

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.**2013**Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

| | | |
|---|---|---|
| Name of foundation F.M. KIRBY FOUNDATION, INC. | | A Employer identification number 51-6017929 |
| Number and street (or P O box number if mail is not delivered to street address) 17 DEHART STREET PO BOX 151 | Room/suite | B Telephone number (see instructions) (973) 538-4800 |
| City or town, state or province, country, and ZIP or foreign postal code MORRISTOWN, NJ 07963-0151 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply | <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change | <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 441,611,886. | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 7,600,110. | 7,600,110. | | ATCH 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 24,276,528. | | | |
| | b Gross sales price for all assets on line 6a | 301,632,649. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 24,276,528. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10 a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) ATCH 2 | 1,201,378. | 1,185,047. | | | |
| 12 Total. Add lines 1 through 11 | 33,078,016. | 33,061,685. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 387,752. | 193,876. | | 193,876. |
| | 14 Other employee salaries and wages | 246,097. | 123,049. | | 123,048. |
| | 15 Pension plans, employee benefits | 185,468. | 92,734. | | 92,734. |
| | 16a Legal fees (attach schedule) ATCH 3 | 1,025. | 513. | | 512. |
| | b Accounting fees (attach schedule) ATCH 4 | 45,400. | 22,700. | | 22,700. |
| | c Other professional fees (attach schedule) * | 1,890,444. | 1,890,444. | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) ATCH 6 | 374,995. | 23,897. | | 23,897. |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 13,800. | 6,900. | | 6,900. |
| | 22 Printing and publications | 2,283. | 1,142. | | 1,141. |
| | 23 Other expenses (attach schedule) ATCH 7 | 87,776. | 43,892. | | 43,884. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 3,235,040. | 2,399,147. | | 508,692. |
| | 25 Contributions, gifts, grants paid | 17,859,000. | | | 20,404,834. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 21,094,040. | 2,399,147. | 0 | 20,913,526. | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 11,983,976. | | | | |
| b Net investment income (if negative, enter -0-) | | 30,662,538. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

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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 | | 1,277,199. | 1,137,220. | 1,137,220. |
| | 2 | Savings and temporary cash investments | | 216,924. | 483,421. | 483,421. |
| | 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 ATCH 8 | | 56,054. | 28,852. | 28,852. |
| | 10 a | Investments - U S and state government obligations (attach schedule) . . | | | | |
| | b | Investments - corporate stock (attach schedule) ATCH 9 | | 271,418,021. | 299,935,546. | 344,052,279. |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶ | | | | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other (attach schedule) ATCH 10 | | 107,085,738. | 88,274,302. | 95,378,407. |
| | 14 | Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶ | | | | |
| 15 | Other assets (describe ▶ ATCH 11) | | 910,601. | 531,707. | 531,707. | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | | 380,964,537. | 390,391,048. | 441,611,886. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 450,504. | 541,114. | |
| | 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 ▶ ATCH 12) | | 3,795,834. | 1,250,000. | |
| 23 | Total liabilities (add lines 17 through 22) | | 4,246,338. | 1,791,114. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> 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, . . . <input checked="" type="checkbox"/> check here and complete lines 27 through 31. | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds . . | | | | |
| 30 | Total net assets or fund balances (see instructions) | | 376,718,199. | 388,599,934. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | | 380,964,537. | 390,391,048. | | |

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 | 376,718,199. |
| 2 | Enter amount from Part I, line 27a | 2 | 11,983,976. |
| 3 | Other increases not included in line 2 (itemize) ▶ ATCH 13 | 3 | 106,668. |
| 4 | Add lines 1, 2, and 3 | 4 | 388,808,843. |
| 5 | Decreases not included in line 2 (itemize) ▶ ATCH 14 | 5 | 208,909. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 388,599,934. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|---|---|--------------------------------------|----------------------------------|
| 1a SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | 2 | 24,276,528. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | | | 3 | 0 | |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2012 | 19,796,013. | 394,114,587. | 0.050229 |
| 2011 | 20,451,843. | 417,894,545. | 0.048940 |
| 2010 | 18,621,021. | 399,795,527. | 0.046576 |
| 2009 | 17,565,861. | 349,667,633. | 0.050236 |
| 2008 | 22,428,167. | 470,736,580. | 0.047645 |
| 2 Total of line 1, column (d) | | | 2 0.243626 |
| 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 0.048725 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | | | 4 419,382,335. |
| 5 Multiply line 4 by line 3 | | | 5 20,434,404. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 306,625. |
| 7 Add lines 5 and 6 | | | 7 20,741,029. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions | | | 8 20,913,526. |

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | | 1 | 306,625. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | |
| 3 Add lines 1 and 2 | | 3 | 306,625. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0 |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 306,625. |
| 6 Credits/Payments | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 354,360. | |
| 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 | 354,360. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 47,735. | |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 47,735. Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> DE, _____ b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|--|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 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 ▶ HTTP://FDNWEB.ORG/KIRBY/ | | | | |
| 14 | The books are in care of ▶ F.M. KIRBY FOUNDATION, INC. Telephone no ▶ 973-538-4800 | | | |
| Located at ▶ 17 DEHART STREET, MORRISTOWN, NJ ZIP+4 ▶ 07960 | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> | | | |
| and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | | | |
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | | | | |

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> | 1b | X |
| Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 1c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If "Yes," list the years ▶ _____ | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) | 3b | X |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | X |

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** ☒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? ☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** ☒
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** ☐**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATCH 15 | | 387,752. | 38,775. | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| ATCH 16 | | 246,097. | 24,610. | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| 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 N/A | |
| 2 | |
| 3 | |
| 4 | |

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

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | | |
|----------|--|-----------|--------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | 421,828,758. |
| b | Average of monthly cash balances | 1b | 3,940,110. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 425,768,868. |
| 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 | 425,768,868. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 6,386,533. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. | 5 | 419,382,335. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 20,969,117. |

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 | 20,969,117. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 306,625. |
| b | Income tax for 2013 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 306,625. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1. | 3 | 20,662,492. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 20,662,492. |
| 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 | 20,662,492. |

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 | 20,913,526. |
| 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 | 20,913,526. |
| 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 | 306,625. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 20,606,901. |

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

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 20,662,492. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 96,764. | |
| b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u> | | | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008 | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 | | | | |
| e From 2012 | | | | |
| f Total of lines 3a through e | 0 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>20,913,526.</u> | | | | |
| a Applied to 2012, but not more than line 2a | | | 96,764. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | |
| d Applied to 2013 distributable amount | | | | 20,662,492. |
| e Remaining amount distributed out of corpus | 154,270. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 154,270. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 154,270. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 | | | | |
| d Excess from 2012 | | | | |
| e Excess from 2013 | 154,270. | | | |

Form 990-PF (2013)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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

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

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

N/A

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

N/A

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

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

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

ATCH 17

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

ATCH 18

c Any submission deadlines

ATCH 19

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

ATCH 20

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|-------------|
| Name and address (home or business) | | | | |
| a Paid during the year ATCH 21 | | | | |
| Total | | | 3a | 20,404,834. |
| b Approved for future payment ATCH 22 | | | | |
| Total | | | 3b | 1,250,000. |

Form 990-PF (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|---|----------------------|---------------------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| f _____ | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 7,600,110. | |
| 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 | 24,276,528. | |
| 9 Net income or (loss) from special events . . . | | | | | |
| 10 Gross profit or (loss) from sales of inventory . . | | | | | |
| 11 Other revenue a _____ | | | | | |
| b ATCH 23 _____ | | | | 1,201,378. | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 33,078,016. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 33,078,016. |

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

[illegible]

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|--|--------------------|--------------------------|------------------------------|-------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| | | TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | 1,431,945. | |
| | | TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | 958,203. | |
| 876,184. | | 79,678 SHS JP MORGAN SHORT DURATION BOND PROPERTY TYPE: SECURITIES 876,973. | | | | VAR -789. | VAR |
| 47973752. | | SEE ATTACHMENT A PROPERTY TYPE: SECURITIES 45087042. | | | | VAR 2,886,710. | VAR |
| 8,989,663. | | SEE ATTACHMENT B PROPERTY TYPE: SECURITIES 8,911,498. | | | | VAR 78,165. | VAR |
| 69521532. | | SEE ATTACHMENT C PROPERTY TYPE: SECURITIES 68157048. | | | | VAR 1,364,484. | VAR |
| 101968547. | | SEE ATTACHMENT D PROPERTY TYPE: SECURITIES 89407856. | | | | VAR 12560691. | VAR |
| 56266464. | | SEE ATTACHMENT E PROPERTY TYPE: SECURITIES 50274263. | | | | VAR 5,992,201. | VAR |
| 13646359. | | 1000 UNITS OAKTREE NON-US CONVERTIBLE FU PROPERTY TYPE: SECURITIES 14641441. | | | | VAR -995,082. | 02/01/2013 |
| TOTAL GAIN(LOSS) | | | | | | <u>24276528.</u> | |

F.M. KIRBY FOUNDATION, INC

51-6017929

ATTACHMENT 1

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

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|------------------------------|---|--------------------------------------|
| DIVIDEND AND INTEREST INCOME | 7,600,110. | 7,600,110. |
| TOTAL | <u>7,600,110.</u> | <u>7,600,110.</u> |

F.M. KIRBY FOUNDATION, INC.

51-6017929

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|----------------------------------|---|--------------------------------------|
| INCOME FROM LIMITED PARTNERSHIPS | 1,184,866. | 1,168,535. |
| DIRECTED COMMISSION BENEFITS | 16,512. | 16,512. |
| TOTALS | <u>1,201,378.</u> | <u>1,185,047.</u> |

F.M KIRBY FOUNDATION, INC.

51-6017929

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| LEGAL FEES | 1,025. | 513. | | 512. |
| TOTALS | <u>1,025.</u> | <u>513.</u> | | <u>512.</u> |

F.M. KIRBY FOUNDATION, INC.

51-6017929

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING FEES | 45,400. | 22,700. | | 22,700. |
| TOTALS | <u>45,400.</u> | <u>22,700.</u> | | <u>22,700.</u> |

F.M. KIRBY FOUNDATION, INC

51-6017929

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|----------------------------|---|--------------------------------------|
| INVESTMENT MANAGEMENT FEES | 1,890,444. | 1,890,444. |
| TOTALS | <u>1,890,444.</u> | <u>1,890,444.</u> |

F.M. KIRBY FOUNDATION, INC.

51-6017929

ATTACHMENT 6

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|----------------------|---|--------------------------------------|--------------------------------|
| PAYROLL TAXES | 47,793. | 23,897. | 23,897. |
| FEDERAL EXCISE TAXES | 327,202. | | |
| TOTALS | <u>374,995.</u> | <u>23,897.</u> | <u>23,897.</u> |

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------------------|---|--------------------------------------|--------------------------------|
| INSURANCE | 12,495. | 6,248. | 6,247. |
| SOFTWARE MAINTENANCE & SUPPORT | 38,704. | 19,352. | 19,352. |
| ONLINE SERVICES/INTERNET FEES | 13,123. | 6,562. | 6,561. |
| REPAIRS & MAINTENANCE | 7,321. | 3,661. | 3,660. |
| TELEPHONE | 4,397. | 2,199. | 2,198. |
| OFFICE SUPPLIES | 3,536. | 1,768. | 1,768. |
| SERVICE CONTRACTS | 703. | 352. | 351. |
| POSTAGE | 1,058. | 529. | 529. |
| COMPUTER SUPPLIES | 4,849. | 2,425. | 2,424. |
| BANK CHARGES | 30. | 15. | 15. |
| NJ FILING FEES | 25. | 13. | 12. |
| 403(B) ADMINISTRATION FEES | 1,535. | 768. | 767. |
| TOTALS | <u>87,776.</u> | <u>43,892.</u> | <u>43,884.</u> |

ATTACHMENT 8FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------|---------------------------------|------------------------------|-----------------------|
| FEDERAL EXCISE TAX | 56,054. | 28,852. | 28,852. |
| TOTALS | <u>56,054.</u> | <u>28,852.</u> | <u>28,852.</u> |

F.M. KIRBY FOUNDATION, INC.

51-6017929

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--|---------------------------------|------------------------------|-----------------------|
| EQUITY INVESTMENTS SEE STATEMENT 9A | 271,418,021. | 299,935,546. | 344,052,279. |
| TOTALS | <u>271,418,021.</u> | <u>299,935,546.</u> | <u>344,052,279.</u> |

PORTFOLIO APPRAISAL
F.M. KIRBY FOUNDATION, INC
CONSOLIDATED INVESTMENT PORTFOLIO
31-Dec-13

| Quantity | Security | Unit Cost | Total Cost | Price | Market Value |
|----------------------|---|--------------|---------------|----------|-----------------|
| CASH AND EQUIVALENTS | | | | | |
| | J.P. Morgan Money Market Fund / Income | | 373,039.74 | | 373,039.74 |
| | J.P. Morgan Money Market Fund / Principal | | 3,869,207.84 | | 3,869,207.84 |
| | | | 4,242,247.58 | | 4,242,247.58 |
| COMMON STOCK | | | | | |
| 35000 | Adobe Systems Inc | 37 22 | 1,302,797 66 | 59 88 | 2,095,765 00 |
| 23500 | American Express Company | 76 37 | 1,794,742.00 | 90 73 | 2,132,155 00 |
| 20500 | Amphenol Corp | 37 43 | 767,227.82 | 89 18 | 1,828,190 00 |
| 6801 | Apple Computer | 455.89 | 3,100,500.99 | 561.02 | 3,815,497 02 |
| 2200 | AutoZone Inc. | 427 68 | 940,887 20 | 477 94 | 1,051,468.00 |
| 22800 | Automatic Data Processing, Inc | 47 76 | 1,089,000.55 | 80 80 | 1,842,217 20 |
| 17470 | Bristol-Myers Squibb | 46 98 | 820,708.14 | 53 15 | 928,530.50 |
| 14200 | C. R. Bard, Inc | 79 23 | 1,125,066 82 | 133.94 | 1,901,948 00 |
| 22800 | CVS Caremark Corp. | 58 36 | 1,330,592.04 | 71 57 | 1,631,796 00 |
| 22275 | Chevron Corporation | 120.46 | 2,683,344 76 | 124.91 | 2,782,370 25 |
| 64000 | Cisco Systems, Inc | 27.56 | 1,763,670 47 | 22.43 | 1,435,520.00 |
| 44600 | Citigroup Inc | 49.18 | 2,193,485 98 | 52.11 | 2,324,106 00 |
| 27600 | Colgate-Palmolive Co | 43.59 | 1,203,141 22 | 65 21 | 1,799,796.00 |
| 25900 | Comcast Corporation Class A Special | 39.37 | 1,019,763.29 | 49 88 | 1,291,892.00 |
| 36430 | Consol Energy Inc | 31.17 | 1,135,573 07 | 38.04 | 1,385,797.20 |
| 10005 | Dover Corp | 85 41 | 854,528.51 | 96 54 | 965,882 70 |
| 51000 | EMC Corporation | 23.88 | 1,218,017.70 | 25 15 | 1,282,650 00 |
| 12000 | EOG Resources Inc | 84 01 | 1,008,173 83 | 167.84 | 2,014,080 00 |
| 11330 | Eastman Chemical Co | 71.86 | 814,149 97 | 80 70 | 914,331.00 |
| 16565 | Eaton Corporation | 68 13 | 1,128,518.83 | 76 12 | 1,260,927 80 |
| 34800 | Fastenal Co. | 17 06 | 593,642.47 | 47 51 | 1,653,348.00 |
| 3555 | Google Inc | 717.07 | 2,549,175.24 | 1,120.71 | 3,984,124 05 |
| 50390 | Hartford Financial Services Group | 35.30 | 1,778,996 31 | 36.23 | 1,825,629 70 |
| 22200 | Honeywell International Inc. | 80.72 | 1,791,986 22 | 91.37 | 2,028,414 00 |
| 48230 | Intel Corporation | 24 19 | 1,166,680.71 | 25.95 | 1,251,809.65 |
| 4590 | Intercontinental Exchange, Inc | 182 42 | 837,309 88 | 224 92 | 1,032,382.80 |
| 2200 | Intuitive Surgical, Inc. | 378 40 | 832,490.91 | 384 08 | 844,976 00 |
| 18800 | Johnson & Johnson | 61.01 | 1,146,941.65 | 91.59 | 1,721,892 00 |
| 17100 | Joy Global Inc | 48.60 | 831,018 96 | 58.49 | 1,000,179 00 |
| 19200 | Macy's Inc. | 48 78 | 936,595.20 | 53 40 | 1,025,280.00 |
| 4469 | Mastercard Inc. | 372.59 | 1,665,091 33 | 835.46 | 3,733,670.74 |
| 11210 | McKesson Corporation | 116.34 | 1,304,153 46 | 161.40 | 1,809,294 00 |
| 47200 | Microsoft Corporation | 29 26 | 1,381,050.39 | 37 41 | 1,765,752 00 |
| 25210 | Molson Coors Brewing Co | 48.68 | 1,227,221.77 | 56.15 | 1,415,541 50 |
| 8430 | Monsanto Company | 107.43 | 905,617.20 | 116.55 | 982,516.50 |
| 25900 | Nike Inc. Class B | 27 81 | 720,386.47 | 78 64 | 2,036,776.00 |
| 52000 | Oracle Corporation | 21.26 | 1,105,622.85 | 38.26 | 1,989,520 00 |
| 49800 | Peabody Energy Corporation | 14.97 | 745,391.46 | 19.53 | 972,594 00 |
| 65600 | Pfizer Inc. | 28.12 | 1,844,612.96 | 30 63 | 2,009,328 00 |
| 13600 | Praxair Inc. | 106.28 | 1,445,455.94 | 130.03 | 1,768,408 00 |
| 7400 | Precision Castparts Corporation | 106 63 | 789,062.57 | 269.30 | 1,992,820.00 |
| 45035 | Qualcomm Inc. | 59.68 | 2,687,855.33 | 74.25 | 3,343,848.75 |

| | | | | |
|-----------------------------------|--------|--------------|--------|--------------|
| 10940 Realogy Holdings Corp | 43.41 | 474,925.11 | 49.47 | 541,201.80 |
| 15000 Ross Stores Inc | 65 70 | 985,480.50 | 74 93 | 1,123,950 00 |
| 39725 Schlumberger Ltd. | 84 11 | 3,341,245.97 | 90 11 | 3,579,619 75 |
| 9700 Sigma Aldrich Corp | 76.16 | 738,782 89 | 94 01 | 911,897.00 |
| 31700 TJX Companies, Inc | 30.04 | 952,202.16 | 63 73 | 2,020,241 00 |
| 16680 Tibco Software Inc. | 25 70 | 428,628.31 | 22 48 | 374,966 40 |
| 18860 United Healthcare Group | 67 84 | 1,279,550 75 | 75.30 | 1,420,158.00 |
| 16445 United Technologies Corp | 96 38 | 1,584,906.64 | 113.80 | 1,871,441 00 |
| 13155 Vertex Pharmaceuticals Inc. | 79 75 | 1,049,085.23 | 74 30 | 977,416.50 |
| 26700 Viacom Inc. Class B | 68.52 | 1,829,451 96 | 87.34 | 2,331,978.00 |
| 9035 Visa Inc Class A | 189 29 | 1,710,214 49 | 222 68 | 2,011,913 80 |
| 21300 WalMart Stores, Inc | 45 99 | 979,483.23 | 78.69 | 1,676,097 00 |
| 28600 Zoetis Inc. | 30 76 | 879,790 34 | 32.69 | 934,934.00 |

| | |
|---------------|---------------|
| 71,813,997 71 | 94,648,838 61 |
|---------------|---------------|

