,718	909	0	0	0	909
101	AMER EXPRESS COMPANY	025816109		1/5/2012	5/14/2014	1,064		0	577	487	0	0	0	487
102	AMER EXPRESS COMPANY	025816109		1/5/2012	11/26/2014	1,551		0	818	733	0	0	0	733
103	AMERICAN TOWER REIT INC	03027X100		1/15/2013	11/26/2014	1,148		0	870	278	0	0	0	278
104	ANHEUSER-BUSCH INBEV WOR	03523TBP2		7/16/2012	3/4/2014	948		0	1,009	-61	0	0	0	-61
105	ANHEUSER-BUSCH INBEV WOR	03523TBP2		7/16/2012	3/4/2014	25,587		0	27,322	-1,735	0	0	0	-1,735
106	ANHEUSER-BUSCH INBEV WOR	03523TBP2		8/21/2013	3/4/2014	9,477		0	9,164	313	0	0	0	313
107	ANHEUSER-BUSCH INBEV WOR	03523TBP2		11/21/2013	3/4/2014	3,791		0	3,708	83	0	0	0	83
108	ANHEUSER-BUSCH INBEV WOR	03523TBP2		8/28/2013	3/4/2014	8,529		0	8,315	214	0	0	0	214
109	ANHEUSER-BUSCH INBEV ADR	03524A108		11/21/2013	5/14/2014	3,182		0	3,004	178	0	0	0	178
110	GENERAL ELEC CAP CORP	36962G6R0		1/9/2013	3/4/2014	28,243		0	27,995	248	0	0	0	248
111	GENERAL ELEC CAP CORP	36962G6R0		8/22/2013	3/4/2014	7,061		0	6,966	95	0	0	0	95
112	GENERAL ELEC CAP CORP	36962G6R0		8/28/2013	3/4/2014	9,078		0	8,960	118	0	0	0	118
113	GENERAL ELEC CAP CORP	36962G6R0		11/21/2013	3/4/2014	7,061		0	7,036	25	0	0	0	25
114	GENERAL MILLS	370334104		1/5/2012	5/14/2014	922		0	690	232	0	0	0	232
115	GENERAL MILLS	370334104		1/5/2012	8/22/2014	580		0	447	133	0	0	0	133
116	GENERAL MILLS	370334104		8/21/2013	8/25/2014	846		0	793	53	0	0	0	53
117	ENBRIDGE INC COM	29250N105		8/21/2013	9/5/2014	2,679		0	2,206	473	0	0	0	473
118	ENBRIDGE INC COM	29250N105		1/5/2012	9/5/2014	960		0	707	253	0	0	0	253
119	ENBRIDGE INC COM	29250N105		8/21/2013	9/8/2014	2,525		0	2,081	444	0	0	0	444
120	ENBRIDGE INC COM	29250N105		8/22/2013	10/14/2014	9,670		0	9,099	571	0	0	0	571
121	ENBRIDGE INC COM	29250N105		8/21/2013	10/14/2014	2,352		0	2,248	104	0	0	0	104
122	EXXON MOBIL CORP COM	30231G102		1/5/2012	5/14/2014	3,177		0	2,645	532	0	0	0	532
123	EXXON MOBIL CORP COM	30231G102		1/5/2012	11/26/2014	3,306		0	2,986	320	0	0	0	320
124	FEDERAL NATL MTG ASSOC	3135G0BA0		8/2/2012	11/26/2014	3,084		0	3,075	9	0	0	0	9
125	FEDERAL HOME LN MTG CORP	3137EADH9		11/21/2013	11/26/2014	4,018		0	4,009	9	0	0	0	9
126	FEDERAL NATL MTG ASSOC	31398ADM1		12/1/2010	11/28/2014	1,114		0	1,070	44	0	0	0	44
127	FIFTH THIRD BANCORP	316773100		12/21/2012	5/14/2014	778		0	578	200	0	0	0	200
128	FIFTH THIRD BANCORP	316773100		5/9/2013	11/26/2014	729		0	642	87	0	0	0	87
129	FIFTH THIRD BANCORP	316773100		12/21/2012	11/26/2014	1,053		0	791	262	0	0	0	262
130	GENERAL ELECTRIC	369604103		2/5/2013	5/14/2014	1,904		0	1,612	292	0	0	0	292
131	GENERAL ELECTRIC	369604103		2/5/2013	11/26/2014	3,645		0	3,088	557	0	0	0	557
132	GENERAL ELECTRIC	369604103		8/21/2013	11/26/2014	590		0	524	66	0	0	0	66
133	GENERAL MILLS	370334104		1/5/2012	8/25/2014	3,066		0	2,355	711	0	0	0	711
134	GENERAL MILLS	370334104		8/21/2013	8/26/2014	319		0	297	22	0	0	0	22
135	GENERAL MILLS	370334104		8/21/2013	11/26/2014	674		0	644	30	0	0	0	30
136	GENUINE PARTS CO	372460105		11/21/2013	5/14/2014	2,487		0	2,363	124	0	0	0	124
137	GENUINE PARTS CO	372460105		11/21/2013	10/24/2014	4,344		0	3,829	515	0	0	0	515
138	GENUINE PARTS CO	372460105		11/21/2013	11/26/2014	3,045		0	2,444	601	0	0	0	601
139	GIVAUDAN SA UNSP ADR	37636P108		11/21/2013	5/14/2014	1,929		0	1,685	244	0	0	0	244
140	GIVAUDAN SA UNSP ADR	37636P108		11/21/2013	11/26/2014	2,169		0	1,741	428	0	0	0	428
141	GLAXOSMITHKLINE PLC ADR	37733W105		11/21/2013	5/14/2014	3,921		0	3,779	142	0	0	0	142
142	GLAXOSMITHKLINE PLC ADR	37733W105		11/21/2013	8/21/2014	20,170		0	22,515	-2,345	0	0	0	-2,345
143	GLAXOSMITHKLINE PLC ADR	37733W105		11/21/2013	11/26/2014	1,906		276	2,182	0	0	0	0	0
144	GOLDMAN SACHS GROUP INC	38141G104		10/2/2014	11/26/2014	753		0	733	20	0	0	0	20
145	GOLDMAN SACHS GROUP INC	38141GEE0		12/1/2010	12/2/2014	1,046		0	1,018	28	0	0	0	28
146	HSBC HLDG PLC SP ADR	404280406		11/21/2013	5/14/2014	2,070		0	2,256	-186	0	0	0	-186
147	HSBC HLDG PLC SP ADR	404280406		11/21/2013	11/26/2014	1,050		134	1,184	0	0	0	0	0
148	HENNES AND MAURITZ AB-	425883105		11/21/2013	5/14/2014	2,316		0	2,313	3	0	0	0	3
149	HENNES AND MAURITZ AB-	425883105		11/21/2013	11/26/2014	1,293		0	1,285	8	0	0	0	8
150	HOME DEPOT INC	437076102		1/5/2012	11/26/2014	4,480		0	1,964	2,516	0	0	0	2,516
151	HONEYWELL INTL INC DEL	438516106		1/5/2012	5/14/2014	1,122		0	661	461	0	0	0	461
152	HONEYWELL INTL INC DEL	438516106		2/5/2013	11/26/2014	1,783		0	1,254	529	0	0	0	529
153	HONEYWELL INTL INC DEL	438516106		1/5/2012	11/26/2014	99		0	55	44	0	0	0	44
154	IMPERIAL TOB GRP SPS ADR	453142101		11/21/2013	5/14/2014	5,464		0	4,682	782	0	0	0	782
155	IMPERIAL TOB GRP SPS ADR	453142101		11/21/2013	11/26/2014	3,338		0	2,840	498	0	0	0	498
156	INTEL CORP	458140100		1/5/2012	5/14/2014	1,162		0	1,111	51	0	0	0	51
157	INTEL CORP	458140100		1/5/2012	11/26/2014	4,208		0	2,878	1,330	0	0	0	1,330
158	INTL BUSINESS MACHINES	459200101		1/5/2012	5/14/2014	947		0	919	28	0	0	0	28
159	INTL BUSINESS MACHINES	459200101		1/5/2012	10/24/2014	5,183		0	5,883	-700	0	0	0	-700
160	WYNDHAM WORLDWIDE CORP W	98310W108		9/27/2001	12/5/2014	665,102		0	178,092	487,010	0	0	0	487,010
161	EUTELSAT COMMUNICATIONS,	F3692M128		11/21/2013	5/14/2014	3,175		0	2,822	353	0	0	0	353
162	EUTELSAT COMMUNICATIONS,	F3692M128		11/21/2013	11/26/2014	1,812		0	1,651	161	0	0	0	161
163	LEGRAND SA	F56196185		11/21/2013	5/14/2014	1,695		0	1,408	287	0	0	0	287
164	LEGRAND SA	F56196185		11/21/2013	11/26/2014	889		32	921	0	0	0	0	0
165	TYCO INTL PLC SHS	G91442106		10/10/2014	11/26/2014	854		0	847	7	0	0	0	7
166	ACE LIMITED	H0023R105		1/5/2012	5/14/2014	717		0	482	235	0	0	0	235
167	ACE LIMITED	H0023R105		1/5/2012	11/26/2014	1,479		0	895	584	0	0	0	584
168	JAPAN TOBACCO INC 2914	J27869106		11/21/2013	5/14/2014	3,618		0	4,026	-408	0	0	0	-408