BOND FUNDS

| | | | | |
|---|--------|---------------|--------|---------------|
| 764083.243 J.P. Morgan Short Duration Bond Fund | 11 00 | 8,402,868.34 | 10 89 | 8,320,866.52 |
| 270500 Vanguard Short-Term Bond Index Fund | 79 18 | 21,418,144.91 | 79 93 | 21,621,065.00 |
| 85000 iShares Intermediate Credit Bond ETF | 106.98 | 9,093,366 01 | 107.88 | 9,169,800 00 |

| | |
|---------------|---------------|
| 38,914,379 26 | 39,111,731.52 |
|---------------|---------------|

PREFERRED STOCK

| | | | | |
|--|----------|------------|----------|--------------|
| 3930 Alere Inc 3 0% CV PFD | 251 01 | 986,454 94 | 286 30 | 1,125,159 00 |
| 3900 Bunge Limited 4 875% CV PFD | 100 81 | 393,140 84 | 107.55 | 419,445.00 |
| 890 Chesapeake Energy Corp 5 75% CV PFD 144A | 1,122.14 | 998,704 16 | 1,158 75 | 1,031,287 50 |
| 13550 Continental Financial Trust II 6% CV PFD | 46 13 | 625,015.31 | 48 19 | 652,940 62 |
| 8800 Crown Castle Int'l Corp 4 5% CV PFD | 100.48 | 884,239 99 | 100 38 | 883,344 00 |
| 2400 EPR Properties 5.75% CV PFD | 19.71 | 47,306.14 | 20 45 | 49,080.00 |
| 2230 Energy XXI Bermuda 5 625% CV PFD | 287 41 | 640,924 47 | 293.28 | 654,016.63 |
| 7800 Genesee & Wyoming Inc 5% CV PFD | 115 39 | 900,016 57 | 128.02 | 998,556.00 |
| 19100 Goodrich Petroleum Corp 5 375% CV PFD | 35 89 | 685,458 45 | 40 00 | 764,000 00 |
| 930 Halcon Resources Corp 5 75% CV PFD | 1,001.96 | 931,825.00 | 798.00 | 742,140 00 |
| 3365 Healthcare REIT Inc 6 50% CV PFD | 49 83 | 167,693 38 | 51 26 | 172,489 90 |
| 5100 Iridium Communications Inc 7% CV PFD | 100.17 | 510,874.29 | 90.75 | 462,825.00 |
| 4900 Sanchez Energy Corp 4.875% CV PFD | 50 68 | 248,348 92 | 62.25 | 305,025.00 |
| 5100 Sandridge Energy Inc. 8.5% CV PFD | 110 91 | 565,615 81 | 107.65 | 549,015.00 |
| 9275 United Technologies Cor-Unit CV PFD | 52.79 | 489,581 56 | 65 47 | 607,234 25 |
| 231 Wintrust Financial 5% CV PFD | 1,000.00 | 231,000.00 | 1,237 50 | 285,862.50 |

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|--------------|--------------|
| 9,306,199 82 | 9,702,420.40 |
|--------------|--------------|

ADR'S (BRAZIL)

| | | | | |
|---|-------|--------------|-------|------------|
| 41000 Petroleo Brasileiro SA A Shares (ADR) | 33.02 | 1,353,885 08 | 14 69 | 602,290 00 |
| | | 1,353,885 08 | | 602,290.00 |

INT'L EQUITIES (PERU)

| | | | | |
|--------------------|--------|------------|--------|------------|
| 7155 Credicorp LTD | 125 74 | 899,698 44 | 132 73 | 949,683 15 |
| | | 899,698.44 | | 949,683.15 |

ADR'S (TAIWAN)

| | | | | |
|---|-------|--------------|-------|--------------|
| 144900 Taiwan Semiconductor Mfg Co Spon (ADR) | 18 07 | 2,618,077.99 | 17.44 | 2,527,056 00 |
|---|-------|--------------|-------|--------------|

| | | | | |
|---|--------|--------------|--------|--------------|
| | | 2,618,077.99 | | 2,527,056.00 |
| ADR'S (TURKEY) | | | | |
| 37470 Koc Holding AS UnSpon (ADR) | 24.01 | 899,729.64 | 20.48 | 767,363.12 |
| | | 899,729.64 | | 767,363.12 |
| ADR'S (INDONESIA) | | | | |
| 8900 Telekomunik Indonesia Spon (ADR) | 43.11 | 383,677.22 | 35.85 | 319,065.00 |
| | | 383,677.22 | | 319,065.00 |
| ADR'S (CHINA) | | | | |
| 4515 Baidu Inc Spon (ADR) | 93.26 | 421,066.19 | 177.88 | 803,128.20 |
| | | 421,066.19 | | 803,128.20 |
| ADR'S (RUSSIA) | | | | |
| 7418 Magnit Spon (GDR) | 56.46 | 418,798.13 | 66.20 | 491,071.60 |
| 44300 Mobile Telesystems Spon (ADR) | 19.65 | 870,365.26 | 21.63 | 958,209.00 |
| 108120 Sberbank of Russia Spons (ADR) | 11.59 | 1,252,950.04 | 12.57 | 1,359,068.40 |
| | | 2,542,113.43 | | 2,808,349.00 |
| INT'L EQUITIES (AUSTRALIA) | | | | |
| 28800 CSL Limited ORD | 33.18 | 955,647.19 | 61.69 | 1,776,810.76 |
| 49500 Woodside Petroleum LTD ORD | 36.47 | 1,805,194.35 | 34.80 | 1,722,686.44 |
| | | 2,760,841.54 | | 3,499,497.21 |
| INT'L EQUITIES (CANADA) | | | | |
| 5500 Macdonald Dettwiler and Associates LTD ORD | 67.53 | 371,388.78 | 77.46 | 426,023.53 |
| 53500 Suncor Energy Inc ORD | 38.92 | 2,082,081.44 | 35.05 | 1,875,175.00 |
| | | 2,453,470.22 | | 2,301,198.53 |
| INT'L EQUITIES (SWITZERLAND) | | | | |
| 24200 Nestle SA ORD | 38.56 | 933,151.11 | 73.42 | 1,776,870.75 |
| 23309 Novartis AG ORD | 71.24 | 1,660,474.03 | 80.06 | 1,866,082.87 |
| 4445 Panalpina World Transportation LTD ORD | 155.50 | 691,180.89 | 168.10 | 747,205.82 |
| 6500 Roche Holdings AG ORD | 244.72 | 1,590,696.70 | 280.20 | 1,821,330.18 |
| 1500 Swatch Group AG-B ORD | 566.55 | 849,823.69 | 662.84 | 994,265.47 |
| 4100 Syngenta AG ORD | 349.05 | 1,431,085.79 | 399.39 | 1,637,510.54 |
| | | 7,156,412.20 | | 8,843,265.64 |
| INT'L EQUITIES (EUROPE) | | | | |
| 23419 Anheuser-Busch InBev NV ORD | 90.16 | 2,111,528.47 | 106.46 | 2,493,181.86 |
| 8138 Bayerische Motoren Werke AG ORD | 106.57 | 867,253.42 | 117.43 | 955,630.77 |
| 5168 Continental AG ORD | 168.59 | 871,296.57 | 219.64 | 1,135,119.88 |
| 11400 Essilor International SA ORD | 61.25 | 698,279.28 | 106.49 | 1,213,955.80 |
| 13000 Inditex ORD | 55.72 | 724,402.40 | 165.08 | 2,146,006.72 |
| 9800 L'oreal ORD | 96.12 | 941,987.81 | 175.96 | 1,724,439.18 |

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|---|----------|---------------|----------|---------------|
| 24033 Sampo Insurance Co ORD | 39 74 | 955,134.61 | 49.22 | 1,182,906.30 |
| 61393 Sky Deutschland AG ORD | 7.31 | 448,640.15 | 11.02 | 676,767.90 |
| | | 7,618,522 71 | | 11,528,008 41 |
| INT'L EQUITIES (KOREA) | | | | |
| 1357 Samsung Electronics Ltd ORD | 1,236.98 | 1,678,581.32 | 1,300.04 | 1,764,157.86 |
| | | 1,678,581.32 | | 1,764,157 86 |
| INT'L EQUITIES (DENMARK) | | | | |
| 20565 Novo Nordisk ORD | 111.48 | 2,292,488.63 | 183.59 | 3,775,624.76 |
| | | 2,292,488.63 | | 3,775,624.76 |
| INT'L EQUITIES (GREAT BRITAIN) | | | | |
| 87800 BG Group PLC ORD | 15 95 | 1,400,108 91 | 21 49 | 1,886,819 48 |
| 45067 Experian PLC ORD | 17 51 | 789,254.68 | 18.45 | 831,519 25 |
| 150000 HSBC Holdings PLC ORD | 11.84 | 1,776,515 60 | 10 97 | 1,645,659.77 |
| 206452 International Consolidated ORD | 4.82 | 994,248 37 | 6 65 | 1,372,539.76 |
| 21900 Reckitt Benckiser PLC ORD | 54 16 | 1,186,150 98 | 79 38 | 1,738,521 29 |
| 122323 Rexam PLC ORD | 7 64 | 934,206.01 | 8.79 | 1,074,785 95 |
| 72300 Standard Chartered PLC ORD | 26 23 | 1,896,741.59 | 22.53 | 1,628,567 17 |
| 307100 Tesco PLC ORD | 6.49 | 1,991,608 30 | 5.54 | 1,700,629.13 |
| 213081 Vodafone Group PLC ORD | 2.89 | 615,052.92 | 3 93 | 836,414.48 |
| | | 11,583,887 36 | | 12,715,456 29 |
| INT'L EQUITIES (HONG KONG) | | | | |
| 360800 AIA Group LTD ORD | 4 31 | 1,554,957.19 | 5 02 | 1,810,107 37 |
| 160000 China Mobile LTD ORD | 10.51 | 1,681,039.63 | 10.37 | 1,659,068.19 |
| 595000 China Shenhua Energy Co. Ltd ORD | 3.78 | 2,247,176 42 | 3 15 | 1,876,221.18 |
| 982000 Cnooc Ltd ORD | 1.18 | 1,158,799 56 | 1.86 | 1,826,269.87 |
| 591588 Hong Kong & China Gas Ltd ORD | 1.43 | 846,766 41 | 2 29 | 1,356,560.97 |
| | | 7,488,739.20 | | 8,528,227 58 |
| INT'L EQUITIES (INDONESIA) | | | | |
| 2227500 Media Nusantara Citra PT ORD | 0 31 | 697,982.78 | 0 21 | 478,883 54 |
| 589500 PT Bank Mandiri ORD | 0 85 | 500,651.75 | 0.64 | 378,998 39 |
| | | 1,198,634 53 | | 857,881.93 |
| INT'L EQUITIES (JAPAN) | | | | |
| 95000 Daiwa House Industry Co Ltd ORD | 18 95 | 1,799,935 13 | 19 36 | 1,839,351 13 |
| 26700 Denso Corporation ORD | 36 54 | 975,667.51 | 52 80 | 1,409,875 84 |
| 10800 Fanuc Ltd ORD | 90 04 | 972,468 38 | 183.15 | 1,978,021 98 |
| 33000 Honda Motor Ltd ORD | 35 33 | 1,166,051 15 | 41.20 | 1,359,497 65 |
| 4854 Keyence Corporation ORD | 172.74 | 838,465.44 | 428 14 | 2,078,207.51 |
| 69700 Komatsu Ltd ORD | 22 86 | 1,593,686 23 | 20 33 | 1,417,143 81 |
| 90000 Mitsubishi Estate Co Ltd ORD | 26 72 | 2,405,008 75 | 29.92 | 2,693,021 26 |
| 22500 Park24 Co LTD ORD | 19.67 | 442,563.56 | 18 87 | 424,504 07 |
| 25000 Shin Etsu Chemical Co ORD | 65 65 | 1,641,311 08 | 58.42 | 1,460,444 32 |
| 258000 Sumitomo Mitsui Trust Holdings Inc ORD | 4.90 | 1,263,244 68 | 5.27 | 1,359,897 25 |

| | | | | |
|--|--------|---------------|--------|---------------|
| | | 13,098,401.92 | | 16,019,964.80 |
| INT'L EQUITIES (BRAZIL) | | | | |
| ----- | | | | |
| 57400 Cia Hering ORD | 14.11 | 810,197.71 | 12.67 | 727,460.00 |
| | | ----- | ----- | ----- |
| | | 810,197.71 | | 727,460.00 |
| INT'L EQUITIES (PHILIPPINES) | | | | |
| ----- | | | | |
| 774500 Alliance Global Group Inc. ORD | 0.56 | 435,294.57 | 0.58 | 450,224.75 |
| 248990 Security Bank Corp. ORD | 3.76 | 936,793.72 | 2.60 | 648,526.87 |
| | | ----- | ----- | ----- |
| | | 1,372,088.29 | | 1,098,751.63 |
| INT'L EQUITIES (SWEDEN) | | | | |
| ----- | | | | |
| 36560 Assa Abloy AB-B ORD | 44.06 | 1,611,012.19 | 52.91 | 1,934,277.08 |
| 48400 Hennes & Mauritz AB ORD | 29.44 | 1,424,980.27 | 46.12 | 2,232,130.29 |
| | | ----- | ----- | ----- |
| | | 3,035,992.45 | | 4,166,407.37 |
| INT'L EQUITIES (SINGAPORE) | | | | |
| ----- | | | | |
| 134154 DBS Bank Ltd. ORD | 10.95 | 1,469,259.05 | 13.54 | 1,816,912.24 |
| | | ----- | ----- | ----- |
| | | 1,469,259.05 | | 1,816,912.24 |
| INT'L EQUITIES (THAILAND) | | | | |
| ----- | | | | |
| 137100 Kasikornbank PCL. ORD | 6.33 | 867,872.29 | 4.82 | 661,300.97 |
| 328000 Pruksa Real Estate PCL (ORD) | 0.70 | 230,580.60 | 0.60 | 195,642.12 |
| | | ----- | ----- | ----- |
| | | 1,098,452.89 | | 856,943.09 |
| INT'L EQUITIES (SOUTH AFRICA) | | | | |
| ----- | | | | |
| 294413 Life Healthcare Group Holdings PTE LTD. ORD | 3.72 | 1,096,194.50 | 4.00 | 1,176,668.16 |
| | | ----- | ----- | ----- |
| | | 1,096,194.50 | | 1,176,668.16 |
| CONVERTIBLE BONDS (U.S.) | | | | |
| ----- | | | | |
| 731000 Cemex SAB DE | 111.75 | 816,874.88 | 118.50 | 866,235.00 |
| 4.875% Due 03-15-15 | | | | |
| 1205000 MGM Resorts International | 108.30 | 1,304,985.29 | 137.50 | 1,656,875.00 |
| 4.250% Due 04-15-15 | | | | |
| 685000 RTI International Metals | 106.48 | 729,409.40 | 113.31 | 776,190.62 |
| 3.000% Due 12-01-15 | | | | |
| 310000 Iconix Brand Group, Inc. | 104.72 | 324,643.76 | 137.44 | 426,056.25 |
| 2.500% Due 02-29-16 | | | | |
| 303000 Cemex SAB DE | 119.00 | 360,570.00 | 131.75 | 399,202.50 |
| 3.250% Due 03-15-16 | | | | |
| 1340000 Illumina Inc. 144A | 99.64 | 1,335,238.19 | 138.94 | 1,861,762.50 |
| 0.250% Due 03-15-16 | | | | |
| 430000 Photronics Inc. | 108.86 | 468,114.73 | 114.87 | 493,962.50 |
| 3.250% Due 04-01-16 | | | | |
| 468000 Alere Inc. | 107.91 | 505,024.17 | 112.37 | 525,915.00 |
| 3.000% Due 05-15-16 | | | | |
| 1168000 Lam Research Corp. | 108.44 | 1,266,604.32 | 113.87 | 1,330,060.00 |
| 0.500% Due 05-15-16 | | | | |

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|--|--------|--------------|--------|--------------|
| 305000 Take-Two Interactive Software 1 750% Due 12-01-16 | 102.85 | 313,684.56 | 115 37 | 351,893 75 |
| 455000 CSG Systems Int'l Inc 144A 3 000% Due 03-01-17 | 104 37 | 474,861 71 | 133.94 | 609,415.62 |
| 1320000 Stone Energy 1.750% Due 03-01-17 | 103 93 | 1,371,917.22 | 110.37 | 1,456,950 00 |
| 227000 Dealertrack Holdings Inc 1.500% Due 03-15-17 | 106 51 | 241,781 00 | 138 25 | 313,827 50 |
| 580000 DFC Global Corp 144A 3 250% Due 04-15-17 | 102.09 | 592,145 91 | 89.25 | 517,650 00 |
| 1375000 Ciena Corporation 0.875% Due 06-15-17 | 103.85 | 1,427,884 96 | 102 25 | 1,405,937.50 |
| 1283000 Nuasive Inc. 2 750% Due 07-01-17 | 108 36 | 1,390,261 65 | 108 31 | 1,389,649 37 |
| 240000 Sandisk Corporation 1 500% Due 08-15-17 | 107.12 | 257,090 79 | 147.37 | 353,700.00 |
| 1161000 Wright Medical Group Inc. 2.000% Due 08-15-17 | 106 14 | 1,232,289 84 | 133 31 | 1,547,758 12 |
| 560000 BPZ Resources, Inc. 8 500% Due 10-01-17 | 90.00 | 504,000 00 | 87 06 | 487,550.00 |
| 350000 Bottomline Technologies 1.500% Due 12-01-17 | 100.93 | 353,246.35 | 134 00 | 469,000 00 |
| 450000 Alpha Natural Resources 3 750% Due 12-15-17 | 105 01 | 472,542 47 | 103.69 | 466,593 75 |
| 500000 Heartware International 3 500% Due 12-15-17 | 125 71 | 628,562 43 | 120.00 | 600,000 00 |
| 360000 Starwood Property Trust 4 550% Due 03-01-18 | 110 93 | 399,351.29 | 110.44 | 397,575 00 |
| 650000 Iconix Brand Group, Inc 144A 1 500% Due 03-15-18 | 101 30 | 658,456 11 | 136.75 | 888,875 00 |
| 125000 Old Republic Intl Corp 3 750% Due 03-15-18 | 97 90 | 122,375 46 | 124.37 | 155,468 75 |
| 135000 Greenbrier Cos 3 500% Due 04-01-18 | 116 51 | 157,282 15 | 118 25 | 159,637.50 |
| 1235000 Salesforce com Inc 144A 0.250% Due 04-01-18 | 100 42 | 1,240,127.12 | 108 69 | 1,342,290 62 |
| 445000 Wabash National Corp 3 375% Due 05-01-18 | 103.54 | 460,731.62 | 130.06 | 578,778 12 |
| 195000 Lam Research Corp 144A 1 250% Due 05-15-18 | 121 32 | 236,582.32 | 121 62 | 237,168 75 |
| 1285000 Brookdale Senior Living 2.750% Due 06-15-18 | 100 15 | 1,286,962.07 | 118 75 | 1,525,937 50 |
| 825000 Concur Technologies Inc 144A 0 500% Due 06-15-18 | 100 24 | 826,958 48 | 115.81 | 955,453 12 |
| 435000 Cornerstone Ondemand Inc. 144A 1.500% Due 07-01-18 | 100 00 | 435,000.00 | 121.50 | 528,525 00 |
| 810000 Take-Two Interactive Software 1 000% Due 07-01-18 | 101 32 | 820,667.81 | 106.69 | 864,168.75 |
| 650000 Medidata Solutions Inc. 144A 1.000% Due 08-01-18 | 101 90 | 662,330 08 | 127 56 | 829,156 25 |
| 1166000 Forest City Enterprises 4.250% Due 08-15-18 | 99.02 | 1,154,546 46 | 111.25 | 1,297,175.00 |
| 530000 Web.com Group Inc. 1 000% Due 08-15-18 | 106 78 | 565,952 00 | 112.25 | 594,925.00 |
| 885000 Cubist Pharmaceuticals 144A 1.125% Due 09-01-18 | 103 78 | 918,483.71 | 115 06 | 1,018,303 12 |
| 920000 Jarden Corp 1.875% Due 09-15-18 | 102 44 | 942,449.30 | 141.25 | 1,299,500.00 |
| 480000 Sunedison Inc 144A 2.000% Due 10-01-18 | 100.00 | 480,000.00 | 112.66 | 540,768 00 |
| 285000 Biomarin Pharmaceutical | 100.00 | 285,000 00 | 105 94 | 301,921.87 |

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|--|--------|--------------|--------|--------------|
| 0.750% Due 10-15-18 | | | | |
| 325000 Ciena Corporation 144A | 104.76 | 340,478.46 | 144.06 | 468,203.12 |
| 3 750% Due 10-15-18 | | | | |
| 580000 Solarcity Corp | 105.88 | 614,112.17 | 118.31 | 686,212.50 |
| 2 750% Due 11-01-18 | | | | |
| 505000 Emulex Corporation 144A | 100.98 | 509,956.44 | 97.81 | 493,953.12 |
| 1 750% Due 11-15-18 | | | | |
| 860000 Air Lease Corp SR | 100.34 | 862,960.07 | 134.25 | 1,154,550.00 |
| 3 875% Due 12-01-18 | | | | |
| 1250000 Nvidia Corp 144A | 100.00 | 1,250,000.00 | 102.37 | 1,279,687.50 |
| 1 000% Due 12-01-18 | | | | |
| 1095000 Energy XXI Bermuda 144A | 100.04 | 1,095,413.50 | 98.44 | 1,077,890.62 |
| 3.000% Due 12-15-18 | | | | |
| 475000 Proofpoint Inc. 144A | 100.47 | 477,222.60 | 107.81 | 512,109.37 |
| 1.250% Due 12-15-18 | | | | |
| 560000 Starwood Property Trust | 100.00 | 560,000.00 | 110.62 | 619,500.00 |
| 4 000% Due 01-15-19 | | | | |
| 380000 Vector Group LTD. | 100.45 | 381,727.27 | 117.79 | 447,590.98 |
| 0 000% Due 01-15-19 | | | | |
| 699000 Salix Pharmaceuticals | 102.42 | 715,948.61 | 149.06 | 1,041,946.87 |
| 1.500% Due 03-15-19 | | | | |
| 130000 US Steel Corp. | 102.99 | 133,882.87 | 132.37 | 172,087.50 |
| 2 750% Due 04-01-19 | | | | |
| 1115000 Jarden Corp 144A | 100.02 | 1,115,187.50 | 121.56 | 1,355,421.87 |
| 1 500% Due 06-15-19 | | | | |
| 1385000 Hornbeck Offshore Services | 103.10 | 1,427,949.29 | 118.56 | 1,642,090.62 |
| 1.500% Due 09-01-19 | | | | |
| 685000 RTI International Metals | 101.65 | 696,274.65 | 105.06 | 719,678.12 |
| 1.625% Due 10-15-19 | | | | |
| 560000 Walter Investment Management | 107.36 | 601,225.39 | 99.87 | 559,300.00 |
| 4.500% Due 11-01-19 | | | | |
| 1330000 Cobalt Intl Energy Inc. | 103.99 | 1,383,061.80 | 88.44 | 1,176,218.75 |
| 2 625% Due 12-01-19 | | | | |
| 1315000 Molina Healthcare Inc. SR Notes 144A | 101.14 | 1,329,968.74 | 105.12 | 1,382,393.75 |
| 1 125% Due 01-15-20 | | | | |
| 135000 MGIC Investment Corp | 101.34 | 136,811.32 | 138.00 | 186,300.00 |
| 2.000% Due 04-01-20 | | | | |
| 285000 Vivus Inc 144A | 110.76 | 315,678.82 | 85.56 | 243,853.12 |
| 4 500% Due 05-01-20 | | | | |
| 1750000 Priceline com Inc. 144A | 99.62 | 1,743,353.38 | 113.94 | 1,993,906.25 |
| 0 350% Due 06-15-20 | | | | |
| 765000 Allscripts Healthcare 144A | 110.24 | 843,311.86 | 112.25 | 858,712.50 |
| 1.250% Due 07-01-20 | | | | |
| 910000 Portfolio Recovery Associates | 102.95 | 936,870.60 | 109.56 | 997,018.75 |
| 3 000% Due 08-01-20 | | | | |
| 190000 Cubist Pharmaceuticals 144A | 102.10 | 193,996.48 | 114.31 | 217,193.75 |
| 1.875% Due 09-01-20 | | | | |
| 785000 Biomarin Pharmaceutical | 102.10 | 801,488.82 | 106.94 | 839,459.37 |
| 1 500% Due 10-15-20 | | | | |
| 1450000 Sandisk Corporation 144A | 100.91 | 1,463,131.25 | 99.00 | 1,435,500.00 |
| 0 500% Due 10-15-20 | | | | |
| 380000 Incyte Corp. Ltd 144A | 103.13 | 391,880.27 | 121.31 | 460,987.50 |
| 1 250% Due 11-15-20 | | | | |
| 705000 Cardtronics Inc 144A | 100.25 | 706,742.00 | 99.75 | 703,237.50 |
| 1 000% Due 12-01-20 | | | | |
| 435000 RPM International | 101.86 | 443,106.85 | 110.69 | 481,490.62 |
| 2.250% Due 12-15-20 | | | | |
| 690000 TTM Technologies | 100.65 | 694,453.87 | 107.31 | 740,456.25 |
| 1 750% Due 12-15-20 | | | | |
| 910000 Sunedison Inc 144A | 100.96 | 918,726.54 | 111.94 | 1,018,631.25 |
| 2.750% Due 01-01-21 | | | | |

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|---|--------|--------------|--------|--------------|
| 595000 Colony Financial Inc 5 000% Due 04-15-23 | 103 48 | 615,706 44 | 102 44 | 609,503 12 |
| 1790000 Liberty Media Corporation 144A 1 375% Due 10-15-23 | 101 07 | 1,809,195 83 | 99.81 | 1,786,643.75 |
| 175000 Meritor Inc 144A 7 875% Due 01-03-26 | 127.66 | 223,401.88 | 143.56 | 251,234.37 |
| 1169000 On Semiconductor ONNN 2 625% Due 12-15-26 | 111 33 | 1,301,500 91 | 109.94 | 1,285,169.37 |
| 1235000 Seacor Holdings Inc. 2.500% Due 12-15-27 | 103 81 | 1,282,036.94 | 122 56 | 1,513,646.87 |
| 285000 Seacor Holdings Inc 144A 3 000% Due 11-15-28 | 100.00 | 285,000.00 | 99 06 | 282,328.12 |
| 715000 Mentor Graphics Corp. 4 000% Due 04-01-31 | 104 49 | 747,111 47 | 132.94 | 950,503 12 |
| 705000 Helix Energy 3 250% Due 03-15-32 | 101.94 | 718,665.31 | 119 69 | 843,796.87 |
| 530000 Meritage Homes Corp 1.875% Due 09-15-32 | 104 62 | 554,464 09 | 112.06 | 593,931 25 |
| 210000 Toll Bros Finance Corp 144A 0 500% Due 09-15-32 | 102 79 | 215,858 46 | 104.00 | 218,400.00 |
| 620000 Goodrich Petroleum Corporation 5.000% Due 10-01-32 | 109 56 | 679,291 68 | 101.75 | 630,850 00 |
| 110000 Northstar Realty 144A 5 375% Due 06-15-33 | 98 22 | 108,044.40 | 137.25 | 150,975.00 |
| 1385000 JDS Uniphase Corporation 0 625% Due 08-15-33 | 101.51 | 1,405,908 21 | 100.25 | 1,388,462.50 |
| 765000 Finisar Corporation 144A 0.500% Due 12-15-33 | 100 00 | 765,000.00 | 103 44 | 791,296 87 |
| 695000 Intel Corporation 2 950% Due 12-15-35 | 106 09 | 737,322.16 | 112 00 | 778,400.00 |
| 175000 Hologic Inc 2 000% Due 12-15-37 | 97 02 | 169,787.15 | 116 56 | 203,984.37 |
| 85000 Bristow Group Inc. 3 000% Due 06-15-38 | 113.61 | 96,564 76 | 122.62 | 104,231 25 |
| 635000 Intel Corporation 144A 3 250% Due 08-01-39 | 119 91 | 761,420 92 | 135.94 | 863,203 12 |
| 90000 Vishay Intertechnology 144A 2.250% Due 11-15-40 | 108 16 | 97,343.56 | 106 50 | 95,850 00 |
| 745000 Vishay International Inc 144A 2 250% Due 05-15-41 | 93 45 | 696,209 33 | 86.94 | 647,684 37 |
| 285000 Hologic Inc 2.000% Due 03-01-42 | 100 20 | 285,565.99 | 102 12 | 291,056 25 |
| 805000 Liberty Interactive LLC 144A 0.750% Due 03-30-43 | 100 75 | 811,035.00 | 124.62 | 1,003,231.25 |
| 1960000 Micron Technology Inc 3 000% Due 11-15-43 | 90.13 | 1,766,532 20 | 98 44 | 1,929,375.00 |
| 1607000 Healthsouth Corp 2.000% Due 12-01-43 | 93 91 | 1,509,082.12 | 105 37 | 1,693,376.25 |
| 1660000 Omnicare Inc. 3 500% Due 02-15-44 | 95.79 | 1,590,071 85 | 100.81 | 1,673,487 50 |

| | |
|---------------|---------------|
| 70,342,031 71 | 77,368,014 60 |
|---------------|---------------|

LIMITED PARTNERSHIPS

| | | | | |
|---|-----------|---------------|-----------|---------------|
| 1000.028 Blackstone GSO Private Investors Fund I | 8,139 67 | 8,139,893.56 | 8,463.10 | 8,463,340.00 |
| 3762761.23 Eaton Vance Inst'l Senior Loan Trust | 9 10 | 34,228,524 99 | 9.24 | 34,767,913.76 |
| 2000 Lazard Emerging Markets Disc Assets L P. | 4,871 02 | 9,742,044 00 | 5,373.77 | 10,747,534 00 |
| 1000 Lucas Energy Total Return Partners L P. | 30,526 60 | 30,526,598.00 | 37,887.84 | 37,887,837 52 |
| 1379344.59 Mondrian Emerging Markets Equity Fund L.P. | 25.83 | 35,623,519.00 | 24.68 | 34,037,448.00 |

| | | | |
|------------------------|----------|--------------------|--------------------|
| | | 118,260,579.55 | 125,904,073.28 |
| | | ----- | ----- |
| TOTAL PORTFOLIO | | 388,209,848.16 | 439,430,685.96 |
| | | ===== | ===== |
| PART II BALANCE SHEET: | | | |
| | LINE 10B | 299,935,546 | 344,052,279 |
| | LINE 13 | 88,274,302 * | 95,378,407 ** |
| | | <u>388,209,848</u> | <u>439,430,686</u> |

* Book Value of Investment In Partnership = \$84,032,054

** FMV of Investment In Partnership = \$91,136,159

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|---------------------------------|------------------------------|-----------------------|
| MONEY MARKET FUNDS | 5,953,733. | 4,242,248. | 4,242,248. |
| INVESTMENT IN LIMITED PTRSHP | 101,132,005. | 84,032,054. | 91,136,159. |
| TOTALS | <u>107,085,738.</u> | <u>88,274,302.</u> | <u>95,378,407.</u> |

ATTACHMENT 11FORM 990PF, PART II - OTHER ASSETS

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|---------------------------------|------------------------------|-----------------------|
| ACCRUED INVESTMENT INCOME | 889,896. | 511,002. | 511,002. |
| ART & OTHER COLLECTIBLE ITEMS | 20,705. | 20,705. | 20,705. |
| TOTALS | <u>910,601.</u> | <u>531,707.</u> | <u>531,707.</u> |

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIES

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> |
|--------------------|---------------------------------|------------------------------|
| PROMISES TO GIVE | 3,795,834. | 1,250,000. |
| TOTALS | <u>3,795,834.</u> | <u>1,250,000.</u> |

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

| | |
|--|----------|
| 2012 EATON VANCE PFIC BOOK TO TAX ADJ. | 106,668. |
|--|----------|

| | |
|-------|-----------------|
| TOTAL | <u>106,668.</u> |
|-------|-----------------|

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

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|--------------------|-----------------|
| SEE STATEMENT 14A | 208,909. |
| TOTAL | <u>208,909.</u> |

FORM 990PF, PART III
OTHER DECREASES IN NET WORTH OR FUND BALANCES
F.M. KIRBY FOUNDATION, INC.
FOROM 01-01-13 THROUGH 12-31-13

NET INVESTMENT INCOME INCLUDES ALL ORDINARY INCOME AND CAPITAL GAIN INCOME
PER 2013 ANNUAL PFIC STATEMENT RECEIVED IN APRIL OF 2014 FROM EATON VANCE
INSTITUTIONAL SENIOR LOAN FUND. THIS AMOUNT IS NEEDED TO REPORT ADDITIONAL
CAPITAL GAIN TO BE INCLUDED FOR TAXABLE YEAR ENDED DECEMBER 31, 2013.

F.M KIRBY FOUNDATION, INC

51-6017929

FORM 990FF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|--|---|---------------------|--|--|
| S DILLARD KIRBY 17 DEHART STREET MORRISTOWN, NJ 07960 | PRESIDENT 26.00 | 158,875. | 15,888. | 0 |
| THOMAS J. BIANCHINI 17 DEHART STREET MORRISTOWN, NJ 07960 | SECRETARY/TREASURER 20.00 | 76,214. | 7,621. | 0 |
| WILLIAM H. BYRNES, JR. 17 DEHART STREET MORRISTOWN, NJ 07960 | VICE PRESIDENT/GRANTS 35.00 | 152,663. | 15,266. | 0 |
| JEFFERSON W. KIRBY 604 VAN BEUREN ROAD MORRISTOWN, NJ 07960 | VICE PRESIDENT | 0 | 0 | 0 |
| ALICE K. HORTON 4900 W. CORNWALLIS ROAD DURHAM, NC 27705 | ASSISTANT SECRETARY | 0 | 0 | 0 |
| WALKER D. KIRBY LONG HILL ROAD NEW VERNON, NJ 07976 | DIRECTOR | 0 | 0 | 0 |

F M. KIRBY FOUNDATION, INC

51-6017929

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

ATTACHMENT 15 (CONT'D)

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|---|---|---------------------|--|--|
| LAURA H. VIRKLER 250 WITHERS WAY HILLSBOROUGH, NC 27278 | DIRECTOR | 0 | 0 | 0 |
| SANDRA BROWN SHERMAN C/O RIKER DANZIG LLP, HEADQUARTERS PLAZA, ONE SPEEDWELL AVENUE MORRISTOWN, NJ 07962-1981 | DIRECTOR | 0 | 0 | 0 |
| WILSON M. COMPTON, M.D. M.P.E. NATIONAL INSTITUTE ON DRUG ABUSE 6001 EXECUTIVE BOULEVARD, MSC 9589 BETHESDA, MD 20892-9589 | DIRECTOR | 0 | 0 | 0 |
| | GRAND TOTALS | <u>387,752.</u> | <u>38,775.</u> | <u>0</u> |

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 16

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|--|---|---------------------|--|--|
| JOANN F. TIEFAU 17 DEHART STREET MORRISTOWN, NJ 07960 | PROGRAM ASSOCIATE 35.00 | 96,751. | 9,675. | 0 |
| LINDA M. D'ADDARIO 17 DEHART STREET MORRISTOWN, NJ 07960 | EXECUTIVE ASSISTANT 28.00 | 66,358. | 6,636. | 0 |
| FRANK N. BARRA 17 DEHART STREET MORRISTOWN, NJ 07960 | FISCAL ASSOCIATE 35.00 | 82,988. | 8,299. | 0 |
| | TOTAL COMPENSATION | <u>246,097.</u> | <u>24,610.</u> | <u>0</u> |

ATTACHMENT 17

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

WILLIAM H. BYRNES, JR., VP GRANTS
17 DEHART STREET, PO BOX 151
MORRISTOWN, NJ 07963-0151
973-538-4800

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

SOLICITATIONS MUST BE IN WRITING. SUGGESTED SOLICITATION GUIDELINES ARE AVAILABLE IN WRITING FROM THE FOUNDATION AND CAN BE FOUND ON THE INTERNET AT [HTTP://FDNWEB.ORG/KIRBY/](http://FDNWEB.ORG/KIRBY/). A VALID INTERNAL REVENUE SERVICE TAX-EXEMPTION LETTER MUST ACCOMPANY EACH SOLICITATION.

990PF, PART XV - SUBMISSION DEADLINES

SUBMISSION DEADLINE IS OCTOBER 31ST OF EACH YEAR. SOLICITATIONS
RECEIVED AFTER OCTOBER 31ST ARE HELD FOR CONSIDERATION IN THE
FOLLOWING YEAR.

ATTACHMENT 20

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

NO GRANTS ARE MADE TO INDIVIDUALS. SUCCESSFUL APPLICANTS TEND TO BE LIMITED TO ORGANIZATIONS ALREADY WELL KNOWN TO ONE OR MORE OF OUR DIRECTORS.

F M KIRBY FOUNDATION, INC

51-6017929

FORM 990EF, PART VII - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT 21A
VARIOUS

501(C) (3)

VARIOUS

20,404,834

TOTAL CONTRIBUTIONS PAID 20,404,834

F.M. KIRBY FOUNDATION, INC.