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

	Amount
Long Term CG Distributions	1,873
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						3,255,821	0	2,860	2,252,734	1,005,947	0	0	0	1,005,947
169	JAPAN TOBACCO INC 2914	J27869106		11/21/2013	11/26/2014	2,381		377	2,759	-1	0	0	0	-1
170	KONE OYJ	X4551T105		11/21/2013	5/14/2014	2,170		0	2,378	-208	0	0	0	-208
171	KONE OYJ	X4551T105		11/21/2013	11/26/2014	887		0	886	1	0	0	0	1
172	TRAVELERS COS INC	89417E109		1/5/2012	11/26/2014	2,603		0	1,457	1,146	0	0	0	1,146
173	SUNTRUST BKS INC COM	867914103		5/9/2013	11/26/2014	2,531		0	1,977	554	0	0	0	554
174	SVENSKA HANDELSBANKEN AB	86959C103		11/21/2013	5/14/2014	1,940		0	1,762	178	0	0	0	178
175	SVENSKA HANDELSBANKEN AB	86959C103		11/21/2013	11/26/2014	1,167		0	1,084	83	0	0	0	83
176	SYNGENTA AG ADR	87160A100		11/21/2013	5/14/2014	2,030		0	2,028	2	0	0	0	2
177	SYNGENTA AG ADR	87160A100		11/21/2013	11/26/2014	1,328		232	1,560	0	0	0	0	0
178	3M COMPANY	88579Y101		1/5/2012	5/14/2014	1,420		0	832	588	0	0	0	588
179	3M COMPANY	88579Y101		1/5/2012	11/26/2014	2,213		0	1,165	1,048	0	0	0	1,048
180	TORONTO DOMINION BANK	891160509		8/30/2012	5/14/2014	1,346		0	1,141	205	0	0	0	205
181	TORONTO DOMINION BANK	891160509		8/30/2012	11/26/2014	1,524		0	1,222	302	0	0	0	302
182	TOTAL S A SP ADR	89151E109		12/21/2010	5/14/2014	784		0	588	196	0	0	0	196
183	TOTAL S A SP ADR	89151E109		12/1/2010	5/14/2014	3,847		0	2,690	1,157	0	0	0	1,157
184	TOTAL S A SP ADR	89151E109		12/21/2010	11/26/2014	3,348		0	2,996	352	0	0	0	352
185	TRAVELERS COS INC	89417E109		1/5/2012	5/14/2014	1,852		0	1,166	686	0	0	0	686
186	WYNDHAM WORLDWIDE CORP W	98310W108		9/27/2001	12/5/2014	193,034		0	51,646	141,388	0	0	0	141,388
187	WYNDHAM WORLDWIDE CORP W	98310W108		9/27/2001	12/5/2014	217,036		0	58,119	158,917	0	0	0	158,917
188	WYNDHAM WORLDWIDE CORP W	98310W108		9/27/2001	12/5/2014	64,882		0	17,358	47,524	0	0	0	47,524
189	US BANCORP (NEW)	902973304		12/1/2010	5/14/2014	3,916		0	2,359	1,557	0	0	0	1,557
190	US BANCORP (NEW)	902973304		12/1/2010	11/26/2014	2,963		0	1,630	1,333	0	0	0	1,333
191	US BANCORP (NEW)	902973304		12/21/2010	11/26/2014	1,106		0	670	436	0	0	0	436
192	UNILEVER NV NY REG SHS	904784709		9/9/2011	1/15/2014	1,304		0	1,068	236	0	0	0	236
193	UNILEVER NV NY REG SHS	904784709		12/21/2010	1/15/2014	9,317		0	7,640	1,677	0	0	0	1,677
194	UNILEVER NV NY REG SHS	904784709		1/5/2012	5/14/2014	3,325		0	2,649	676	0	0	0	676
195	UNILEVER NV NY REG SHS	904784709		9/9/2011	5/14/2014	691		0	503	188	0	0	0	188
196	UNILEVER NV NY REG SHS	904784709		1/5/2012	11/11/2014	1,210		0	1,066	144	0	0	0	144
197	UNILEVER NV NY REG SHS	904784709		1/5/2012	11/12/2014	3,187		0	2 821	366	0	0	0	366
198	UNILEVER NV NY REG SHS	904784709		1/5/2012	11/13/2014	704		0	619	85	0	0	0	85
199	UNILEVER NV NY REG SHS	904784709		1/5/2012	11/26/2014	4,039		0	3,474	565	0	0	0	565
200	UNION PACIFIC CORP	907818108		1/15/2014	5/14/2014	771		0	682	89	0	0	0	89
201	UNION PACIFIC CORP	907818108		1/15/2014	11/26/2014	2,216		0	1,535	681	0	0	0	681
202	UNITED PARCEL SVC CL B	911312106		3/18/2013	5/14/2014	3,052		0	2,564	488	0	0	0	488
203	UNITED PARCEL SVC CL B	911312106		3/18/2013	11/26/2014	3,316		0	2,649	667	0	0	0	667
204	U S TREASURY BOND	912810FT0		3/3/2011	5/14/2014	4,841		0	3,966	875	0	0	0	875
205	U S TREASURY BOND	912810FT0		1/5/2012	11/26/2014	7,750		0	7,547	203	0	0	0	203
206	U S TREASURY BOND	912810FT0		3/3/2011	11/26/2014	2,583		0	1,983	600	0	0	0	600
207	U S TREASURY BOND	912810QU5		2/24/2012	5/14/2014	11,527		0	12,034	-507	0	0	0	-507
208	U S TREASURY BOND	912810QU5		2/24/2012	11/26/2014	17,655		0	17,048	607	0	0	0	607