Cumulative List of Grants

January 1, 2013 through January 31, 2013

| Organization Project Description | Grant Amount Paid |
|--|----------------------|
| Action On Smoking And Health Washington, DC | \$100,000 |
| The Adirondack Council, Inc. Elizabethtown, NY | \$50,000 |
| The Adirondack Museum Blue Mountain Lake, NY | \$27,500 |
| Albert Einstein College of Medicine of Yeshiva University Bronx, NY <i>Toward the purchase of the Prairie System Ultima in vivo Two-Photon Microscopy System</i> | \$350,000 |
| Alfre, Inc. Morristown, NJ | \$25,000 |
| The Alliance for Morris County Parks Morristown, NJ <i>For One-time support toward the All Access Playground at Central Park of Morris County</i> | \$20,000 |
| Alzheimer's Association/National Office Chicago, IL <i>For Alzheimer's basic science research through the National Office-\$400,000, for Northern New Jersey programs through the Greater New Jersey Chapter- \$22,500</i> | \$422,500 |
| American Ballet Theatre New York, NY | \$27,500 |
| American Cancer Society, Inc./Eastern Division Cedar Knolls, NJ <i>For Programs in the Northwest New Jersey Region- \$100,000, National Home Office-Cancer research- \$250,000 for Post-doctoral Fellows, Justin E Wilson, Ph D and Murisa F Riley, Ph D</i> | \$350,000 |
| American Council of Trustees and Alumni Washington, DC | \$20,000 |
| American Council on Science and Health New York, NY | \$40,000 |
| American Diabetes Association Research Foundation, Inc. Alexandria, VA <i>Toward Mentor-Based Postdoctoral and Mentor-Based Minority Postdoctoral Fellowships within the realm of type I diabetes projects</i> | \$90,000 |
| American Enterprise Institute for Public Policy Research Washington, DC | \$40,000 |
| American Federation for Aging Research New York, NY <i>For Basic Research Grant Program</i> | \$100,000 |

| | |
|--|-----------|
| American Foundation for the Blind, Inc. New York, NY | \$30,000 |
| American Heart Association, Inc./Founders Affiliate Robbinsville, NJ <i>Toward basic, biomedical cardiac and stroke research</i> | \$125,000 |
| The American Museum of Natural History New York, NY | \$20,000 |
| American Red Cross/National Headquarters Washington, DC <i>For National Headquarters-\$500,000, Northern New Jersey Chapter-\$90,000, Colonial Crossroads Chapter-\$22,500, Wyoming Valley Chapter-\$25,000</i> | \$637,500 |
| America's Future Foundation Washington, DC | \$30,000 |
| The AOPA Foundation, Inc. (Aircraft Owners and Pilots Association) Frederick, MD <i>Toward pilot safety programs</i> | \$10,000 |
| Appalachian Trail Conservancy Harpers Ferry, WV | \$25,000 |
| The ARC/Morris County Chapter, New Jersey, Inc. Morris Plains, NJ | \$35,000 |
| Atlantic Legal Foundation Larchmont, NY | \$40,000 |
| The Bald Head Island Conservancy, Inc. Bald Head Island, NC | \$45,000 |
| Bill of Rights Institute Arlington, VA | \$27,500 |
| Bonnie Brae Liberty Corner, NJ <i>For One-time capital support toward the Bound Brook Transitional Living Residence-\$50,000</i> | \$70,000 |
| Boy Scouts of America/Patriots' Path Council, Inc. Cedar Knolls, NJ <i>For Morris County Programs</i> | \$50,000 |
| Brandywine Conservancy, Inc. Chadds Ford, PA | \$5,000 |
| The Browning School New York, NY | \$15,000 |
| Bruce Museum, Inc. Greenwich, CT | \$20,000 |
| Camp Sunshine Casco, ME <i>For Unrestricted capital support toward the Hermann Foundation match</i> | \$20,000 |
| Cancer Hope Network, Inc. | \$15,000 |

Chester, NJ

| | |
|--|-----------|
| The Cancer Institute of New Jersey Foundation, Inc. New Brunswick, NJ <i>Toward the Translational Cancer Research Fellowship program</i> | \$120,000 |
| Cancer Research Institute, Inc. New York, NY <i>For Support of the Student Training and Research in Tumor Immunology program</i> | \$120,000 |
| Caring House, Inc. Durham, NC | \$12,500 |
| Carolina Ballet, Inc. Raleigh, NC <i>For Program and audience development in the City of Durham locale</i> | \$25,000 |
| Carolina Theatre of Durham, Inc. Durham, NC | \$30,000 |
| Cary Institute of Ecosystem Studies, Inc. Millbrook, NY <i>Toward support to evaluate the threat to the Adirondack and northeastern forests from damaging insects and diseases</i> | \$25,000 |
| Cato Institute Washington, DC | \$45,000 |
| Center for Child & Family Health Durham, NC <i>For Healthy Futures Fund</i> | \$27,500 |
| Center for Immigration Studies, Inc. Washington, DC | \$25,000 |
| Center For Individual Rights Washington, DC | \$135,000 |
| The Center for Security Policy, Inc. Washington, DC | \$15,000 |
| Central Park Conservancy New York, NY | \$30,000 |
| Cheshire Home, Inc. Florham Park, NJ <i>For Renovation of the health care facility's reception area</i> | \$27,500 |
| Children's Hospital Corporation Boston, MA <i>To support a recruitment package for a junior faculty member to the F M Kirby Neurobiology Center</i> | \$350,000 |
| Christopher and Dana Reeve Foundation Short Hills, NJ <i>For Continued collaboration of Drs Sam Pfaff and Reggie Edgerton to identify, locate, and characterize the role of interneurons in the human spinal cord</i> | \$250,000 |
| Clare Boothe Luce Policy Institute Herndon, VA | \$20,000 |

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|---|-----------|
| Colby College Waterville, ME <i>Toward the Colby Fund for Parents (this grant shall comprise our total support through 2014)</i> | \$30,000 |
| Cold Spring Harbor Laboratory Cold Spring Harbor, NY <i>Toward the new Antibody and Phage Display Facility in support of ongoing research for Acute Myeloid Leukemia (AML)</i> | \$150,000 |
| Common Sense Institute of New Jersey, Inc. Randolph, NJ | \$20,000 |
| Community Hope, Inc. Parsippany, NJ <i>For The 450 Campaign-\$5,000</i> | \$40,000 |
| Conservation Trust for North Carolina Raleigh, NC | \$20,000 |
| Cooper-Hewitt, National Design Museum New York, NY | \$25,000 |
| Cornerstone Family Programs (formerly known as Family Service of Morris County) Morristown, NJ | \$90,000 |
| The Corning Museum of Glass Corning, NY | \$15,000 |
| Council of New Jersey Grantmakers, Inc. Trenton, NJ <i>Toward specific programs for family philanthropies- \$2,500, toward the Capacity Building campaign-\$7,500</i> | \$25,000 |
| Court Appointed Special Advocates of Morris & Sussex Counties, Inc. Morristown, NJ | \$25,000 |
| Covenant House New Jersey, Inc. Newark, NJ <i>Toward the Crisis/Community Service Center in Newark</i> | \$55,000 |
| Criminal Justice Legal Foundation Sacramento, CA | \$30,000 |
| Crohn's & Colitis Foundation of America, Inc. New York, NY <i>Toward Research Training Awards Program</i> | \$120,000 |
| Daytop Village of New Jersey, Inc. Mendham, NJ | \$25,000 |
| Dolgeville Central School Dolgeville, NY <i>For Jonathan A. Vedder Commencement Award</i> | \$2,000 |
| Drew University Madison, NJ <i>Toward Phase X of the F.M. Kirby Foundation Campus Revitalization Project - redesign and rebuild the patio and surrounding area in front of the Welch and Holloway</i> | \$110,000 |

residence halls

| | |
|--|-----------|
| Durham Academy, Inc. Durham, NC <i>Toward the Evergreen Campaign. to name the F M Kirby Upper School Gymnasium and Entrance Hall-\$700,000 and for the Annual Fund-\$50,000, payable between 2011 and 2013, for the Student U program-\$5,000 in 2011</i> | \$253,334 |
| Durham Symphony Incorporated Durham, NC <i>To support the Annual Durham Symphony Family Pops Concert in Historic Hillsborough's Cameron Park-\$10,000</i> | \$18,500 |
| Dwight School Foundation New York, NY <i>For The Annual Fund</i> | \$12,000 |
| Emily Krzyzewski Family Life Center, Inc. Durham, NC | \$27,500 |
| Employment Horizons, Inc. Cedar Knolls, NJ | \$45,000 |
| EngenderHealth, Inc. New York, NY | \$85,000 |
| The English-Speaking Union of the United States New York, NY | \$15,000 |
| Episcopal Preaching Foundation, Inc. Springfield, NJ | \$22,500 |
| Excellent Education for Everyone, Inc. New Brunswick, NJ | \$90,000 |
| F.M. Kirby Center for the Performing Arts Wilkes-Barre, PA | \$165,000 |
| Fairfield University Fairfield, CT <i>Toward the Adrienne Kirby Family Literacy Project</i> | \$15,000 |
| Family Service Association of Northeastern Pennsylvania (formerly known as Family Service Association of Wyoming Valley) Wilkes-Barre, PA | \$10,000 |
| The Federalist Society for Law & Public Policy Studies Washington, DC <i>For Travel expense assistance for students attending national conferences-\$5,000</i> | \$40,000 |
| Federation For American Immigration Reform Washington, DC | \$105,000 |
| First Night Morris, Inc. Morristown, NJ | \$7,500 |
| The Foundation Center New York, NY <i>This grant comprises our total support through 2014</i> | \$32,000 |

| | |
|--|-----------|
| The Foundation Fighting Blindness, Inc. Columbia, MD <i>For Retinal degenerative disease research funded through the Alan Laties Career Development Program</i> | \$80,000 |
| Foundation for Individual Rights in Education, Inc. Philadelphia, PA | \$45,000 |
| Foundation for Morristown Medical Center Morristown, NJ <i>Toward the new Geriatric Emergency Department- \$200,000 in 2012 and 2013</i> | \$200,000 |
| The Franklin Institute Philadelphia, PA | \$35,000 |
| Fred M. & Jessie A. Kirby Episcopal House, Inc. Wilkes-Barre, PA <i>Toward the restoration of the front fountain to its original condition</i> | \$150,000 |
| The Fresh Air Fund New York, NY <i>Toward the New Jersey-based element of the Friendly Town program</i> | \$25,000 |
| The Frick Collection New York, NY | \$17,500 |
| The Fund for American Studies Washington, DC | \$35,000 |
| The Fuqua School of Business Durham, NC <i>For The Annual Fund-\$30,000, Reserved for Future Decision Fund-\$500,000</i> | \$530,000 |
| Gettysburg Foundation Gettysburg, PA | \$30,000 |
| The Gilder Lehrman Institute of American History New York, NY <i>For Teaching Literacy through History program in four schools in the Morris and West Morris school districts</i> | \$75,000 |
| Gill St. Bernard's School Gladstone, NJ <i>Toward the proposed performing arts and community center-\$275,000 along with all funds (approx \$225,000) in the Reserved for Future Decision Fund, recommend a challenge grant opportunity of \$500,000 for like purpose subject to completion by 12/15/15</i> | \$275,000 |
| Girl Scouts of Northern New Jersey, Inc. Riverdale, NJ <i>For Morris Area programs</i> | \$40,000 |
| Gladney Center for Adoption Fort Worth, TX | \$40,000 |
| Good Grief, Inc. Morristown, NJ <i>For Support of the Morristown location only</i> | \$20,000 |
| Grace Counseling Center Madison, NJ | \$20,000 |

| | |
|--|-----------|
| Grace Episcopal Church Madison, NJ <i>For Capital improvements</i> | \$25,000 |
| Great Swamp Watershed Association New Vernon, NJ | \$20,000 |
| The Greater Morristown YMCA, Inc. Cedar Knolls, NJ <i>For Direct financial aid for Morris County residents only, through the Strong Kids Campaign</i> | \$35,000 |
| Greater Newark Conservancy, Inc. Newark, NJ <i>For Community Greening Program-\$40,000, toward Clean and Green Job Training Initiative-\$5,000, toward capital campaign for new education center-\$25,000</i> | \$70,000 |
| Greener New Jersey Productions, Inc. Stockton, NJ | \$20,000 |
| Greens Farms Academy, Inc. Greens Farms, CT <i>For The Annual Giving Fund</i> | \$15,000 |
| Greensboro Day School Greensboro, NC <i>Toward support of the Generations Capital Campaign-\$50,000</i> | \$70,000 |
| The Growing Stage, The Children's Theatre of New Jersey Netcong, NJ <i>For The Growing Stage Film Initiative-\$5,000</i> | \$22,500 |
| GuideStar USA, Inc. Williamsburg, VA | \$10,000 |
| Guttmacher Institute, Inc. New York, NY | \$30,000 |
| Habitat for Humanity Orange County, N.C., Inc. Chapel Hill, NC <i>Toward infrastructure developments in Tinnin Woods-\$40,000, toward the Stewards Fund challenge grant-\$10,000</i> | \$50,000 |
| Hackley School Tarrytown, NY <i>To establish and name the F M Kirby Boarding Financial Aid Endowment along with all funds (approx \$100,000) in the Reserved for Future Decision Fund</i> | \$400,000 |
| Healthy Eyes Alliance (formerly known as Prevent Blindness Tri-State) New Haven, CT <i>For Morris County, NJ programs (this grant comprises our total support through 2014)</i> | \$20,000 |
| The Hill Center, Inc. Durham, NC <i>For Support of Scale-Up of the Hill Reading Achievement Program (HillRAP)-\$250,000 in 2013, like amount for like purpose pledged for 2014 and 2015</i> | \$250,000 |
| Historic Hillsborough Commission Hillsborough, NC <i>Toward the Community Heritage Education Initiative at</i> | \$12,000 |

the Burwell School Historic Site

| | |
|--|-----------|
| Homeless Solutions, Inc. Morristown, NJ <i>For Mt Kemble Home-\$15,000</i> | \$55,000 |
| Hope House Dover, NJ <i>For The Chore Program for Morris County residents only</i> | \$27,500 |
| Hospital For Special Surgery New York, NY <i>For Continued support of biomechanics research</i> | \$125,000 |
| Housing for New Hope, Inc. Durham, NC <i>Toward the Hospital to Home program-\$10,000</i> | \$25,000 |
| Hudson Institute, Inc. Washington, DC <i>To support the Center for American Common Culture</i> | \$25,000 |
| Hugh Moore Historical Park and Museums, Inc. Easton, PA | \$40,000 |
| The Injured Marine Semper Fi Fund Camp Pendleton, CA | \$20,000 |
| Institute for Humane Studies Arlington, VA | \$25,000 |
| Institute For Justice Arlington, VA | \$65,000 |
| Intercollegiate Studies Institute, Inc. Wilmington, DE | \$215,000 |
| Interfaith Food Pantry, Inc. Morris Plains, NJ | \$25,000 |
| International Swimming Hall of Fame, Inc. Ft Lauderdale, FL | \$60,000 |
| JDRF (formerly Juvenile Diabetes Research Foundation) Raleigh, NC <i>Toward basic/translational science within the area of regeneration</i> | \$100,000 |
| Jersey Battered Women's Service, Inc. Morristown, NJ | \$85,000 |
| Jersey Cares, Inc. Newark, NJ | \$15,000 |
| Kidzu Children's Museum Chapel Hill, NC | \$5,000 |
| Lafayette College / Alumni Fund Easton, PA <i>For Alumni Fund</i> <i>Class of '68 - \$ 7,500 in honor of William J Raver</i> <i>Class of '80 - \$ 5,000</i> <i>Class of '81 - \$ 5,000</i> | \$32,500 |

Class of '84 - \$ 10,000

Class of '87 - \$ 5,000

| | |
|---|-----------|
| Lafayette College / Bailey Endowment Easton, PA <i>For Carolyn Huntington Bailey Health Center Endowment Fund</i> | \$7,500 |
| Lafayette College / Friends of Lafayette Music Easton, PA <i>For Friends of Lafayette Music</i> | \$5,000 |
| Lafayette College / Future Decision Easton, PA <i>For Reserved for Future Decision</i> | \$250,000 |
| Lafayette College / Kirby Athletics Enhancement Endowment Fund Easton, PA <i>For Kirby Athletics Enhancement Endowment Fund</i> | \$250,000 |
| Lafayette College / Kirby Athletics Enhancement Gift Funds Easton, PA <i>For Kirby Athletics Enhancement Gift Fund</i> | \$300,000 |
| Lafayette College / Maroon Club Easton, PA <i>For Maroon Club-\$5,000, Friends of Lafayette Football Program-\$12,000, Maroon Club-Lacrosse Program (Men's and Women's)-\$15,000, Maroon Club-Swimming Program-\$5,000</i> | \$37,000 |
| Lafayette College / Morris Williams Center for the Arts Easton, PA <i>For Friends of MWCA-\$10,000, towards the commissioning of three original works to be performed by the Orpheus Chamber Orchestra of NY-\$10,000, towards update of Kirby Collection Catalog and exhibition- \$25,000, towards Weiss Black Box Theatre-\$50,000</i> | \$95,000 |
| The Land Conservancy of New Jersey Boonton, NJ | \$30,000 |
| The Lawrenceville School Lawrenceville, NJ <i>For The Kirby Science Center Endowment Fund- \$250,000, for the Kirby House Endowment Fund- \$150,000, toward the Kirby Reserved for Future Decision Fund-\$350,000</i> | \$750,000 |
| The Leadership Institute Arlington, VA <i>Toward campus leadership programs</i> | \$90,000 |
| Learning Ally, Inc. (formerly Recording for the Blind & Dyslexic, Inc.) Princeton, NJ | \$30,000 |
| The Lexington Institute Arlington, VA <i>To explore collaborative opportunities with CSI-NJ and E3 that would be specific to New Jersey, which may lead to future support for continued development-\$5,000</i> | \$40,000 |
| Liberty Science Center, Inc. Jersey City, NJ | \$35,000 |
| Lincoln Center for the Performing Arts, Inc. | \$15,000 |

| | |
|--|-----------|
| New York, NY | |
| Lincoln Center Theater New York, NY | \$35,000 |
| Literacy Volunteers of Morris County, Inc. Morristown, NJ | \$17,500 |
| Macculloch Hall Historical Museum Morristown, NJ | \$30,000 |
| Madison Area YMCA Madison, NJ <i>Toward the F M Kirby Children's Center Annual Scholarship Fund</i> | \$85,000 |
| Madison Athletic Foundation, Inc. Madison, NJ <i>Toward the Madison Recreation Complex turf field project</i> | \$25,000 |
| Manhattan Institute for Policy Research, Inc. New York, NY <i>For The Proxy Monitor project-\$20,000</i> | \$105,000 |
| Market Street Mission, Inc. Morristown, NJ <i>For Support of the Morristown operation only</i> | \$50,000 |
| The Masterwork Chorus, Inc. Morristown, NJ | \$12,000 |
| Mayo Performing Arts Center Morristown, NJ | \$100,000 |
| Memorial Sloan-Kettering Cancer Center New York, NY <i>Toward renewed support of the F M Kirby Foundation Brain Tumor Research Fund</i> | \$250,000 |
| Mental Health Association of Morris County, Inc. Mountain Lakes, NJ | \$12,500 |
| The Morgan Library & Museum New York, NY | \$10,000 |
| Morris Arts (formerly known as Arts Council of the Morris Area) Morristown, NJ | \$40,000 |
| Morris County Prevention Is Key, Inc. Rockaway, NJ <i>For Morris County programs</i> | \$20,000 |
| Morris Habitat for Humanity, Inc. Randolph, NJ | \$45,000 |
| The Morris Museum, Inc. Morristown, NJ <i>For Continued support of the Family Discovery Center- \$20,000</i> | \$70,000 |
| Morristown Neighborhood House Association, Inc. Morristown, NJ | \$100,000 |