209	U S TREASURY NOTE	912828ND8		12/21/2010	11/26/2014	3,288		0	3,037	251	0	0	0	251
210	U S TREASURY NOTE	912828NT3		11/21/2013	3/4/2014	3,115		0	3,112	3	0	0	0	3
211	U S TREASURY NOTE	912828NT3		8/28/2013	3/4/2014	9,346		0	9,251	95	0	0	0	95
212	U S TREASURY NOTE	912828NT3		8/21/2013	3/4/2014	9,346		0	9,192	154	0	0	0	154
213	U S TREASURY NOTE	912828NT3		1/5/2012	3/4/2014	13,499		0	13,715	-216	0	0	0	-216
214	U S TREASURY NOTE	912828NT3		12/21/2010	3/4/2014	11,422		0	10,584	838	0	0	0	838
215	U S TREASURY NOTE	912828PA2		11/21/2013	3/4/2014	6,187		0	6,196	-9	0	0	0	-9
216	U S TREASURY NOTE	912828PA2		8/28/2013	3/4/2014	10,312		0	10,212	100	0	0	0	100
217	U S TREASURY NOTE	912828PA2		8/21/2013	3/4/2014	8,250		0	8,156	94	0	0	0	94
218	U S TREASURY NOTE	912828PA2		8/2/2012	3/4/2014	29,905		0	30,265	-360	0	0	0	-360
219	U S TREASURY NOTE	912828QF0		1/5/2012	11/26/2014	2,050		0	2,036	14	0	0	0	14
220	U S TREASURY NOTE	912828RM4		11/21/2013	3/4/2014	10,112		0	10,115	-3	0	0	0	-3
221	U S TREASURY NOTE	912828RM4		8/28/2013	3/4/2014	14,156		0	14,046	110	0	0	0	110
222	U S TREASURY NOTE	912828RM4		8/21/2013	3/4/2014	12,134		0	12,041	93	0	0	0	93
223	U S TREASURY NOTE	912828RM4		1/5/2012	3/4/2014	27,302		0	27,117	185	0	0	0	185
224	TRAVELERS COS INC	89417E109		1/5/2012	10/2/2014	4,195		0	2,623	1,572	0	0	0	1,572
225	TRAVELERS COS INC	89417E109		1/5/2012	10/3/2014	10,154		0	6,295	3,859	0	0	0	3,859
226	U S TREASURY NOTE	912828RM4		11/17/2011	3/4/2014	15,168		0	15,052	116	0	0	0	116
227	U S TREASURY NOTE	912828SF8		2/27/2012	5/14/2014	2,950		0	3,018	-68	0	0	0	-68
228	U S TREASURY NOTE	912828SF8		2/27/2012	11/26/2014	19,050		0	19,106	-56	0	0	0	-56
229	U S TREASURY NOTE	912828SF8		2/27/2012	12/5/2014	37,794		0	38,212	-418	0	0	0	-418
230	U S TREASURY NOTE	912828SF8		8/28/2013	12/5/2014	54,701		0	53,028	1,673	0	0	0	1,673
231	U S TREASURY NOTE	912828SF8		6/27/2013	12/5/2014	59,674		0	58,837	837	0	0	0	837
232	U S TREASURY NOTE	912828SF8		6/6/2013	12/5/2014	32,821		0	33,233	-412	0	0	0	-412
233	U S TREASURY NOTE	912828SF8		3/28/2012	12/5/2014	6,962		0	6,962	0	0	0	0	0
234	U S TREASURY NOTE	912828SF8		2/27/2012	12/5/2014	4,973		0	4,996	-23	0	0	0	-23
235	U S TREASURY NOTE	912828SF8		8/21/2013	12/5/2014	54,701		0	52,656	2,045	0	0	0	2,045
236	U S TREASURY NOTE	912828SF8		11/21/2013	12/5/2014	25,859		0	25,236	623	0	0	0	623
237	UNITED TECHS CORP COM	913017109		12/21/2010	4/16/2014	8,515		0	5,785	2,730	0	0	0	2,730
238	UNITED TECHS CORP COM	913017109		9/9/2011	5/14/2014	590		0	354	236	0	0	0	236
239	UNITED TECHS CORP COM	913017109		12/21/2010	5/14/2014	1,533		0	1,030	503	0	0	0	503
240	UNITED TECHS CORP COM	913017109		1/5/2012	10/8/2014	306		0	222	84	0	0	0	84
241	UNITED TECHS CORP COM	913017109		9/9/2011	10/8/2014	1,532		0	1,061	471	0	0	0	471
242	UNITED TECHS CORP COM	913017109		1/5/2012	10/9/2014	12,008		0	8,823	3,185	0	0	0	3,185
243	UNITED TECHS CORP COM	913017109		1/5/2012	11/26/2014	2,537		0	1,705	832	0	0	0	832
244	V F CORPORATION	918204108		8/21/2013	5/14/2014	1,203		0	911	292	0	0	0	292
245	V F CORPORATION	918204108		8/21/2013	8/19/2014	1,005		0	767	238	0	0	0	238
246	V F CORPORATION	918204108		8/21/2013	8/20/2014	3,295		0	2,493	802	0	0	0	802
247	V F CORPORATION	918204108		8/21/2013	8/21/2014	3,369		0	2,541	828	0	0	0	828
248	V F CORPORATION	918204108		8/21/2013	8/22/2014	3,315		0	2,493	822	0	0	0	822
249	V F CORPORATION	918204108		8/21/2013	8/25/2014	2,629		0	1,966	663	0	0	0	663
250	V F CORPORATION	918204108		8/22/2013	11/26/2014	518		0	334	184	0	0	0	184
251	V F CORPORATION	918204108		8/21/2013	11/26/2014	518		0	336	182	0	0	0	182
252	VERIZON COMMUNICATNS COM	92343V104		2/28/2014	2/28/2014	27		0	0	27	0	0	0	27

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

	Amount
Long Term CG Distributions	1,873
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						3,255,821	0	2,860	2,252,734	1,005,947	0	0	0	1,005,947
253	VERIZON COMMUNICATNS COM	92343V104		1/5/2012	3/25/2014	1,171		0	974	197	0	0	0	197
254	VERIZON COMMUNICATNS COM	92343V104		9/9/2011	3/25/2014	1,874		0	1,407	467	0	0	0	467
255	VERIZON COMMUNICATNS COM	92343V104		12/21/2010	3/25/2014	6,653		0	4,958	1,695	0	0	0	1,695
256	VERIZON COMMUNICATNS COM	92343V104		1/5/2012	5/14/2014	4,338		0	3,505	833	0	0	0	833
257	VERIZON COMMUNICATNS COM	92343V104		1/5/2012	11/26/2014	5,410		0	4,206	1,204	0	0	0	1,204
258	VERIZON COMMUNICATIONS	92343VAY0		11/21/2013	11/24/2014	12,403		0	12,324	79	0	0	0	79
259	VERIZON COMMUNICATIONS	92343VAY0		8/28/2013	11/24/2014	16,537		0	16,386	151	0	0	0	151
260	VERIZON COMMUNICATIONS	92343VAY0		8/22/2013	11/24/2014	14,470		0	14,325	145	0	0	0	145
261	VERIZON COMMUNICATIONS	92343VAY0		1/5/2012	11/24/2014	26,873		0	26,469	404	0	0	0	404
262	VERIZON COMMUNICATIONS	92343VAY0		8/25/2011	11/24/2014	23,772		0	23,276	496	0	0	0	496
263	INTL BUSINESS MACHINES	459200101		8/21/2013	11/26/2014	161		24	186	-1	0	0	0	-1
264	INTL BUSINESS MACHINES	459200101		1/5/2012	11/26/2014	1,130		156	1,287	-1	0	0	0	-1
265	INTL PAPER CO	460146103		7/16/2013	5/14/2014	758		0	773	-15	0	0	0	-15
266	INTL PAPER CO	460146103		7/16/2013	11/28/2014	1,175		0	1,049	126	0	0	0	126
267	JPMORGAN CHASE & CO	46625H100		1/5/2012	5/14/2014	2,828		0	1,816	1,012	0	0	0	1,012
268	JPMORGAN CHASE & CO	46625H100		1/5/2012	11/26/2014	4,580		0	2,654	1,926	0	0	0	1,926
269	JPMORGAN CHASE & CO	46625HBV1		11/21/2013	9/15/2014	1,000		0	1,000	0	0	0	0	0
270	JPMORGAN CHASE & CO	46625HBV1		8/28/2013	9/15/2014	15,000		0	15,000	0	0	0	0	0
271	JPMORGAN CHASE & CO	46625HBV1		1/5/2012	9/15/2014	20,000		0	20,000	0	0	0	0	0
272	JPMORGAN CHASE & CO	46625HBV1		12/24/2010	9/15/2014	4,000		0	4,003	-3	0	0	0	-3
273	JPMORGAN CHASE & CO	46625HBV1		12/21/2010	9/15/2014	14,000		0	14,000	0	0	0	0	0
274	JPMORGAN CHASE & CO	46625HBV1		12/1/2010	9/15/2014	9,000		0	9,000	0	0	0	0	0
275	JPMORGAN CHASE & CO	46625HBV1		11/21/2013	9/15/2014	10,000		0	10,000	0	0	0	0	0
276	JPMORGAN CHASE & CO	46625HBV1		8/21/2013	9/15/2014	13,000		0	13,000	0	0	0	0	0
277	JPMORGAN CHASE & CO	46625HJX9		9/16/2014	11/28/2014	7,179		0	6,974	205	0	0	0	205
278	JOHNSON AND JOHNSON COM	478160104		5/17/2011	5/14/2014	3,029		0	1,993	1,036	0	0	0	1,036
279	JOHNSON AND JOHNSON COM	478160104		12/21/2010	5/14/2014	707		0	438	269	0	0	0	269
280	JOHNSON AND JOHNSON COM	478160104		1/5/2012	11/26/2014	857		0	521	336	0	0	0	336
281	JOHNSON AND JOHNSON COM	478160104		5/17/2011	11/26/2014	4 283		0	2,658	1,625	0	0	0	1,625
282	JOHNSON CONTROLS INC	478366107		1/5/2012	11/26/2014	848		0	547	301	0	0	0	301
283	KIMBERLY CLARK	494368103		1/5/2012	5/14/2014	1,223		0	804	419	0	0	0	419
284	KIMBERLY CLARK	494368103		1/5/2012	9/11/2014	2,350		0	1,607	743	0	0	0	743
285	KIMBERLY CLARK	494368103		1/5/2012	9/12/2014	2,541		0	1,753	788	0	0	0	788
286	KIMBERLY CLARK	494368103		8/21/2013	9/12/2014	1,270		0	1,135	135	0	0	0	135
287	KIMBERLY CLARK	494368103		8/21/2013	9/15/2014	3,815		0	3,406	409	0	0	0	409
288	KIMBERLY CLARK	494368103		8/22/2013	9/16/2014	2,669		0	2,383	286	0	0	0	286
289	KIMBERLY CLARK	494368103		8/21/2013	9/16/2014	1,174		0	1,041	133	0	0	0	133
290	KIMBERLY CLARK	494368103		8/22/2013	9/17/2014	3,739		0	3,336	403	0	0	0	403
291	KIMBERLY CLARK	494368103		8/22/2013	9/18/2014	748		0	667	81	0	0	0	81
292	KINDER MORGAN INC DEL	49456B101		8/21/2013	5/2/2014	1,145		0	1,303	-158	0	0	0	-158