*Toward the School Aged Child Care Program and Youth
Development Program-\$70,000, for one-time general
operating support-\$30,000*

| | |
|--|-----------|
| Moving Picture Institute New York, NY | \$25,000 |
| Museum of Arts and Design New York, NY | \$27,500 |
| Museum of Early Trades and Crafts Madison, NJ | \$15,000 |
| The Museum of Modern Art New York, NY | \$20,000 |
| National Association of Scholars, Inc. New York, NY | \$45,000 |
| National Constitution Center Philadelphia, PA <i>Toward support of the Freedom Rising program</i> | \$75,000 |
| National Council For Adoption Alexandria, VA <i>For The Infant Adoption Revival Project-\$10,000</i> | \$45,000 |
| National Fatherhood Initiative Germantown, MD | \$65,000 |
| The National Football Foundation and College Hall of Fame, Inc. Irving, TX | \$100,000 |
| National Right To Work Legal Defense Foundation, Inc. Springfield, VA | \$100,000 |
| The Nature Conservancy in New Jersey Chester, NJ <i>Toward land acquisition in Northwestern New Jersey- \$60,000, toward the stewardship endowment-\$60,000</i> | \$120,000 |
| The Nature Conservancy/Adirondack Chapter & Adirondack Land Trust Keene Valley, NY | \$60,000 |
| Network for Teaching Entrepreneurship New York, NY <i>Toward domestic programs</i> | \$100,000 |
| New Jersey AIDS Services, Inc. Morristown, NJ | \$10,000 |
| New Jersey Audubon Society Bernardsville, NJ | \$37,500 |
| New Jersey Conservation Foundation Far Hills, NJ | \$100,000 |
| New Jersey GASP, Inc. Summit, NJ | \$60,000 |

| | |
|--|-----------|
| New Jersey Health Foundation, Inc. (formerly Foundation of the University of Medicine & Dentistry of New Jersey) New Brunswick, NJ <i>For Continued research for Synaptic Interactions Formation and Plasticity</i> | \$225,000 |
| New Jersey Highlands Coalition Boonton, NJ <i>For One-time support toward the Victoria Foundation Challenge Grant</i> | \$7,500 |
| New Jersey Performing Arts Center Corporation Newark, NJ | \$20,000 |
| New Jersey SEEDS, Inc. Newark, NJ | \$25,000 |
| New York Botanical Garden Bronx, NY | \$15,000 |
| New York City Ballet, Inc. New York, NY | \$20,000 |
| Newark Boys Chorus School Newark, NJ | \$17,500 |
| The Newark Museum Association Newark, NJ | \$75,000 |
| Newark Public Radio, Inc./WBGO Newark, NJ | \$15,000 |
| NewBridge Services, Inc. Pompton Plains, NJ <i>Toward the overhaul of the technology system-\$10,000</i> | \$27,500 |
| North Carolina Coastal Land Trust Wilmington, NC | \$35,000 |
| North Carolina Museum of Life and Science Durham, NC | \$25,000 |
| North Carolina Public Radio - WUNC Chapel Hill, NC | \$25,000 |
| North Carolina State University Foundation, Inc./NCSU Libraries Raleigh, NC | \$25,000 |
| Oldfields School, Inc. Sparks Glencoe, MD | \$25,000 |
| Orange Congregations in Mission Hillsborough, NC | \$30,000 |
| Overlook Foundation Summit, NJ <i>To support the purchase of four RPXpress devices and connectivity costs (this grant comprises our total support through at least 2014)</i> | \$120,000 |

| | |
|---|-----------|
| P.G. Chambers School, Inc. Cedar Knolls, NJ <i>For Early Intervention Program</i> | \$65,000 |
| Pacific Legal Foundation Sacramento, CA | \$35,000 |
| Paper Mill Playhouse Millburn, NJ | \$80,000 |
| The Partnership at Drugfree.org New York, NY | \$42,500 |
| The Peck School Morristown, NJ <i>For The Annual Giving Fund</i> | \$25,000 |
| The Philanthropy Roundtable Washington, DC <i>For One-time support toward the Almanac of American Philanthropy project-\$25,000, for The Alliance for Charitable Reform (for general operating support, other than lobbying)-\$5,000</i> | \$60,000 |
| Philip's Education Partners/Philip's Academy (formerly known as St. Philip's Academy) Newark, NJ | \$25,000 |
| Plaid House, Inc. Morristown, NJ | \$25,000 |
| Planned Parenthood of Central and Greater Northern New Jersey, Inc. Morristown, NJ <i>For Central and Greater Northern New Jersey affiliate-\$115,000, Central North Carolina affiliate-\$40,000, Northeast, Mid-Penn and Bucks County affiliate-\$35,000, Federation of America-\$150,000</i> | \$340,000 |
| Playwrights Theatre of New Jersey, Inc. Madison, NJ | \$25,000 |
| Population Action International Washington, DC | \$80,000 |
| Population Council, Inc. New York, NY <i>Toward direct costs only in Postdoctoral Training Reproductive Biomedicine and Biomedical HIV Research</i> | \$120,000 |
| Portland Museum of Art Portland, ME | \$7,500 |
| Preschool Advantage, Inc. Morris Plains, NJ <i>Toward preschool scholarship assistance for Morris County residents</i> | \$15,000 |
| ProEnglish Arlington, VA | \$25,000 |
| Protect the Adirondacks, Inc. Lake George, NY | \$22,500 |

| | |
|--|-----------|
| <i>Toward the completion of a new Adirondack Park water quality regional assessment-\$15,000</i> | |
| Public Media NJ, Inc. Englewood, NJ <i>Toward support of "NJ Arts"</i> | \$25,000 |
| Rails-To-Trails Conservancy Camp Hill, PA <i>For Rail-trail projects in New Jersey</i> | \$30,000 |
| Re-Creation, Inc. Port Trevorton, PA | \$25,000 |
| Regional Plan Association, Inc. Princeton, NJ <i>For New Jersey programs</i> | \$22,500 |
| Rising Tide Capital, Inc. Jersey City, NJ | \$15,000 |
| Roundabout Theatre Company, Inc. New York, NY | \$40,000 |
| Rutgers University Foundation/Answer New Brunswick, NJ <i>For National Teen-to-Teen Sexuality Education Project</i> | \$25,000 |
| The Salvation Army/Morristown Area Services Morristown, NJ <i>For Emergency Assistance for Morris County residents-\$37,500</i> | \$42,500 |
| The Sarah P. Duke Gardens Durham, NC | \$30,000 |
| Scheie Eye Institute Philadelphia, PA <i>For Capital equipment for the F M Kirby Center for Molecular Ophthalmology</i> | \$337,500 |
| The Seeing Eye, Inc. Morristown, NJ <i>For Reserved for Future Decision Fund-\$100,000</i> | \$180,000 |
| Sexuality Information and Education Council of the United States, Inc. New York, NY <i>For Sexual and reproductive health education programs</i> | \$40,000 |
| The Shakespeare Theatre of New Jersey, Inc. Florham Park, NJ <i>Toward the purchase and renovation of a new support facility-\$250,000 in 2012 and 2013</i> | \$250,000 |
| The Shakespeare Theatre of New Jersey, Inc. Florham Park, NJ | \$125,000 |
| Shelburne Museum, Inc. Shelburne, VT | \$15,000 |
| The Skin Cancer Foundation, Inc. New York, NY | \$30,000 |
| South Eastern Efforts Developing Sustainable Spaces, Inc. | \$15,000 |

| | |
|--|-----------|
| Durham, NC <i>For Durham Inner-city Gardeners (DIG) program</i> | |
| Southern Environmental Law Center Chapel Hill, NC <i>For Continued efforts in North Carolina</i> | \$25,000 |
| St. Paul's Episcopal Church Brownville, NY <i>For Capital improvements</i> | \$7,500 |
| St. Peter's Episcopal Church Morristown, NJ <i>Toward planned preservation work on the church tower- \$42,500 in 2012 and 2013</i> | \$42,500 |
| St. Peter's Episcopal Church Morristown, NJ <i>Toward bi-lingual camp-\$2,000</i> | \$34,000 |
| St. Stephen's Episcopal Church/Durham Durham, NC <i>In support of the field education program for seminarians</i> | \$16,000 |
| St. Vincent College Latrobe, PA <i>For Support of the 2014-Civitas Forum on Principles and Policies for Public Life-\$27,500, for one-time support toward Dr Bradley C S Watson's academic research sabbatical at the Hoover Institute-\$5,000</i> | \$32,500 |
| State Theatre Center for the Arts, Inc. Easton, PA | \$100,000 |
| Stratford Volunteer Fire Company, Inc. Stratford, NY <i>Toward the purchase of equipment</i> | \$5,000 |
| Student U Durham, NC | \$20,000 |
| Summit Speech School New Providence, NJ <i>Toward the new roof and new HVAC equipment-\$35,000</i> | \$105,000 |
| Talent Market Mount Pleasant, SC | \$10,000 |
| Teach For America, Inc./Greater Newark Newark, NJ <i>For Greater Newark-\$35,000, Eastern North Carolina- \$25,000</i> | \$60,000 |
| TeenPride, Inc. Morristown, NJ | \$20,000 |
| Triangle Land Conservancy, Inc. Durham, NC | \$30,000 |
| Trout Unlimited, Inc. Arlington, VA <i>Toward the Musconetcong Home Rivers Initiative in New Jersey-\$20,000</i> | \$40,000 |
| The Trust for Public Land Morristown, NJ | \$85,000 |

For New Jersey programs only

| | |
|--|-----------|
| Union College Schenectady, NY | \$15,000 |
| United Negro College Fund, Inc. Newark, NJ | \$5,000 |
| United Network for Organ Sharing Richmond, VA <i>Toward the purchase of a Distance Learning Management System</i> | \$100,000 |
| United Way of Northern New Jersey Morristown, NJ <i>For General allocation to member agencies in Morris County only</i> | \$325,000 |
| United Way of the Greater Triangle, Inc. Research Triangle Park, NC <i>For General allocation to member agencies only, of which \$100,000 is restricted to Orange County</i> | \$200,000 |
| United Way of Wyoming Valley Wilkes-Barre, PA <i>For Support of traditional member agencies only</i> | \$100,000 |
| University of North Carolina at Chapel Hill/PlayMakers Repertory Company Chapel Hill, NC <i>For Playmakers Repertory Company - toward education and outreach programs (this grant comprises our total support through 2014)</i> | \$30,000 |
| The University of North Carolina Center for Public Television Research Triangle Park, NC <i>For Outreach efforts</i> | \$17,500 |
| USA Swimming Foundation Colorado Springs, CO <i>For Support of Make a Splash Local Partners in New Jersey</i> | \$15,000 |
| The Violet Festival Dolgeville, NY <i>For The Violet Festival in Dolgeville, NY</i> | \$3,500 |
| Visiting Nurse Association of Northern New Jersey, Inc. Morristown, NJ <i>For The Community Health Aid Program (CHAP)</i> | \$40,000 |
| Wake Forest University Winston-Salem, NC <i>For The Wake Forest Fund</i> | \$25,000 |
| Wake Forest University Winston-Salem, NC | \$500,000 |
| Washington Association of New Jersey Morristown, NJ | \$30,000 |
| Weatherspoon Art Museum Greensboro, NC <i>To support the Dillard Collection of Art on Paper exhibition</i> | \$10,000 |
| Winterthur Museum, Garden & Library Winterthur, DE | \$35,000 |

| | |
|---|---------------------|
| Wyoming Seminary Kingston, PA <i>Toward the creation & construction of the Allan P and Marian Sutherland Kirby Center for Creative Arts-</i> <i>\$1,500,000 from the RFD account plus \$6,000,000 payable between 2010 and 2014</i> | \$1,050,000 |
| Wyoming Seminary Kingston, PA | \$750,000 |
| Young America's Foundation Herndon, VA | \$100,000 |
| Zeta Psi Educational Foundation Pearl River, NY <i>For The Kirby Presidents Leadership Conference at Lafayette College in 2013</i> | \$25,000 |
| Grand Total | <u>\$20,404,834</u> |

F M KIRBY FOUNDATION, INC

51-6017929

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 22

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT 22A
VARIOUS

NONE
501 (C) (3)

SEE STATEMENT 22A

1,250,000

TOTAL CONTRIBUTIONS APPROVED

1,250,000

F.M. KIRBY FOUNDATION, INC.

Outstanding Pledges
As of December 31, 2013

| Organization Project Description | Due Date | Payment Amount |
|---|-------------|------------------------------------|
| <u>January, 2014</u> | | |
| Wyoming Seminary <i>Toward the creation & construction of the Allan P and Marian Sutherland Kirby Center for Creative Arts-\$1,500,000 from the RFD account plus \$6,000,000 payable between 2010 and 2014</i> | 1/7/2014 | \$750,000 00 |
| Total for January, 2014 | | <hr/> \$750,000 00 |
| <u>December, 2014</u> | | |
| The Hill Center, Inc. <i>For Support of Scale-Up of the Hill Reading Achievement Program (HillRAP)-\$250,000 in 2013, like amount for like purpose pledged for 2014 and 2015</i> | 12/16/2014 | \$250,000 00 |
| Total for December, 2014 | | <hr/> \$250,000 00 |
| <u>December, 2015</u> | | |
| The Hill Center, Inc. <i>For Support of Scale-Up of the Hill Reading Achievement Program (HillRAP)-\$250,000 in 2013, like amount for like purpose pledged for 2014 and 2015</i> | 12/16/2015 | \$250,000 00 |
| Total for December, 2015 | | <hr/> \$250,000 00 |
| Sub Total | | <hr/> \$500,000 00 |
| Grand Total | | <hr/> <u>\$1,250,000.00</u> |

F.M. KIRBY FOUNDATION, INC.

51-6017929

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

ATTACHMENT 23

| <u>DESCRIPTION</u> | <u>BUSINESS CODE</u> | <u>AMOUNT</u> | <u>EXCLUSION CODE</u> | <u>AMOUNT</u> | <u>RELATED OR EXEMPT FUNCTION INCOME</u> |
|------------------------------|--------------------------|---------------|---------------------------|------------------|--|
| INCOME FROM PTRSHP | 525990 | | 14 | 1,184,866. | |
| DIRECTED COMMISSION BENEFITS | 525990 | | 14 | 16,512. | |
| TOTALS | | | | <u>1,201,378</u> | |

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust

F.M. KIRBY FOUNDATION, INC.

Employer identification number

51-6017929

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

| | (d) Proceeds (sales price) | (e) Cost (or other basis) | (g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g) | (h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g) |
|---|----------------------------------|---------------------------------|---|---|
| 1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b | | | | |
| 1b Totals for all transactions reported on Form(s) 8949 with Box A checked | | | | |
| 2 Totals for all transactions reported on Form(s) 8949 with Box B checked | | | | |
| 3 Totals for all transactions reported on Form(s) 8949 with Box C checked | | | | |
| 4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | | | | 4 |
| 5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | 5 1,431,945. |
| 6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet | | | | 6 () |
| 7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶ | | | | 7 1,431,945. |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

| | (d) Proceeds (sales price) | (e) Cost (or other basis) | (g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g) | (h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g) |
|--|----------------------------------|---------------------------------|--|---|
| 8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b | | | | |
| 8b Totals for all transactions reported on Form(s) 8949 with Box D checked | | | | |
| 9 Totals for all transactions reported on Form(s) 8949 with Box E checked | | | | |
| 10 Totals for all transactions reported on Form(s) 8949 with Box F checked | 299,242,501. | 277,356,121. | | 21,886,380. |
| 11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | | | | 11 |
| 12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. | | | | 12 958,203. |
| 13 Capital gain distributions. | | | | 13 |
| 14 Gain from Form 4797, Part I. | | | | 14 |
| 15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet | | | | 15 () |
| 16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶ | | | | 16 22,844,583. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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301222.000

PAGE 40

| Part III Summary of Parts I and II Caution: Read the instructions before completing this part. | | (1) Beneficiaries' (see instr) | (2) Estate's or trust's | (3) Total |
|---|--|------------------------------------|----------------------------|-------------|
| 17 | Net short-term gain or (loss) | 17 | | 1,431,945. |
| 18 | Net long-term gain or (loss): | | | |
| a | Total for year | 18a | | 22,844,583. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrkst) | 18b | | |
| c | 28% rate gain | 18c | | |
| 19 | Total net gain or (loss). Combine lines 17 and 18a. ▶ | 19 | | 24,276,528. |

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

| | | | |
|-----------|--|-----------|-----|
| 20 | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 19, column (3) or b \$3,000 | 20 | () |
|-----------|--|-----------|-----|

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

| | | | | |
|-----------|---|-----------|--|--|
| 21 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . . | 21 | | |
| 22 | Enter the smaller of line 18a or 19 in column (2) but not less than zero. | 22 | | |
| 23 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . | 23 | | |
| 24 | Add lines 22 and 23 | 24 | | |
| 25 | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ | 25 | | |
| 26 | Subtract line 25 from line 24. If zero or less, enter -0- | 26 | | |
| 27 | Subtract line 26 from line 21. If zero or less, enter -0- | 27 | | |
| 28 | Enter the smaller of the amount on line 21 or \$2,450 | 28 | | |
| 29 | Enter the smaller of the amount on line 27 or line 28 | 29 | | |
| 30 | Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶ | 30 | | |
| 31 | Enter the smaller of line 21 or line 26 | 31 | | |
| 32 | Subtract line 30 from line 26. | 32 | | |
| 33 | Enter the smaller of line 21 or \$11,950. | 33 | | |
| 34 | Add lines 27 and 30 | 34 | | |
| 35 | Subtract line 34 from line 33. If zero or less, enter -0- | 35 | | |
| 36 | Enter the smaller of line 32 or line 35. | 36 | | |
| 37 | Multiply line 36 by 15%. ▶ | 37 | | |
| 38 | Enter the amount from line 31 | 38 | | |
| 39 | Add lines 30 and 36 | 39 | | |
| 40 | Subtract line 39 from line 38. If zero or less, enter -0- | 40 | | |
| 41 | Multiply line 40 by 20% ▶ | 41 | | |
| 42 | Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . | 42 | | |
| 43 | Add lines 37, 41, and 42 | 43 | | |
| 44 | Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . | 44 | | |
| 45 | Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶ | 45 | | |

Schedule D (Form 1041) 2013

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

F.M. KIRBY FOUNDATION, INC.

Social security number or taxpayer identification number

51-6017929

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

| (a) Description of property (Example: 100 sh. XYZ Co.) | (b) Date acquired (Mo., day, yr.) | (c) Date sold or disposed (Mo., day, yr.) | (d) Proceeds (sales price) (see instructions) | (e) Cost or other basis. See the Note below and see Column (e) in the separate instructions. | Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. | | (h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g). |
|---|---|---|--|---|---|-----------------------------|---|
| | | | | | (f) Code(s) from instructions | (g) Amount of adjustment | |
| 1 79,678 SHS JP MORGAN SHORT DURATION BOND | VAR | VAR | 876,184. | 876,973. | | | -789. |
| SEE ATTACHMENT A | VAR | VAR | 47973752. | 45087042. | | | 2,886,710. |
| SEE ATTACHMENT B | VAR | VAR | 8,989,663. | 8,911,498. | | | 78,165. |
| SEE ATTACHMENT C | VAR | VAR | 69521532. | 68157048. | | | 1,364,484. |
| SEE ATTACHMENT D | VAR | VAR | 101968547. | 89407856. | | | 12560691. |
| SEE ATTACHMENT E | VAR | VAR | 56266464. | 50274263. | | | 5,992,201. |
| 1000 UNITS OAKTREE NON-US CONVERTIBLE | VAR | 02/01/2013 | 13646359. | 14641441. | | | -995,082. |
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| | | | | | | | |
| 2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶ | | | 299242501. | 277356121. | | | 21886380. |

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

FEDERAL FOOTNOTES

PAGE 4 - PART VII-A: STATEMENTS REGARDING ACTIVITIES

QUESTION 6: "THE FOUNDATION HAS TAKEN NO ACTION TO BE EXCLUDED FROM THE APPLICABLE STATE LEGISLATION RELATING TO IRC SECTION 508(E)".

FRED M. and JESSIE A. KIRBY EPISCOPAL HOUSE, INC.
P.O. BOX 473
WILKES-BARRE, PA 18703
kirbyhse@gmail.com
570-474-5800

January 14, 2014

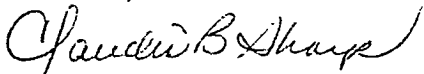
William H. Byrnes, Jr.
Vice President – Grants
F.M. Kirby Foundation, Inc.
17 DeHart Street
P.O. Box 151
Morristown, NJ 07963-0151

Dear Mr. Byrnes:

Please find attached the report of grantee form for your files.

Thank you for your continued support of our organization. Should you have any questions, please feel free to call.

Sincerely,



Claudia B. Sharp
Manager

Enclosure

Cc: Jessie K. Lee, President
Stephen B. Killian, Treasurer

F.M. KIRBY FOUNDATION, INC.

REPORT OF GRANTEE

Please report on status of the grant as of the end of your annual accounting period by filing this form within 60 days of the end of your annual accounting period each year until the grant is expended and/or upon final expenditure of the grant.

Date of Report: 01/14/2014

1. Name and address of grantee organization:
Fred M. and Jessie A. Kirby Episcopal House, Inc.
P.O. Box 473
Wilkes-Barre, PA 18703
2. Date and amount of grant:
May 6, 2013 \$150,000.00
3. Purpose of grant:
To be used toward the restoration of the front fountain at Kirby House
4. Detailed explanation of amount spent since last report, purpose for which spent and progress made toward achieving the purpose of the grant (attach extra sheets if required: (If more than one purpose, give amounts for each purpose.)
\$78,660.00 was disbursed to demolish old fountain, remove marble statue, prepare and pour concrete floor and footing base for fountain wall, and plumb the water lines for statue and drains. A deposit was also given to the mason who will lay the stone around the fountain walls.
5. Have you diverted any portion of the funds (or income therefrom) from the purpose of the grant? No
6. Amount of grant still unexpended: \$71,340.00
7. Where is the amount unexpended being kept? First Liberty Bank and Trust savings account
8. By what date do you expect to complete the expenditure of this grant?
July 2014
9. Have there been any changes in the nature of your Federal tax exemption or your activities since this grant was applied for? (If so, please attach statement in detail.)

X

No change

See attached

Name of reporting organization: _____

Signed by: Claudia B. Sharp

Type or print signer's name: Claudia B. Sharp

Official capacity of signer: Manager

Date: 01/14/2014

FRED M. and JESSIE A. KIRBY EPISCOPAL HOUSE, INC.
P.O. BOX 473
WILKES-BARRE, PA 18703
kirbyhse@gmail.com
570-474-5800

May 2, 2013

William H. Byrnes, Jr.
Vice President-Grants
F.M. Kirby Foundation, Inc.
17 DeHart Street
P.O. Box 151
Morristown, NJ 07963-0151

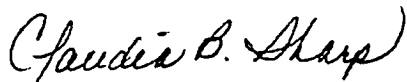
Dear Mr. Byrnes:

Thank you for your letter informing me of the grant approval for \$150,000 to be used toward the restoration of the front fountain at Kirby House.

I have enclosed the signed Agreement of Grantee as requested. A Report of Grantee, as referenced in Item 2, will be submitted in June and December of each year until funds are depleted.

Again, I appreciate your support and interest in the restoration of this magnificent estate.

Sincerely,



Claudia B. Sharp
Manager

Enclosure

Cc: Mrs. Jessie K. Lee, President
Mr. Wade H.O. Kirby, Vice-President
Mr. Stephen B. Killian, Treasurer
Mr. Slater B. Kirby, Chairman, House and Grounds Committee

AGREEMENT OF GRANTEE

PRIVATE FOUNDATION NAME: F.M. KIRBY FOUNDATION, INC.

The 2013 grant for \$150,000 by the F.M. Kirby Foundation, Inc. (the "Foundation") to Fred M. & Jessica A. Kirby Episcopal House, Inc. ("Grantee"), a conference center available to the charitable, educational, and religious community, for the purpose of restoration of the front fountain to its original condition is made subject to the following commitment by the Grantee:

- (1) To repay any portion of the amount granted which is not used for the purposes of the grant;
- (2) To submit full and complete annual reports on:
 - a) the matter in which the funds are spent and the progress made in accomplishing the purposes of the grant, or
 - b) if the grant is made for endowment, for the purchase of capital equipment, or for other capital purposes, on the use of the principal and income annually for three fiscal years;
- (3) To maintain records of receipts and expenditures and to make its books available to the Foundation at reasonable times; and
- (4) Not to use any of the funds (the grant or income from the grant):
 - a) to carry on propaganda or otherwise to attempt to influence legislation;
 - b) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive;
 - c) to make any grant which does not comply with the requirements of the Internal Revenue Code (the "Code") for private foundation grants to individuals or organizations; or
 - d) to undertake any activity for any purpose other than a charitable purpose as defined in the Code.

The above requirements are agreed to and accepted this 2nd day of
May, 2013.

Fred M. & Jessica A. Kirby Episcopal House, Inc.

By: Claudia B. Shoop

Manager
Title



*Macculloch Hall
Historical Museum*



Founded in 1950 by W. Parsons Todd

Board of Trustees

Officers

James A. (Jock) Clark
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Trish Grushkin
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Timothy S. Ryan
Ann Verdesca

Carrie Fellows
Executive Director

Ryan Hyman
F.M. Kirby Curator of
Collections

Karen Hollywood
Event Coordinator

Cynthia Winslow
Museum Educator

October 17, 2013

S. Dillard Kirby
Executive Director
F.M. Kirby Foundation
P.O. Box 151
Morristown, NJ 07963-0151

Dear Mr. Kirby,

On behalf of the Board of Trustees, I am pleased to enclose Macculloch Hall Historical Museum's Final Report of Grantee for 2013. Supporting material includes publicity and information about our exhibits and programs, recent newsletters, and examples of some of our marketing materials.

Our accountants, Nisivoccia & Co., completed their fieldwork for FYE 2013 and we expect to have draft financial statements in hand by the end of November. We will forward to your office the statements following review and approval by our Finance Committee.

General operating support grants from the F.M. Kirby Foundation have been essential to the Museum's ability to offer educational and cultural programming to the community, and maintain operations and staffing which support the site's remarkable collections, beautiful landscape and historically significant building.

Please contact me if I may offer any further information or insights about the Museum's operations, staff, or programs. I wish to be sure I've provided all the information the Foundation requires.

The Board joins me in thanking the Foundation for their outstanding past support.

Sincerely yours,

Carrie A. Fellows
Executive Director

Encl.

F.M KIRBY FOUNDATION, INC.

REPORT OF GRANTEE

Please report on status of the grant as of the end of your annual accounting period by filing this report within 60 days of the end of your annual accounting period each year until the grant is expended and/or upon final expenditure of the grant.

Date of Report: October 16, 2013

1. Name and address of grantee organization: Macculloch Hall Historical Museum
45 Macculloch Avenue
Morristown, NJ 07960
2. Date and amount of grant: November 29, 2012: \$30,000 (check received Dec. 21, 2012)
3. Purpose of grant: The F.M. Kirby Foundation provides general operating support which enables Macculloch Hall Historical Museum to fulfill its mission to provide educational and public programs, exhibits and outreach, and maintain its substantial collections, facilities and grounds according to professional standards.

Areas of Progress

Educational Program Development

During the grant period Macculloch Hall Historical Museum (MHM) developed and expanded its current offerings and created new programs for Pre-K to Grade 11 students.

The Spring 2013 Home School workshop series, *Walking Through the Secret Garden*, featured Frances Hodgson Burnett's beloved children's book. Like young George Macculloch, the heroine of the book was orphaned in India and sent to live with relatives in Britain. Home School programs serve children ages 7 to 13 years old.

Girl Scout programs, offered first in October, 2012, became increasingly popular throughout the winter and continued through June 2013. The Brownie program, *Pen, Ink and Paintings*, uses a walk through the gardens and examines landscape paintings in the collection as inspiration for creating a landscape painting. For the younger Daisies, *Louisa's Rose Garden* (April – June) features a visit to Louisa Macculloch's rose garden, where girls discover a 'treasure box' and create water color paintings of flowers. A third program for Junior Girl Scouts explores fashion in the 19th century. Based on Mary Macculloch's wedding, *Yes to the Dress, 19th Century Style* (November 2012 – March 2013) was a big hit. Girl Scout programs are available through the Girl Scouts of Northern New Jersey's Link guide online: <https://www.gsnnj.org/Things-to-Do/Girl-Programs/Pages/default.aspx>.

On February 18, 2013 a new family program on Abraham Lincoln presented materials originally developed for the 2012-13 Home School workshops. In honor of President's Day, families traced the route of Lincoln's famous whistle-stop train trip that brought him to Washington, D.C. to take

the oath of office and begin his presidency. Morning and afternoon sessions were offered; both were fully enrolled.

A week-long summer program for children, *Secrets of the Civil War*, was offered in August but was cancelled for insufficient enrollment. We believe enrollment was low because curriculum materials were not prepared in advance enough to market the program, so by the time we were able to advertise it, the intended audience had found summer programs elsewhere. The program will be offered again, marketed aggressively beginning early in 2014.

The ongoing preschool program, *Growing in the Garden*, was a hit for MHHM upon introduction and has become a reliable source of income, attracting grandparent/preschooler pairs twice monthly to participate in a nature-themed garden walk, story, and art activity.

Public Programs/Community Partnerships

The Museum's annual holiday program took place on Saturday Dec. 1 and Sunday Dec. 2, 2012 as part of Holly Days, a collaboratively marketed event through the Morris County Tourism Bureau. MHHM was decorated for the holidays in traditional style by the Garden Club of Morristown. Assumption School fourth graders created handmade ornaments in period-appropriate style for the drawing room Christmas tree, a twenty-year tradition led by MHHM volunteer Barbara Silverstein, an art teacher at Assumption School. MHHM actively cross-markets with Historic Speedwell and Stickley Museum at Craftsman Farms during the holidays, with whom it also collaborates year-round for bus tours.

Program Coordinator Karen Hollywood developed programs in conjunction with the *A Fine Collection: Treasures from the Vault* exhibit in the main gallery featuring musical performances on the first Sunday of the month, and speaker presentations on the third Sunday of the month from November 2012 through June, 2013 (except January 2013). Music programs included the Harmonium Outreach Chorus, the Moonlight Duo, the Dolce Duo and the Arioso Consorte. The May performance of the Diderot String Quartet was made possible in part by funds from Morris Arts through the New Jersey State Council on the Arts/Department of State, a Partner Agency of the National Endowment of the Arts. Speakers included Ken Miller on the *Silver Industry in Early America*; Bill Styple on artist James E. Kelly's Civil War bronze sculptures (who also presented several gallery talks), DeWitt Mallary on *Collecting Oriental Rugs in America*, and Jonathan Clancy on *American Furniture: Regional Characteristics and the Rise of Collections*.

The 2013 summer performance series in the gardens emphasized musical performances, and continued to be very well attended by people of all ages. Programs took place on Sundays in July following regular museum hours to maximize volunteer and staff time and attract new audiences. This year's series featured Collin J. Rocker (country blues), Hub Hollow (Americana/bluegrass), and Gary Reed (American classics rooted in the 60s and 70s), as well as a return of the tremendously popular Japanese Drums and Ikebana Art, with Kenny Chin on Taiko drums and Anna Nakada highlighting MHHM's historic wisteria. The *Poets in the Garden* program returned in August with Ellen Doré Watson reading from her work. The ever-popular *Lunch with the Librarian* series for young children and their caregivers took place on Wednesdays at noon (no charge) in the garden during August and September in collaboration with the Morristown & Morris Township Library.

| Figures reflect calendar year | YTD 9/30/2013 | 2012 | 2011 | 2010 | 2009 |
|---|------------------|-------|-------|------|------|
| Total number of all visitors to the site | 2032 | 3885 | 2951 | 2910 | 3021 |
| Attendance at sponsored programs, on and offsite | 633 | 1011 | 576 | 400 | n/a |
| Total number of unique website visits | 9299 | 15503 | 11849 | 8250 | 1830 |
| Children served, aged preschool to grade 12 | 651 | 2333 | 567 | 1185 | 943 |
| Total served | 2204 | 5124 | 3231 | 3310 | 3021 |

Detail: Site Visitation/Program Attendance: Calendar year, comparisons w/prior year

| | Adult | Sr. | Stu. | 6-12 | <6 | <12 | Mbr | Comp | Edu Prog | Prog. | Adult Group | Total |
|----------------|-------|-----|------|------|-----|-----|-----|------|-------------|-------|----------------|-------|
| YTD 9/30/13 | 234 | 196 | 29 | 24 | 17 | * | 38 | 88 | 883† | 633 | 108 | 2204 |
| 2012 | 1285 | 743 | 156 | 157 | 297 | * | 104 | 554 | 797 | 1011 | 173 | 5124 |
| 2011 | 805 | 725 | 74 | * | * | 125 | 102 | 299 | 288 | 576 | 237 | 3231 |

* Prior to 2012, children under 12 years old were admitted free and tracked differently

† includes accompanying adults for scout, pre- and home-school programs

Collections/Curatorial/Exhibits

A Fine Collection: Treasures from the Vault was presented in the main gallery (September 2012 – June 2013). This exhibition featured some of MHHM's most popular pieces as well as many seldom-seen treasures which had been in storage. Vivid examples of the antique Oriental rug collection were complemented by textbook examples of fine porcelain, silver, glass and furniture collected by museum founder, W. Parsons Todd. The exhibition was highlighted by a speakers and concert series taking place in the center of the gallery.

Following the *Home for the Holidays* exhibit in the Upstairs Gallery (November 2012 – January 2013), *American Heroes in Bronze: The Artwork of James E. Kelly* opened on March 10, 2013. Bronze sculptures from the Museum's collection were augmented by those from a private collector. This exhibit enjoyed wide media coverage, including a color photo in the New York Times arts calendar, and provides content tied to the 150th anniversary of the Civil War, a topic which continues to be popular with visitors. Kelley interviewed numerous Union generals after the Civil War in his New York studio, presenting a unique and unusually historically accurate perspective of famous figures and events through bas reliefs, busts, engravings, and sculptures. The exhibit closes Oct. 31, 2013.

In the Nast Gallery, *Thomas Nast: President Maker and Campaign Breaker* opened in July 2012 and was on view through July 21, 2013. Thomas Nast was an active commentator on politicians and political activities and it may be argued that his work shaped public opinion throughout his career. The exhibit illustrated six Presidential campaigns over a twenty year period, from 1864 – 1884.

Development/Fundraising/Membership

Trustee Carol Bere leads the Development Committee; under her leadership the Annual Giving campaign began in January and concluded in March, 2013 with unrestricted gifts and corporate matches of \$18,000. The primary fundraising event sponsored by the Trustees in 2013 took place on September 21, 2013 at the Kellogg Club, featuring a reception and a private performance by world-class concert pianist Sebastian Forster, which netted \$13,500. Museum Trustees Trish Grushkin, Alice Cutler, Carol Bere and Jock Clark led this effort; additional committee members solicited silent auction items and oversaw the event planning details on MHHM's behalf.

Membership opportunities were marketed through direct mail renewals to current members, through our electronic mailing list to several hundred individuals monthly, via our Facebook page, www.maccullochhall.org and by staff presence at festivals, admissions desk volunteers and touring docents.

The Museum shop is managed by staff and volunteers, and continued to develop an inventory of proprietary and complementary merchandise which reflects our collections and exhibits.

Ms. Bere, MHHM President James A. (Jock) Clark and Executive Director Carrie Fellows collaborated to apply for grants from a variety of sources. MHHM secured a project grant for strategic planning in FY2013 as well as a General Operating Support grant for FY2014-15 from the New Jersey Historical Commission, a Division of the Department of State. The project grant covered costs for strategic planning facilitator Carol McKinney to work with the board and staff to plan for MHHM's future. A Strategic Planning committee formed in December 2012 and has been meeting since February 2013; its progress and preliminary findings will be discussed more fully in the Museum's 2013-2014 application.

Media/Marketing

MHHM participated in the Morris County Alliance for Tourism (MCAT), a consortium of Morris County attractions formed to establish partnerships and cooperatively promote events through the Morris County Tourism Bureau. Based on visitor and participating sites' feedback, in May 2013 the group revamped the old *Be Our Guest* program which was declining in participation, to *Bring a Guest*. The new buy-one-get-one-free format offered visitors a chance to visit multiple participating Morris County sites in one weekend for the price of one site's admission, or spread their visits throughout the year using a punch card for discounted admission. Despite the efforts to rebrand the program and provide enhanced value as well as an improved visitor experience, attendance for this MCAT-sponsored program did not improve overall and participating sites voted to discontinue the program and the MCAT organization as having run its course.

Karen Hollywood heads MHHM's public relations and marketing program. Under her guidance, staff and volunteers actively promote the Museum and its programs through electronic calendars, print publications, email, and other media. Staff work with a professional graphic designer to create standard publicity pieces, exhibit and program marketing materials for a unified "brand." A goal for the future, as part of the strategic plan now in development, is to find a consultant to help rebrand the Museum and update its image for the future. In 2013, Ms. Hollywood led development of two new full-color rack card brochures: one on the Nast Collection and one on Education programs.

In 2013, Ms. Hollywood trained several college interns over the course of the year to assist with MHHM's electronic marketing efforts. Her strategically scheduled media/marketing program ensures consistent, high-quality coverage in local, regional, and national news markets. This year, articles and related images featuring Museum exhibits and programs have appeared in the *New York Times*, *New Jersey Monthly*, *New Jersey Countryside*, *Antiques and Arts Weekly*, *Maine Antique Digest*, and *Early American Life* as well as numerous electronic media outlets and local newspapers.

Gardens

MHHM's historic gardens provide an attractive venue for programs and fundraising events but represents the second highest budget line item after salaries. Sterling Horticultural Services of Chester, NJ provided significant additional materials and labor as a donation to their contracted services again in 2013. The Garden Club of Morristown members' donated labor leveraged the paid labor of Sterling groundskeepers during the annual Spring Cleanup day, with some hardier members pitching in to spread mulch. GCM members also worked with MHHM staff to determine the scheme and decorate the period room settings for the winter holiday season.

As a result of repeated reports by neighbors and the police of illicit activity occurring in the gardens when the Museum was closed, both during daylight hours and at night, MHHM made the difficult decision in January 2013 to close the gardens to the public except during regular Museum hours (Wednesday, Thursday and Sunday afternoons from 1-4pm). Executive Director Carrie Fellows and Board President, James A. (Jock) Clark met with concerned neighbors, then worked closely with Morristown Police Chief Peter Demnitz to determine the improved security measures. Since instituting the new policy and installing new signs on the garden gates, illicit activity has virtually ceased. In July, the Board voted to soften the restrictions and allow visitors to enjoy the gardens Monday – Friday, 9am–4pm, and Sundays 1pm–4pm, when staff are present onsite and when garden use for quiet lunches and reflection by law-abiding members of the community is highest.

Infrastructure

Exploratory work was planned to occur in November 2012 to open a portion of the exterior wall around a first floor window (in a nonpublic area) as a sample to help determine the scope of work for future structural repairs, but Superstorm Sandy intervened, postponing work indefinitely as our contractor worked to stabilize and repair his own and others' properties. The Strategic Planning Committee is now considering the potential costs of repointing/parging the building, rebuilding the window frames, any structural repairs (if needed) and the opportunities for infrastructure improvement that significant preservation work may provide (accessibility, physical plant, etc.), as part of the larger strategic plan. Other impacts of the superstorm were insignificant; MHHM suffered no damage other than losing electricity to half the building (it is served by two different transformers) for five days, during which it remained closed to the public for safety reasons. Staff without electricity at home worked shorter hours to maximize daylight hours and/or worked from home to save fuel.