293	KINDER MORGAN INC DEL	49456B101		2/6/2013	5/2/2014	3,532		0	4,047	-515	0	0	0	-515
294	KINDER MORGAN INC DEL	49456B101		8/22/2013	5/5/2014	3,409		0	3,868	-459	0	0	0	-459
295	KINDER MORGAN INC DEL	49456B101		8/21/2013	5/5/2014	2,065		0	2,345	-280	0	0	0	-280
296	KINDER MORGAN INC DEL	49456B101		8/22/2013	5/6/2014	852		0	967	-115	0	0	0	-115
297	KRAFT FOODS GROUP INC	50076Q106		11/21/2013	5/14/2014	2,420		0	2,215	205	0	0	0	205
298	KRAFT FOODS GROUP INC	50076Q106		11/21/2013	10/24/2014	8,193		0	7,647	546	0	0	0	546
299	KRAFT FOODS GROUP INC	50076Q106		11/21/2013	11/26/2014	2,071		0	1,846	225	0	0	0	225
300	KROGER CO	501044101		10/10/2014	11/26/2014	1,123		0	1,032	91	0	0	0	91
301	LOCKHEED MARTIN CORP	539830109		1/31/2014	5/14/2014	1,323		0	1,210	113	0	0	0	113
302	LOCKHEED MARTIN CORP	539830109		1/31/2014	11/26/2014	1,512		0	1,210	302	0	0	0	302
303	LORILLARD INC	544147101		12/1/2010	1/3/2014	2,595		0	1,428	1,167	0	0	0	1,167
304	LORILLARD INC	544147101		12/21/2010	1/3/2014	2,894		0	1,592	1,302	0	0	0	1,302
305	LORILLARD INC	544147101		12/21/2010	1/6/2014	4,567		0	2,525	2,042	0	0	0	2,042
306	LORILLARD INC	544147101		1/5/2012	1/6/2014	6,999		0	5,317	1,682	0	0	0	1,682
307	LORILLARD INC	544147101		1/5/2012	1/7/2014	6,208		0	4,638	1,570	0	0	0	1,570
308	LORILLARD INC	544147101		8/21/2013	5/2/2014	7,502		0	5,418	2,084	0	0	0	2,084
309	LORILLARD INC	544147101		1/5/2012	5/2/2014	2,813		0	1,810	1,003	0	0	0	1,003
310	LORILLARD INC	544147101		8/22/2013	5/14/2014	1,221		0	892	329	0	0	0	329
311	LORILLARD INC	544147101		8/21/2013	5/14/2014	291		0	212	79	0	0	0	79
312	LORILLARD INC	544147101		8/22/2013	6/6/2014	6,009		0	4,288	1,721	0	0	0	1,721
313	LORILLARD INC	544147101		8/22/2013	7/21/2014	3,215		0	2,250	965	0	0	0	965
314	LORILLARD INC	544147101		11/21/2013	7/21/2014	19,045		0	16,476	2,569	0	0	0	2,569
315	LORILLARD INC	544147101		11/21/2013	10/20/2014	14,264		0	12,593	1,671	0	0	0	1,671
316	MARATHON OIL CORP	565849106		1/5/2012	5/14/2014	767		0	646	121	0	0	0	121
317	MARATHON OIL CORP	565849106		1/5/2012	11/26/2014	716		0	677	39	0	0	0	39
318	MARATHON PETROLEUM CORP	56585A102		1/5/2012	5/14/2014	915		0	325	590	0	0	0	590
319	MARATHON PETROLEUM CORP	56585A102		1/5/2012	11/26/2014	1,630		0	553	1,077	0	0	0	1,077
320	MATTEL INC COM	577081102		4/30/2014	11/26/2014	834		202	1,037	-1	0	0	0	-1
321	MCDONALDS CORP COM	580135101		12/21/2010	5/14/2014	6,160		0	4,605	1,555	0	0	0	1,555
322	MCDONALDS CORP COM	580135101		12/1/2010	5/14/2014	411		0	318	93	0	0	0	93
323	MCDONALDS CORP COM	580135101		9/9/2011	11/26/2014	384		0	339	45	0	0	0	45
324	MCDONALDS CORP COM	580135101		12/21/2010	11/26/2014	4,804		0	3,837	967	0	0	0	967
325	MEADWESTVACO CORP	583334107		1/5/2012	5/14/2014	1,248		0	823	425	0	0	0	425
326	MEADWESTVACO CORP	583334107		1/5/2012	9/23/2014	625		0	398	227	0	0	0	227
327	MEADWESTVACO CORP	583334107		1/5/2012	9/25/2014	1,027		0	664	363	0	0	0	363
328	MEADWESTVACO CORP	583334107		1/5/2012	9/29/2014	1,065		0	690	375	0	0	0	375
329	MEADWESTVACO CORP	583334107		1/5/2012	9/30/2014	1,070		0	690	380	0	0	0	380
330	MEADWESTVACO CORP	583334107		8/22/2013	10/6/2014	7,511		0	6,568	943	0	0	0	943
331	MEADWESTVACO CORP	583334107		8/21/2013	10/6/2014	5,436		0	4,760	676	0	0	0	676
332	MEADWESTVACO CORP	583334107		1/5/2012	10/6/2014	1,037		0	664	373	0	0	0	373
333	MERCK AND CO INC SHS	58933Y105		12/21/2010	4/2/2014	8,036		0	5,209	2,827	0	0	0	2,827
334	MERCK AND CO INC SHS	58933Y105		12/1/2010	4/2/2014	450		0	280	170	0	0	0	170
335	MERCK AND CO INC SHS	58933Y105		1/5/2012	5/14/2014	3,439		0	2,361	1,078	0	0	0	1,078
336	MERCK AND CO INC SHS	58933Y105		12/21/2010	5/14/2014	959		0	619	340	0	0	0	340