Rear porch deck maintenance (deferred from 2012) took place in August 2013 and included some brick replacement and repointing, and stabilizing the iron railings. Three deteriorating 1950s-vintage, 100-gallon water tanks in the cellar, used to service the exterior water lines for the

gardens, were removed and replaced with a single new, pressurized tank. The new tank performs the same function with reduced risk of flooding.

Conclusion

Macculloch Hall Historical Museum is grateful to the F.M. Kirby Foundation for its continued significant support, which enables it to continue to provide quality programs and exhibits to its expanding public audience, reach new audiences both within the community and throughout the greater metropolitan region, and plan for its future as a community resource.

4. Since the grant was awarded, Macculloch Hall has spent \$3,000 each month from the F.M. Kirby Foundation for general operating support; the monthly amount of grant funds expended was calculated from January 2013 through October 2013.
5. Have you diverted any portion of the funds (or income therefrom) from the purpose of the grant? No
6. Amount of grant still unexpended: \$0
7. Where is the amount unexpended being kept?
8. By what date do you expect to complete the expenditure of this grant?
The grant expenditure is complete.
9. Have there been any changes in the nature of your Federal tax exemption or your activities since this grant was applied for? (If so, please attach statement in detail.) No

_____ X _____ No change _____ see attached

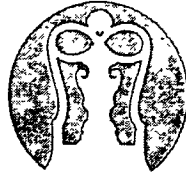
Name of reporting organization: Macculloch Hall Historical Museum

Signed by: Carrie A. Fellows

Type or print signer's name: Carrie A. Fellows

Official capacity of signer: Executive Director

Date: 10/17/2013



*Macculloch Hall
Historical Museum*



Founded in 1950 by W. Parsons Todd

December 2, 2013

William H. Byrnes, Jr.
Vice President-Grants
F.M. Kirby Foundation, Inc.
17 DeHart Street
P.O. Box 151
Morristown, NJ 07963-0151

Dear Mr. Byrnes,

On behalf of the Board of Trustees and staff, please extend Macculloch Hall Historical Museum's sincere appreciation to the Directors and Officers of the F M Kirby Foundation for their generous grant of \$30,000 towards Macculloch Hall's general operating expenses for FY2014. The executed Agreement of Grantee is enclosed

General Operating Support from the F.M Kirby Foundation greatly impacts the Museum's ability to develop and provide educational programming to the community, and maintain operations and staffing which support the site's remarkable collections, beautiful landscape and historically significant building. The Foundation's continued funding assists the Museum to share with the community our passion for history and the arts.

Thank you for your generous and continued support

Sincerely yours,

Carrie A. Fellows
Executive Director

cc: Jock Clark, President
Carol Bere, Chair, Development Committee

AGREEMENT OF GRANTEE

PRIVATE FOUNDATION NAME: F.M. KIRBY FOUNDATION, INC.

The 2013 grant for \$30,000 by the F.M. Kirby Foundation, Inc. (the "Foundation") to Macculloch Hall Historical Museum ("Grantee") for the purpose of general operating support is made subject to the following commitment by the Grantee:

- (1) To repay any portion of the amount granted which is not used for the purposes of the grant;
- (2) To submit full and complete annual reports on:
 - a) the matter in which the funds are spent and the progress made in accomplishing the purposes of the grant, or
 - b) if the grant is made for endowment, for the purchase of capital equipment, or for other capital purposes, on the use of the principal and income annually for three fiscal years;
- (3) To maintain records of receipts and expenditures and to make its books available to the Foundation at reasonable times; and
- (4) Not to use any of the funds (the grant or income from the grant):
 - a) to carry on propaganda or otherwise to attempt to influence legislation;
 - b) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive;
 - c) to make any grant which does not comply with the requirements of the Internal Revenue Code (the "Code") for private foundation grants to individuals or organizations; or

- d) to undertake any activity for any purpose other than a charitable purpose as defined in the Code.

The above requirements are agreed to and accepted this 2nd day of December, 2013.

Macculloch Hall Historical Museum

By: Carrie A. Fellows
CARRIE A. FELLOWS
Executive Director
Title



*Macculloch Hall
Historical Museum*



Founded in 1950 by W. Parsons Todd

Board of Trustees

Officers

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Marla Jackson
Julie E. Latzer
Rachel Mullen
Timothy S. Ryan
Ann Verdesca

Carrie Fellows
Executive Director

Ryan Hyman
F.M. Kirby Curator of
Collections

Karen Hollywood
Event Coordinator

Cynthia Winslow
Museum Educator

April 29, 2013

S. Dillard Kirby
Executive Director
F.M. Kirby Foundation
P.O. Box 151
Morristown, NJ 07963-0151

Dear Mr. Kirby,

On behalf of the Board of Trustees, I am pleased to enclose Macculloch Hall Historical Museum's Interim Report of Grantee for 2013. Supporting material includes marketing materials and flyers for our exhibits and programs, a sample of media coverage, and our most recent newsletter.

General operating support grants from the F.M. Kirby Foundation have been essential to the Museum's ability to offer educational and cultural programming to the community, and maintain operations and staffing which support the site's remarkable collections, beautiful landscape and historically significant building.

Please contact me if I may offer any further information or insights about the Museum's operations, staff, or programs. I wish to be sure I've provided all the information the Foundation requires.

The Board joins me in thanking the Foundation for their outstanding past support.

Sincerely yours,

Carrie A. Fellows
Executive Director

Encl.

F.M KIRBY FOUNDATION, INC.

REPORT OF GRANTEE

Please report on status of the grant as of the end of your annual accounting period by filing this report within 60 days of the end of your annual accounting period each year until the grant is expended and/or upon final expenditure of the grant.

Date of Report: April 24, 2013

1. Name and address of grantee organization: Macculloch Hall Historical Museum
45 Macculloch Avenue
Morristown, NJ 07960
2. Date and amount of grant: November 29, 2012: \$30,000 (check received Dec. 21, 2012)
3. Purpose of grant: The F.M. Kirby Foundation provides general operating support which enables Macculloch Hall Historical Museum to fulfill its mission to provide educational and public programs, exhibits and outreach, and maintain its substantial collections, facilities and grounds according to professional standards.

Areas of Progress

Educational Program Development

In addition to offering the educational programs developed over the past two years for grades 1-4 and Grades 5-11, during the grant period Macculloch Hall Historical Museum (MHHM) developed and expanded its current offerings and created new programs to complement current exhibits, focusing on markets (home school, Scouts, private schools and families) which do not rely on public funding for transportation and admission fees. Part-time Educator Cynthia Winslow develops programs that, once the initial research is complete, may be redesigned and repackaged to suit different age groups and audiences. This is an efficient use of her time and creativity, and has resulted in a virtual library of program materials and concepts that tie to the Macculloch/Miller family history and MHHM's current and past exhibits for various uses, from home school workshops, to scout programs, to family programs, to week-long summer programs.

The Fall 2012 Home School workshop series, *Thomas Nast: Drawing Out the Vote* explored election-season vocabulary and origins of American political icons created by Thomas Nast. Each session in the series included an art lesson with Linda Howe and highlighted the exhibit *Thomas Nast: President Maker and Campaign Breaker*. The Spring 2013 Home School workshop series, *Walking Through the Secret Garden*, features Frances Hodgson Burnett's beloved children's book. Like young George Macculloch, the heroine of the book is orphaned in India and sent to live with relatives in Britain. Home School programs serve children ages 7 to 13 years old.

Three new programs for Girl Scouts began in October 2012 and continue through June 2013. A program for Brownies, *Pen, Ink and Paintings*, uses a walk through the gardens and examines landscape paintings in the collection as inspiration for creating a landscape painting (October 2012 – June 2013). For the younger Daisies, girls visit the garden during *Louisa's Rose Garden* (April –

June) to learn about Louisa Macculloch and her rose garden, discover a 'treasure box' and create water color paintings of flowers in the garden. A third program for Junior Girl Scouts exploring fashion in the 19th century and based on Mary Macculloch wedding was been enormously popular. *Yes to the Dress, 19th Century Style* (November 2012 – March 2013). All three programs will be offered for the 2013-14 school year. Girl Scout programs are available through the Girl Scouts of Northern New Jersey's Link guide online: <https://www.gsnnj.org/Things-to-Do/Girl-Programs/Pages/default.aspx>.

On February 18, 2013 a new family program on Abraham Lincoln presented materials originally developed for the 2012-13 Home School workshops. In honor of President's Day, families traced the route of Lincoln's famous whistle-stop train trip that brought him to Washington, D.C. to take the oath of office and begin his presidency. Morning and afternoon sessions were offered; both were fully enrolled.

A new series for children, *Secrets of the Civil War*, will be offered as a week-long summer program August 12-16 from 9am to noon daily. Building on the program curriculum featuring Macculloch/Miller family members' experiences during and after the Civil War developed in conjunction with the 2011-12 exhibit, *Gone for a Soldier: Jerseymen in the Civil War*, the summer session will present history through fun activities for children ages 8 to 12 years old.

Public Programs/Community Partnerships

The Museum's annual holiday program took place on Saturday Dec. 1 and Sunday Dec. 2 from 1pm - 4pm, as part of Holly Days, a collaboratively marketed event through the Morris County Tourism Bureau with many of the area's historic sites and cultural attractions offering specially-themed programming. MHHM was decorated for the holidays in traditional style by the Garden Club of Morristown, as has been a tradition for more than 60 years. In December and January, visitors have the opportunity to enjoy more than twenty-five of Thomas Nast's well-known original Santa and Christmas images throughout the Museum's galleries and period rooms, and a Christmas tree in the drawing room decked with handmade ornaments crafted in period-appropriate style by Assumption School fourth graders, a twenty-year tradition led by MHHM volunteer Barbara Silverstein, an art teacher at Assumption School.

Program Coordinator Karen Hollywood works months in advance to develop MHHM's public program schedule. Programs in conjunction with the *A Fine Collection: Treasures from the Vault* exhibit in the main gallery feature musical performances on the first Sunday of the month, and speaker presentations on the third Sunday of the month from November 2012 through June, 2013 (except January 2013). Music programs to date have included the Harmonium Outreach Chorus, the Moonlight Duo and the Dolce Trio. Speakers have included Ken Miller, on the *Silver Industry in Early America*; Bill Styple, on artist James E. Kelly's Civil War bronze sculptures; and DeWitt Mallary, on *Collecting Oriental Rugs in America*. Programs continue through June.

In 2013, the summer program series in the gardens emphasizes musical performances, which have been very well attended over the past two years by people of all ages. Programs are scheduled for Sundays in July following regular museum hours maximize volunteer and staff time and attract new audiences to visit the Museum and gardens. This year's series will feature Collin J. Rocker (country blues), Hub Hollow (Americana/bluegrass), and Gary Reed (American classics rooted in the 60s and 70s), as well as a return of the tremendously popular Japanese Drums and Ikebana Art,

with Kenny Chin on Taiko drums and Anna Nakada highlighting MHHM's historic wisteria. On August 25, the *Poets in the Garden* program returns with Ellen Doré Watson reading from her work. The ever-popular *Lunch with the Librarian* series for young children and their caregivers will take place on Wednesdays at noon (no charge) in the garden during August and September in collaboration with the Morristown & Morris Township Library.

| Figures reflect calendar year | YTD 2013 | 2012 | 2011 | 2010 | 2009 |
|--|-------------|-------|-------|------|------|
| Total number of all visitors to the site | 755 | 3885 | 2951 | 2910 | 3021 |
| Attendance at sponsored programs, on and offsite | 595 | 1011 | 576 | 400 | n/a |
| Total number of unique website visits | 2673 | 15503 | 11849 | 8250 | 1830 |
| Children served, aged preschool to grade 12 | 475 | 2333 | 567 | 1185 | 943 |
| Total served | 807 | 5124 | 3231 | 3310 | 3021 |

Detail: Site Visitation/Program Attendance: Calendar year, comparisons w/prior year

| | Adult | Sr. | Stu. | 6-12 | <6 | <12 | Mbr | Comp | Sch Grps | Prog. | Adult Group | Total |
|------|-------|-----|------|------|-----|-----|-----|------|----------|-------|-------------|-------|
| 2012 | 1285 | 743 | 156 | 157 | 297 | * | 104 | 554 | 797 | 1011 | 173 | 5124 |
| 2011 | 805 | 725 | 74 | * | * | 125 | 102 | 299 | 288 | 576 | 237 | 3231 |

(*note that prior to 2012, children under 12 years old were admitted free and tracked differently)

Collections/Curatorial/Exhibits

The five-year exhibit schedule developed by staff and the Exhibits Committee Chair, Jane Odenweller, and accepted by the Exhibits Committee in 2012, continues to serve as a guideline and planning tool for installations through 2016. The schedule has greatly assisted in keeping exhibit planning on track to better utilize staff time and plan complementary public and educational programming. The schedule is also a useful tool for planning development activities, such as in-house special and fundraising events, which can be affected by exhibit contents and/or layouts, opening and closing dates, etc. Previously uncataloged collections objects continue to be entered into the collections database by a trained volunteer under the supervision of Curator Ryan Hyman.

In the Nast Gallery, *Thomas Nast: President Maker and Campaign Breaker* opened in July 2012 and will remain on view through July 21, 2013. As a political cartoonist, Thomas Nast was an active commentator on politicians and political activities and it may be argued that his work shaped public opinion throughout his career. The exhibit illustrates six Presidential campaigns over a twenty year period, from 1864 – 1884.

Following the holiday exhibit in the Upstairs Gallery (November 2012 – January 2013), *American Heroes in Bronze: The Artwork of James E. Kelly* opened on March 10, 2013. Bronze sculptures from the Museum's collection are augmented by those from a private collector and continue to provide content tied to the 150th anniversary of the Civil War, which has proven to be so popular with visitors. Kelley interviewed numerous Union generals after the Civil War in his New York

studio, presenting a unique and unusually historically accurate perspective of famous figures and events through bas reliefs, busts, engravings, and sculptures. The exhibit will close Oct. 31, 2013.

The next exhibition planned for the main gallery and scheduled to open in October, 2013 will be *Controversy: Morristown* (working title), inspired by an Ohio Historical Society exhibit of similar name (with permission). This exhibition will depart from the Museum's traditional format and layout, and will explore a limited number of featured objects with limited interpretation in the cases. The exhibit will feature relics from the Antoine LeBlanc murder trial held in Morristown in 1833, as well as other historic and controversial objects tied to Morristown's and Morris County's past. Additional curatorial information will be provided in a central gathering place in the exhibit, so that visitors may learn more about objects in the exhibit, and discuss, comment on, and provide feedback about what they see in an experiential and interactive way.

Development/Fundraising/Membership

The Development Committee's major effort for 2012 was a House Tour. Homes included the Museum, several homes in the surrounding historic neighborhood, and a contemporary penthouse condominium overlooking the Morristown Green. The fundraising event received widespread publicity and was sponsored by J&S Designer Flooring, the Morris County Tourism Bureau and 40 Park & the Shops on the Green. More than 340 people attended the ticketed event on Sunday, October 14 and raised \$19,000 through sponsorships, ticket and ad book sales to support MHHM.

Chaired by Trustee Carol Bere, the Development Committee also secured a project grant from the New Jersey Historical Commission, a Division of the Department of State, for strategic planning facilitator Carol McKinney to work with the board and staff to plan for MHHM's future. Funding for the Diderot String Quartet (May 5, 2013) performance has been made possible in part by funds from Morris Arts through the New Jersey State Council on the Arts/Department of State, a Partner Agency of the National Endowment of the Arts. The Committee actively seeks additional sources funding for general operating and special project support. Museum Trustees chair fundraisers, lead sales campaigns for special event program advertising, and approach special event underwriters on MHHM's behalf. The Museum shop is managed by staff and volunteers, and continues to develop an inventory of proprietary and complementary merchandise which reflects our collections and exhibits.

The Annual Giving campaign began in January and concluded in March, 2013 with unrestricted gifts and corporate matches of \$18,000. A new fundraising event concept is under development by the Committee to take place in September, 2013 at the Kellogg Club, featuring world-class concert pianist Sebastian Forster. Membership opportunities are marketed through direct mail renewals to current members, through our electronic mailing list to several hundred individuals monthly, via our Facebook page, www.maccullochhall.org and by front desk volunteers and touring docents.

Media/Marketing

MHHM staff participated in a project committee to develop marketing materials for the new Bring A Guest program (May 19, 2013), a Buy One. Get One Free event sponsored by the Morris County Alliance for Tourism (MCAT). MCAT, a group of Morris County attractions, was formed to establish partnerships and cooperatively promote events through the Morris County Tourism Bureau. This program offers visitors a chance to visit multiple Morris County sites in one weekend or spread their visits throughout the year. One may bring a friend, a family member, or

colleague to participating sites for a discount on the weekend of May 18 and 19, 2013 and receive a punch card for discounted admission throughout the year at participating sites.

Staff and volunteers actively promote the Museum and its programs through electronic calendars, print publications, email, and other media. Staff work with a professional graphic designer to create standard publicity pieces, exhibit and program marketing materials for a unified "brand." A goal for the future, after or as part of a strategic planning process, is to find a consultant to help us begin work on rebranding the Museum and update its image for the future.

Gardens/Infrastructure

The Museum's historic gardens provide an attractive venue for programs and fundraising events. Continued maintenance is a necessity, yet costs continue to increase; the gardens have for many years been the second highest operating expense after salaries. Sterling Horticultural Services of Chester, NJ provided significant additional materials and labor as a donation to their contracted services in 2012, which allowed MHHM to address several longtime problem areas, including the removal of poison ivy and some old brush piles at the rear of the property.

The Museum enjoys a historic and mutually beneficial relationship with the Garden Club of Morristown, whose members assist with the annual spring garden cleanup - with their donated labor leveraging the paid labor of Sterling groundskeepers on the designated day - decorating the period room settings for the winter holidays, and occasional special projects.

As a result of repeated reports by neighbors and the police of illicit activity occurring in the gardens when the Museum was closed, both during daylight hours and at night, MHHM made the difficult decision in January 2013 to close the gardens to the public except during regular Museum hours (Wednesday, Thursday and Sunday afternoons from 1-4pm). The gardens are closed and secured at all other times. Executive Director Carrie Fellows and Board President, James A. (Jock) Clark met with concerned neighbors, then worked closely with Morristown Police Chief Peter Demnitz to determine these improved security measures. Since instituting the new policy and installing new signs on the garden gates, illicit activity has virtually ceased.

Exploratory work was planned to occur in November 2012 to open a portion of the exterior wall around a first floor window (in a nonpublic area) as a sample to help determine the scope of work for future structural repairs, but Superstorm Sandy intervened, postponing work indefinitely. The Strategic Planning Committee is now considering the potential costs of repointing the building, rebuilding the window frames, any structural repairs (if needed) and the opportunities for infrastructure improvement that significant preservation work may provide (accessibility, physical plant, etc.), as part of the larger strategic planning process. Other impacts of the storm were insignificant; MHHM suffered no damage other than losing electricity to half the building (it is served by two different transformers) for five days, during which it remained closed to the public for safety reasons.

In August, two of the main air-conditioning systems were finally replaced after having failed in September, 2011. The planned rear porch deck maintenance, scheduled for July 2012 and including some brick replacement and repointing, was deferred until it can be combined with additional masonry work as described above.