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

	Amount
Long Term CG Distributions	1,873
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						3,255,821	0	2,860	2,252,734	1,005,947	0	0	0	1,005,947
337	MERCK AND CO INC SHS	58933Y105		1/5/2012	6/6/2014	5,028		0	3,367	1,661	0	0	0	1,661
338	MERCK AND CO INC SHS	58933Y105		1/5/2012	7/21/2014	9,338		0	6,231	3,107	0	0	0	3,107
339	MERCK AND CO INC SHS	58933Y105		8/21/2013	8/6/2014	168		0	144	24	0	0	0	24
340	MERCK AND CO INC SHS	58933Y105		4/19/2013	8/6/2014	11,761		0	9,959	1,802	0	0	0	1,802
341	MERCK AND CO INC SHS	58933Y105		1/5/2012	8/6/2014	616		0	426	190	0	0	0	190
342	MERCK AND CO INC SHS	58933Y105		8/21/2013	8/21/2014	11,711		0	9,549	2,162	0	0	0	2,162
343	MERCK AND CO INC SHS	58933Y105		8/22/2013	8/21/2014	1,942		0	1,569	373	0	0	0	373
344	MERCK AND CO INC SHS	58933Y105		8/22/2013	11/26/2014	3,163		0	2,520	643	0	0	0	643
345	METLIFE INC COM	59156R108		7/9/2013	11/26/2014	2,058		0	1,807	251	0	0	0	251
346	MICROSOFT CORP	594918104		12/7/2011	7/21/2014	6,768		0	3,844	2,924	0	0	0	2,924
347	MICROSOFT CORP	594918104		12/21/2010	7/21/2014	5,415		0	3,375	2,040	0	0	0	2,040
348	MICROSOFT CORP	594918104		12/1/2010	7/21/2014	632		0	367	265	0	0	0	265
349	MICROSOFT CORP	594918104		1/5/2012	11/26/2014	6,754		0	3,881	2,873	0	0	0	2,873
350	MICROSOFT CORP	594918104		12/7/2011	11/26/2014	718		0	384	334	0	0	0	334
351	MONDELEZ INTERNATIONAL	609207105		4/22/2013	5/14/2014	1,131		0	947	184	0	0	0	184
352	MONDELEZ INTERNATIONAL	609207105		4/22/2013	11/26/2014	1,713		0	1,390	323	0	0	0	323
353	MORGAN STANLEY	617446448		1/21/2014	11/26/2014	1,684		0	1,570	114	0	0	0	114
354	MOTOROLA SOLUTIONS INC	620076307		10/2/2013	5/14/2014	882		0	787	95	0	0	0	95
355	MOTOROLA SOLUTIONS INC	620076307		10/3/2013	11/26/2014	328		0	304	24	0	0	0	24
356	MOTOROLA SOLUTIONS INC	620076307		10/2/2013	11/26/2014	721		0	666	55	0	0	0	55
357	NATIONAL BANK CANADA	633067103		11/21/2013	5/14/2014	1,346		0	1,427	-81	0	0	0	-81
358	NATIONAL BANK CANADA	633067103		11/21/2013	11/26/2014	852		0	803	49	0	0	0	49
359	NESTLE S A REP RG SH ADR	641069406		11/21/2013	5/14/2014	5,681		0	5,288	393	0	0	0	393
360	NESTLE S A REP RG SH ADR	641069406		11/21/2013	11/26/2014	2,694		0	2,644	50	0	0	0	50
361	NEWMONT MINING CORP	651639106		2/12/2013	1/15/2014	2,432		0	4,655	-2,223	0	0	0	-2,223
362	NEWMONT MINING CORP	651639106		8/22/2013	1/15/2014	2,361		0	3,236	-875	0	0	0	-875
363	NEWMONT MINING CORP	651639106		8/21/2013	1/15/2014	1,841		0	2,540	-699	0	0	0	-699
364	NEXTERA ENERGY INC SHS	65339F101		1/5/2012	5/14/2014	2,326		0	1,419	907	0	0	0	907
365	NEXTERA ENERGY INC SHS	65339F101		1/5/2012	10/8/2014	4,559		0	2,838	1,721	0	0	0	1,721
366	NEXTERA ENERGY INC SHS	65339F101		1/5/2012	11/26/2014	2,268		0	1,301	967	0	0	0	967
367	NORTHEAST UTILITIES COM	664397106		1/5/2012	5/14/2014	1,191		0	907	284	0	0	0	284
368	NORTHEAST UTILITIES COM	664397106		1/5/2012	11/26/2014	1,093		0	767	326	0	0	0	326
369	NORTHROP GRUMMAN CORP	666807102		12/1/2010	5/14/2014	2,079		0	970	1,109	0	0	0	1,109
370	NORTHROP GRUMMAN CORP	666807102		12/21/2010	11/26/2014	706		0	292	414	0	0	0	414
371	NORTHROP GRUMMAN CORP	666807102		12/1/2010	11/26/2014	2,966		0	1,199	1,767	0	0	0	1,767
372	NOVARTIS ADR	66987V109		11/21/2013	5/2/2014	9,598		0	8,724	874	0	0	0	874
373	NOVARTIS ADR	66987V109		11/21/2013	5/14/2014	2,951		0	2,617	334	0	0	0	334
374	NOVARTIS ADR	66987V109		11/21/2013	11/26/2014	2,488		0	2,062	426	0	0	0	426
375	NOVO NORDISK A S ADR	670100205		4/14/2014	11/26/2014	1,079		0	1,034	45	0	0	0	45
376	OCCIDENTAL PETE CORP CAL	674599105		1/5/2012	5/14/2014	1,456		0	1,440	16	0	0	0	16
377	OCCIDENTAL PETE CORP CAL	674599105		1/5/2012	11/26/2014	1,805		211	2,016	0	0	0	0	0
378	PEPSICO INC	713448108		11/21/2013	5/14/2014	2,707		0	2,658	49	0	0	0	49
379	PEPSICO INC	713448108		11/21/2013	10/20/2014	5,704		0	5,229	475	0	0	0	475
380	PEPSICO INC	713448108		11/21/2013	11/26/2014	2,182		0	1,886	296	0	0	0	296
381	PFIZER INC	717081103		1/5/2012	8/6/2014	9,117		0	6,960	2,157	0	0	0	2,157
382	PFIZER INC	717081103		12/21/2010	8/6/2014	6,738		0	4,146	2,592	0	0	0	2,592
383	PFIZER INC	717081103		1/5/2012	8/21/2014	8,331		0	6,247	2,084	0	0	0	2,084
384	PFIZER INC	717081103		4/18/2013	8/21/2014	1,730		0	1,847	-117	0	0	0	-117
385	PFIZER INC	717081103		8/21/2013	11/26/2014	1,768		0	1,632	136	0	0	0	136
386	PFIZER INC	717081103		4/18/2013	11/26/2014	4,032		0	4,002	30	0	0	0	30
387	PHILIP MORRIS INTL INC	718172109		12/21/2010	1/3/2014	5,745		0	3,924	1,821	0	0	0	1,821
388	PRUDENTIAL FINANCIAL INC	744320102		7/12/2013	8/28/2014	5,983		0	5,215	768	0	0	0	768
389	VERITIV CORP	923454102		8/22/2013	7/10/2014	72		0	69	3	0	0	0	3
390	VERITIV CORP	923454102		8/21/2013	7/10/2014	36		0	35	1	0	0	0	1
391	VERITIV CORP	923454102		7/16/2013	7/10/2014	36		0	36	0	0	0	0	0
392	VERITIV CORP	923454102		7/10/2014	7/10/2014	35		0	0	35	0	0	0	35
393	VODAFONE GROUP PLC SHS	92857W308		11/21/2013	3/19/2014	7		0	12	-5	0	0	0	-5
394	VODAFONE GROUP PLC SHS	92857W308		11/21/2013	3/25/2014	7,318		0	13,562	-6,244	0	0	0	-6,244
395	VODAFONE GROUP PLC SHS	92857W308		11/21/2013	4/2/2014	8,184		0	15,197	-7,013	0	0	0	-7,013
396	WAL-MART STORES INC	931142103		1/5/2012	5/14/2014	1,261		0	941	320	0	0	0	320
397	WAL-MART STORES INC	931142103		1/5/2012	10/8/2014	4,844		0	3,648	1,196	0	0	0	1,196
398	WAL-MART STORES INC	931142103		8/21/2013	11/26/2014	593		0	519	74	0	0	0	74
399	WAL-MART STORES INC	931142103		1/5/2012	11/26/2014	593		0	412	181	0	0	0	181
400	WELLS FARGO & CO NEW DEL	949746101		1/5/2012	5/14/2014	1,676		0	973	703	0	0	0	703
401	WELLS FARGO & CO NEW DEL	949746101		1/5/2012	11/26/2014	5,420		0	2,863	2,557	0	0	0	2,557
402	WELLS FARGO & COMPANY	94974BFG0		1/9/2013	5/16/2014	999		0	1,003	-4	0	0	0	-4
403	WELLS FARGO & COMPANY	94974BFG0		1/9/2013	12/2/2014	998		5	1,003	0	0	0	0	0
404	WELLS FARGO & COMPANY	94974BFQ8		11/21/2013	5/15/2014	1,010		0	1,008	2	0	0	0	2
405	WELLS FARGO & COMPANY	94974BFQ8		11/21/2013	11/28/2014	2,019		0	2,014	5	0	0	0	5
406	WEYERHAEUSER CO	962166104		1/5/2012	5/14/2014	1,592		0	977	615	0	0	0	615
407	WEYERHAEUSER CO	962166104		8/21/2013	9/16/2014	2,869		0	2,403	466	0	0	0	466
408	WEYERHAEUSER CO	962166104		1/5/2012	9/16/2014	5,673		0	3,232	2,441	0	0	0	2,441
409	WEYERHAEUSER CO	962166104		8/21/2013	11/26/2014	908		0	718	190	0	0	0	190
410	PRUDENTIAL FINANCIAL INC	744320102		7/12/2013	11/26/2014	1,884		0	1,712	172	0	0	0	172
411	PHILIP MORRIS INTL INC	718172109		12/21/2010	1/6/2014	4,080		0	2,812	1,268	0	0	0	1,268
412	PHILIP MORRIS INTL INC	718172109		1/5/2012	1/6/2014	2,890		0	2,670	220	0	0	0	220
413	PHILIP MORRIS INTL INC	718172109		9/9/2011	1/6/2014	1,700		0	1,347	353	0	0	0	353
414	PHILIP MORRIS INTL INC	718172109		1/5/2012	1/7/2014	3,489		0	3,220	269	0	0	0	269
415	PHILIP MORRIS INTL INC	718172109		1/5/2012	5/14/2014	2,842		0	2,592	250	0	0	0	250
416	PHILIP MORRIS INTL INC	718172109		1/5/2012	8/22/2014	4,722		0	4,398	324	0	0	0	324
417	PHILIP MORRIS INTL INC	718172109		1/5/2012	11/26/2014	3,115		0	2,827	288	0	0	0	288
418	PHILLIPS 66 SHS	718546104		1/5/2012	11/26/2014	1,345		0	569	776	0	0	0	776
419	PRAXAIR INC	74005P104		1/5/2012	5/14/2014	1,442		0	1,188	254	0	0	0	254
420	PRAXAIR INC	74005P104		1/5/2012	11/26/2014	1,815		0	1,512	303	0	0	0	303