Macculloch Hall Historical Museum is grateful to the F.M. Kirby Foundation for its continued significant support, which enables it to continue to provide quality programs and exhibits to its expanding public audience, reach new audiences both within the community and throughout the greater metropolitan region, and plan for its future as a community resource.

4. Since the grant was awarded, Macculloch Hall has spent \$3,000 each month from the F.M. Kirby Foundation for general operating support; the monthly amount of grant funds expended was calculated from January 2013 through October 2013.
5. Have you diverted any portion of the funds (or income therefrom) from the purpose of the grant? No
6. Amount of grant still unexpended: \$18,000.00
7. Where is the amount unexpended being kept? Peapack-Gladstone Bank, 33 South St., Morristown, NJ 07960-5336
8. By what date do you expect to complete the expenditure of this grant?
October 31, 2013
9. Have there been any changes in the nature of your Federal tax exemption or your activities since this grant was applied for? (If so, please attach statement in detail.) No

_____ X _____ No change _____ see attached

Name of reporting organization: Macculloch Hall Historical Museum

Signed by: _____

Type or print signer's name: Carrie A. Fellows

Official capacity of signer: Executive Director

Date: 7/29/2013



*Macculloch Hall
Historical Museum*



Founded in 1950 by W. Parsons Todd

Board of Trustees

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Ryan Hyman
Curator of Collections

Karen Hollywood
PR & Programs
Coordinator

Cynthia Winslow
Museum Educator

April 30, 2014

S. Dillard Kirby
Executive Director
F.M. Kirby Foundation
P.O. Box 151
Morristown, NJ 07963-0151

Dear Mr. Kirby,

On behalf of the Board of Trustees, I am pleased to enclose Macculloch Hall Historical Museum's Interim Report of Grantee for 2014. Supporting material includes marketing materials and flyers for our exhibits and programs, a sample of media coverage, and our most recent newsletter.

General operating support grants from the F.M. Kirby Foundation have been essential to the Museum's ability to offer educational and cultural programming to the community, and maintain operations and staffing which support the site's remarkable collections, beautiful landscape and historically significant building.

Please contact me if I may offer any further information or insights about the Museum's operations, staff, or programs. I wish to be sure I've provided all the information the Foundation requires.

The Board joins me in thanking the Foundation for their outstanding past support.

Sincerely yours,

Carrie A. Fellows
Executive Director

Encl.

F.M KIRBY FOUNDATION, INC.

REPORT OF GRANTEE

Please report on status of the grant as of the end of your annual accounting period by filing this report within 60 days of the end of your annual accounting period each year until the grant is expended and/or upon final expenditure of the grant.

Date of Report: April 29, 2014

1. Name and address of grantee organization: Macculloch Hall Historical Museum
45 Macculloch Avenue
Morristown, NJ 07960
2. Date and amount of grant: November 29, 2013: \$30,000 (check dated Dec. 20, 2013)
3. Purpose of grant: The F.M. Kirby Foundation provides general operating support which enables Macculloch Hall Historical Museum to fulfill its mission to provide educational and public programs, exhibits and outreach, and maintain its substantial collections, facilities and grounds according to professional standards.

Areas of Progress

Strategic Planning

Using the proceeds of a project minigrant received from the New Jersey Historical Commission in November 2012, the Board of Trustees hired facilitator Carol McKinney to counsel the Board in the development of a new Strategic Plan for MHHM. The Board established a Strategic Planning Committee consisting of President Jock Clark, 1st Vice President Trish Grushkin, 2nd Vice President Alice Cutler, Secretary Ken Chin, Trustees Nick Bensley, Kevin Brennan, Shelley Brooke, Ann Verdesca, and Executive Director Carrie Fellows. The Committee met regularly with Ms. McKinney throughout 2013 to develop a proposed "new direction" for MHHM.

As a result of the Committee's findings reported in the October, 2013 grant request, MHHM has applied to the Morris County Historic Preservation Trust Fund (MCHPTF) for a grant to cover 80% of costs associated with professional services provided by Historic Building Architects, LLC of Trenton, NJ to update MHHM's Historic Building Master Plan. The goal is to create a realistic, achievable plan with stated priorities and cost assessments for addressing MHHM's capital repairs (repainting exterior, window repair); updated access needs (ADA-compliant restrooms, barrier free access to all building levels), and facilities upgrades (including a small code-compliant kitchen for functions). If MHHM is awarded the initial planning grant, it intends to follow the MCHPTF grant process to request funding for projects over several years to fulfill goals stated in the Strategic Plan.

Another significant area on which the Strategic Planning Committee continues to focus is the long-term viability of MHHM's current format, examining what needs to be done to improve the

Museum's general public relevance, attendance and membership, and long-term financial sustainability. The Strategic Plan as outlined in December 2013 is already in need of an update. In January 2014, Board President Jock Clark and Executive Director Carrie Fellows met with a Museum member who works with two institutions that collect and interpret political cartoons. Although his personal interest in political cartoon history was unknown to us previously, he shared valuable insights about his experiences as a board member for other sites, which are currently facing or have overcome similar challenges. He suggested that although Nast's body of work is significant and there will be interest to preserve and make it accessible to the public, rebranding may not dramatically increase MHHM's visitation – although rebranding may lead to new revenue streams from funders interested in preserving Nast's historically significant work. He also urged the Board to consider a more conservative approach and avoid commissioning a costly feasibility study. It was a useful and enlightening conversation.

Adding these new insights into the Strategic Planning mix, the Committee remains focused on determining the most effective ways for MHHM to capitalize on its unique attributes. MHHM must become more financially sustainable, yet on a basis that remains consistent with the original concept and vision of Museum founder W. Parsons Todd, to serve the local community and a broader audience. The Committee has not met formally since October, when members presented the rebranding concept to the W. Parsons Todd Foundation, but will meet again on May 5 to discuss recent developments. Our expert member has agreed to remain in contact and assist MHHM to the fullest extent of his abilities.

Collections/Curatorial/Exhibits

Curator Ryan Hyman responds to several research assistance requests per month related to the Thomas Nast Collection, and oversees all collections care, exhibition research, development, design, and mounting. He maintains relationships with museums throughout the Northeast and beyond, for exhibit loans both to and from MHHM. A detailed exhibit schedule serves as a guideline and planning tool for installations through 2017. This schedule helps staff coordinate complementary public and education department programs, and guides committees in the determination of dates for development activities such as in-house special programs and general fundraising events.

In the Upstairs Gallery, *Made in New Jersey: A Celebration of Decorative and Fine Arts* opened February 23, 2014, honoring New Jersey's 350th anniversary and showcasing MHHM's collection of New Jersey stoneware, silver, and the work of artists such as Thomas Nast, A.B. Frost and Edward Kranich. The exhibit will close on November 30; MHHM's annual exhibition of Christmas holiday toys and Thomas Nast artwork will follow it.

In the Nast Gallery, *Thomas Nast Brings Down Boss Tweed* will be on view through August 13, 2014. The campaign that contributed most to the artist's fame was the one he carried on relentlessly against "Boss" William M. Tweed (1823-1878), the political leader of New York City's Tammany Hall. The next exhibit in the Nast Gallery will be *The Civil War through the Eyes of Thomas Nast*, opening September 7, 2014.

Controversies: The More Things Change... opened in the main gallery on October 13, 2013 and explores topics that helped shape our world through local history events which had national significance: capital punishment, immigration, and the right to die. The exhibition features objects

from the Antoine LeBlanc murder trial held in Morristown in 1833, some of Thomas Nast's illustrations depicting immigrants in the late 19th century, and discusses the Karen Ann Quinlan "right to die" case, which took place locally. News articles, images, and background material related to each topic is provided for viewers in curator's books in a central gathering place within the exhibit where visitors may learn more about the topics presented and provide feedback. Numerous visitors have commended MHHM and its staff for their willingness to broach and present these difficult subjects in a thought-provoking but tasteful manner. Accompanying gallery talks take place on the first Sunday of each month, March through June. The exhibit closes on June 29, 2014. The next exhibit in the main gallery will have a Thomas Nast theme; the Exhibits Committee meeting during which the theme was to be finalized was postponed from April 11 to May 16.

Educational Program Development

Part-time Educator Cynthia Winslow creates programs that may be repackaged to suit different age groups and audiences. This efficient use of time has resulted in a virtual library of program materials and concepts that relate to the Macculloch/Miller family history, and MHHM's current and past exhibits, and are used in a variety of ways: from home school workshops, to scout programs, to family programs, to week-long summer programs. All multiple-session programs offer prepayment and member discounts which has resulted in steady program income. Several regular participants in MHHM's education programs have become members and supporters.

Girl Scout programs, introduced in 2012, are now one of the most significant educational groups for MHHM. All three programs: Louisa's Rose Garden (Daisies), Pen, Ink and Painting (Brownies) and Yes to the Dress, 19th Century Style (Juniors) have continued to enjoy solid reservations although severe winter weather sharply curtailed attendance through March. MHHM introduced a merit badge program for Boy Scouts with *Architecture: Past and Present* using research and materials developed for the Homeschool workshops. The first session on April 8 was cancelled due to insufficient enrollment; the second is scheduled for May 13. Ms. Winslow has met several times with area Boy Scout Council staff to develop additional program ideas and discuss ways to improve Boy Scout program enrollment.

The Fall 2013 Homeschool workshop series, *Bricks and Beams: Building New Jersey*, was fully subscribed with sessions through November. Families explored Morristown's original historic district and Macculloch Hall to learn about architecture. In the Spring 2014 series, *One Life to Another*, homeschool families are marking the State's 350th anniversary by learning how to use primary sources to research their own immigration stories. Homeschool programs serve children ages 7 to 13 years old, and are offered in series of three sessions taking place over a period of three months; each session is offered both in the morning and in the afternoon of the session day. An additional stand-alone program on Arbor Day (April 25), introduced six new homeschool families to MHHM. During this experience, families had the opportunity to see that MHHM provides a great environment for homeschool families studying science, history, and art.

Family programs such as *Abraham Lincoln Remembered* (February 17), continue to be popular and reach full or near-capacity enrollment. MHHM increased the number of sessions for this family program to three per day for 2014, based on sell-out crowds in 2013. In honor of President's Day, 15 adults and 20 children traced the route of Lincoln's famous whistle-stop train

trip that brought him to Washington, D.C. to take the oath of office and begin his presidency. Additional family programs are in the planning stages, with a goal of presenting four per year.

Three week-long Summer Adventure Programs for children are currently open for registration. *Nature Before Noon* (7-8 year olds) takes place July 7-11, *Secrets of the Civil War* (9-12 year olds) from July 29 – August 1, and *Summer in the Secret Garden* (9-12 year olds) from August 11 – 15. These programs all draw from research and materials prepared for previous programs and feature activities for children daily from 9am - noon. While the day-camp market is highly competitive in the Morristown area, MHHM is hopeful that these programs will interest families who are seeking educational value as well as creative and fun activities for their children.

The preschool program, *Growing in the Garden* takes place twice monthly. Children and caregivers participate in a nature-themed garden walk, story, and art activity. In January, MHHM added a second session from 10:15–11am to alleviate the waiting list for the sold-out 1:15–2pm session, but the new time slot did not find an audience, even with the arrival of spring and improved weather. Based on additional feedback from caregivers, the morning session will be discontinued after June 17; beginning June 3, a second afternoon session will be offered from 3:15–4pm.

Public Programs/Community Partnerships

MHHM's annual Christmas holiday programs took place Dec. 7 - 8, 2013 from 1- 4pm, as part of Holly Days, a collaboratively-marketed event through the Morris County Tourism Bureau. The building was decorated for the holidays with seasonal greens appropriate to the period by the Garden Club of Morristown; Assumption School fourth graders created historic reproduction ornaments in for the drawing room tree, a twenty-year tradition led by MHHM volunteer Barbara Silverstein. Ms. Silverstein and Curator Ryan Hyman hosted gallery talks in the exhibit "*Not a Creature Was Stirring*" – *Christmas Animals, Toys and Thomas Nast*.

Program Coordinator Karen Hollywood developed programs in conjunction with the *Controversies* exhibit, presented on the first Sunday of each month from February through June. Because of the exhibit's layout which encompasses most of the room, limited seating (for 30-45 people) is available. Programs feature several well-known experts on the various topics, including Judge Kenneth Mackenzie (retired), Honorable Judge Paul W. Armstrong and Dr. Joseph F. Fennelly, and others. Additional programs complementing the *Made in New Jersey* exhibit and New Jersey's 350th anniversary feature historians Michael Aaron Rockland, Linda J. Barth, Joseph G. Bilby, and Bonnie Nadzeika and take place on the second Sunday of each month, March through June. Author book signings round out MHHM's public program schedule this spring, with noted New Jersey history authors, including Jude Pfister and Maxine Lurie, available to visitors on additional Sundays, March through June.

The 2014 summer concert series in the gardens will feature established local/regional musical groups and performers with a loyal following. Programs are scheduled to take place on Sundays in July, and will feature Hub Hollow, Mipso, Mandolin Orange, and Colin J. Rocker in a double bill with Gary Reed. The ever-popular *Lunch with the Librarian* series, in collaboration with the Morristown & Morris Township Library, will return on Wednesdays at noon (no charge) in the garden during August and September.

Development/Fundraising/Membership

Museum Trustees chair fundraisers, lead special event program planning, and approach event underwriters on MHHM's behalf. Trustee Carol Bere leads the Development Committee; she, MHHM President James A. (Jock) Clark and Executive Director Carrie Fellows work together to apply for grants from a variety of sources. Under Ms. Bere's leadership the Annual Giving campaign began in November 2013 and concluded in March 2014 with just \$18,750 in receipts, slightly exceeding the budgeted amount of \$18,000.

Planning for the second MHHM Historic House Tour, the primary fundraising event sponsored by the Trustees in 2014, began in January. The event will take place on October 19, 2014, and will feature seven private historic homes from the neighborhood around MHHM in Morristown's original Historic District, as well as free admission to MHHM. Tickets will be available in July.

Membership opportunities are marketed through direct mail renewals to current and recently expired members, through our electronic mailing list to several hundred individuals monthly, via our Facebook page, www.maccullochhall.org, and by staff presence at festivals, admissions desk volunteers and touring docents. As of April 30, MHHM has 188 current (paid through 6/30/2014) members, up by 26 from 2013. Prior to 2014, procedure for reporting membership statistics included recently expired members still considered "active" and who continued to receive member benefits. As of January 2014, "current membership" status includes only members whose dues are paid in full through the end of the current fiscal year. A list of current members is maintained at the admissions desk and has inspired many patrons to renew their expired memberships. Current members are eligible to receive free admission to regular museum tours and exhibits, and discounts on museum shop purchases, special program admission, and education programs.

The Museum shop is managed by staff and volunteers. MHHM continues to develop an inventory of proprietary merchandise which reflects its collections and exhibits. The new holiday greeting cards featuring the Drawing Room Christmas tree sold out its first run of 1,000 in November 2013, prompting a repeat order. Staff began to develop additional new holiday-themed merchandise in January 2014. Items such as magnets, mugs, prints, tree ornaments and greeting cards, all featuring the Thomas Nast Collection, are now available.

Media/Marketing

Karen Hollywood heads MHHM's public relations and marketing program. Under her guidance, staff and volunteers actively promote the Museum and its programs through electronic calendars, print publications, email, and other media. Staff work with a professional graphic designer to create standard publicity pieces, and exhibit and program marketing materials for a unified "brand." MHHM provides a consistent message to the media, including in every release its mission, funding sources, visitor hours, Web address and Facebook presence. As a result, MHHM's programs are well-represented in local and regional media, and attract frequent coverage in print and online sources. Articles and images featuring MHHM exhibits and programs frequently appear in local newspapers and the New York Times, New Jersey Monthly, New Jersey Countryside, Antiques and Arts Weekly, Maine Antique Digest, and Early American Life, as well as numerous electronic media outlets. Monthly eblasts/calendars (available to members, visitors who sign in at admission, or request via email), inform constituents of MHHM's upcoming programs and events, and link to MHHM's Facebook page and website.

| Figures reflect calendar year | YTD 4/27/14 | 2013 | 2012 | 2011 | 2010 |
|---|----------------|-------|-------|-------|------|
| Total number of all visitors to the site | 941 | 2164 | 3885 | 2951 | 2910 |
| Attendance at sponsored programs, on and offsite | 176 | 740 | 1011 | 576 | 400 |
| Total number of unique website visits | 8639 | 28680 | 15503 | 11849 | 8250 |
| Children served, aged preschool to grade 12 | 431 | 936 | 2333 | 567 | 1185 |
| Total served | 1117 | 2904 | 5124 | 3231 | 3310 |

Detail: Site Visitation/Program Attendance: Calendar year, comparisons w/prior year

| | Adult | Sr. | Stu. | 6-12 | <6 | <12 | Mbr | Comp | Edu Prog † | Prog. | Adult Group | Total |
|----------------|-------|-----|------|------|-----|-----|-----|------|------------------|-------|----------------|-------|
| YTD 4/27/14 | 129 | 113 | 12 | 9 | 3 | * | 33 | 30 | 576 | 183 | 29 | 1117 |
| 2013 | 349 | 311 | 38 | 33 | 48 | * | 54 | 113 | 1156 | 740 | 108 | 2904 |
| 2012 | 1285 | 743 | 156 | 157 | 297 | * | 104 | 554 | 797 | 1011 | 173 | 5124 |
| 2011 | 805 | 725 | 74 | * | * | 125 | 102 | 299 | 288 | 576 | 237 | 3231 |

* Prior to 2012, children under 12 years old were admitted free

† includes accompanying adults for scout, pre- and home-school programs

Note: Those visitors who purchased a museum ticket and who also attended an onsite program the same day are counted only once. "Total served" reveals this discrepancy.

Gardens

MHHM's historic gardens serve as an outdoor classroom, and provide an attractive venue for programs and fundraising events. After salaries, the gardens have for many years been MHHM's second highest operating expense. Sterling Horticultural Services of Chester, NJ, which has provided significant additional donated materials and labor over the past two seasons, received the 2014 contract. The Garden Club of Morristown provided valuable and much-appreciated expertise and labor to augment the paid work of the contractors on their annual cleanup day on April 9, 2014. The gardens are open to the public Monday through Friday from 9am – 4pm and Sundays from 1-4pm when staff are present, unless posted otherwise.

Macculloch Hall deeply appreciates the support of the F. M. Kirby Foundation for its continued general operating support, which helps the Museum to carry out its responsibilities to the historic facility and gardens, present high-quality public programs, educational programs, and exhibits, and generate additional growth and membership as it plans for its future as a community, regional, and national resource.

4. Since the grant was awarded, Macculloch Hall has spent \$3,000 each month from the F.M. Kirby Foundation for general operating support; the monthly amount of grant funds expended was calculated from January 2014 through October 2014.

5. Have you diverted any portion of the funds (or income therefrom) from the purpose of the grant? No
6. Amount of grant still unexpended: \$18,000.00
7. Where is the amount unexpended being kept? Peapack-Gladstone Bank, 33 South St., Morristown, NJ 07960-5336
8. By what date do you expect to complete the expenditure of this grant?
October 31, 2014
9. Have there been any changes in the nature of your Federal tax exemption or your activities since this grant was applied for? (If so, please attach statement in detail.) No

Name of reporting organization: Macculloch Hall Historical Museum

Type or print signer's name: Carrie A. Fellows

Date: 4/30/2014