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

	Amount
Long Term CG Distributions	1,873
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						3,255,821	0	2,860	2,252,734	1,005,947	0	0	0	1,005,947
421	PROCTER & GAMBLE CO	742718109		1/5/2012	5/14/2014	1,871		0	1,533	338	0	0	0	338
422	PROCTER & GAMBLE CO	742718109		1/5/2012	11/26/2014	2,037		0	1,533	504	0	0	0	504
423	PRUDENTIAL FINANCIAL INC	744320102		7/12/2013	5/14/2014	1,161		0	1,090	71	0	0	0	71
424	PUB SVC ENTERPRISE GRP	744573106		1/5/2012	1/3/2014	2,487		0	2,500	-13	0	0	0	-13
425	PUB SVC ENTERPRISE GRP	744573106		8/22/2013	1/6/2014	4,009		0	4,109	-100	0	0	0	-100
426	PUB SVC ENTERPRISE GRP	744573106		8/21/2013	1/6/2014	3,283		0	3,366	-83	0	0	0	-83
427	PUB SVC ENTERPRISE GRP	744573106		1/5/2012	1/6/2014	821		0	823	-2	0	0	0	-2
428	QUALCOMM INC	747525103		2/13/2014	11/26/2014	1,374		80	1,454	0	0	0	0	0
429	RAYTHEON CO DELAWARE NEW	755111507		1/5/2012	5/14/2014	1,776		0	869	907	0	0	0	907
430	RAYTHEON CO DELAWARE NEW	755111507		1/5/2012	11/26/2014	3,940		0	1,786	2,154	0	0	0	2,154
431	REYNOLDS AMERICAN INC	761713106		11/21/2013	5/14/2014	2,226		0	1,990	236	0	0	0	236
432	REYNOLDS AMERICAN INC	761713106		11/21/2013	11/26/2014	2,601		0	2,041	560	0	0	0	560
433	ROCHE HLDG LTD SPN ADR	771195104		11/21/2013	5/14/2014	4,984		0	4,702	282	0	0	0	282
434	ROCHE HLDG LTD SPN ADR	771195104		11/21/2013	11/26/2014	1,982		0	1,846	136	0	0	0	136
435	ROGERS COMMUNICATIONS B	775109200		11/21/2013	5/14/2014	3,388		0	3,682	-294	0	0	0	-294
436	ROGERS COMMUNICATIONS B	775109200		11/21/2013	11/26/2014	2,137		242	2,380	-1	0	0	0	-1
437	ROYAL DUTCH SHEL PLC	780259107		11/21/2013	5/14/2014	2,324		0	1,923	401	0	0	0	401
438	ROYAL DUTCH SHEL PLC	780259107		11/21/2013	11/26/2014	2,841		0	2,707	134	0	0	0	134
439	SANOFI ADR	80105N105		11/21/2013	5/14/2014	3,167		14	3,182	-1	0	0	0	-1
440	SANOFI ADR	80105N105		11/21/2013	11/26/2014	2,645		272	2,916	1	0	0	0	1
441	SCHLUMBERGER LTD	806857108		1/5/2012	5/14/2014	1,410		0	952	458	0	0	0	458
442	SCHLUMBERGER LTD	806857108		1/5/2012	11/26/2014	837		0	612	225	0	0	0	225
443	SEMPRA ENERGY	816851109		1/5/2012	5/14/2014	1,185		0	662	523	0	0	0	523
444	SEMPRA ENERGY	816851109		1/5/2012	11/26/2014	1,343		0	662	681	0	0	0	681
445	SHELL INTERNATIONAL FIN	822582AJ1		3/25/2011	11/26/2014	3,304		0	3,058	246	0	0	0	246
446	SINGAPORE TELECOMM LT AD	82929R304		11/21/2013	5/14/2014	1,654		0	1,623	31	0	0	0	31

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

										0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	STEPHEN P HOLMES		18 KEECH-BRIAR LANE	POMPTON LAKES	NJ	07444		PRESIDENT	1 00			
2	BONNIE L HOLMES		18 KEECH-BRIAR LANE	POMPTON LAKES	NJ	07444		VP & SEC	1 00			

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	5/14/2014	2	14,744
3	Second quarter estimated tax payment	6/12/2014	3	14,744
4	Third quarter estimated tax payment	9/12/2014	4	14,744
5	Fourth quarter estimated tax payment	12/12/2014	5	14,742
6	Other payments		6	
7	Total		7	58,974

Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions HOLMES FAMILY FOUNDATION INC	Employer identification number (EIN) or 38-3709254
	Number, street, and room or suite no. If a P O box, see instructions P.O. BOX 1501, NJ2-130-03-31	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions PENNINGTON, NJ 08534-1501	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ U.S. Trust, a Divison of Bank of America, N.A.

Telephone No. ▶ 609-274-6834 Fax No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box. . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

▶ ☒ calendar year 2014 or

▶ ☐ tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	**$** 23,221
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	**$** 58,974
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	**$** 0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.