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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Open to public inspection

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

Name of foundation

ANDREW NORMAN FOUNDATION

A Employer identification number

95-3433781

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

Room/suite

10960 WILSHIRE BLVD., SUITE 960

B Telephone number

310.478.1213

City or town, state, and ZIP code

LOS ANGELES, CA 90024

C If exemption application is pending, check here ☐

G Check all that apply:

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

H Check type of organization:

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

S 482,029. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1.	1.		STATEMENT 1
4 Dividends and interest from securities		7,450.	7,450.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		43,943.			
b Gross sales price for all assets on line 6a		43,943.			
7 Capital gain net income (from Part IV, line 2)			43,943.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		51,394.	51,394.		
13 Compensation of officers, directors, trustees, etc.		2,000.	1,000.		1,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		5,501.	3,501.		2,000.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 4		82.	82.		0.
19 Depreciation and depletion					
20 Occupancy		37,200.	0.		37,200.
21 Travel, conferences, and meetings					
22 Printing and publications		132.	0.		132.
23 Other expenses STMT 5		4,780.	4,780.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		49,695.	9,363.		40,332.
25 Contributions, gifts, grants paid		20,300.			20,300.
26 Total expenses and disbursements. Add lines 24 and 25		69,995.	9,363.		60,632.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		<18,601.>			
b Net investment income (if negative, enter -0-)			42,031.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	6,721.	16,490.	16,490.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations STMT 6	71,182.	83,299.	83,299.	
	b Investments - corporate stock STMT 7	356,995.	317,459.	382,240.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	434,898.	417,248.	482,029.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ STATEMENT 8)	0.	951.		
23 Total liabilities (add lines 17 through 22)	0.	951.			
Foundations that follow SFAS 117, check here ▶ ☐	and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒	and complete lines 27 through 31			
		27 Capital stock, trust principal, or current funds	434,898.	416,297.	
		28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	434,898.	416,297.			
31 Total liabilities and net assets/fund balances	434,898.	417,248.			

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	434,898.
2 Enter amount from Part I, line 27a	2	<18,601.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	416,297.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	416,297.

Form 990-PF (2012)

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 STOCKS SOLD (LONG-TERM) - SEE STATEMENT A	P		
b STOCKS SOLD (SHORT-TERM) - SEE STATEMENT A	P		
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 32,148.			32,148.
b 11,795.			11,795.
c			
d			
e			

(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			32,148.
b			11,795.
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	43,943.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	44,556.	472,841.	.094230
2010	56,008.	500,861.	.111823
2009	115,890.	505,408.	.229300
2008	21,547.	621,570.	.034665
2007	47,193.	880,924.	.053572

2 Total of line 1, column (d)	2	.523590
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	.104718
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	361,382.
5 Multiply line 4 by line 3	5	37,843.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	420.
7 Add lines 5 and 6	7	38,263.
8 Enter qualifying distributions from Part XII, line 4	8	60,632.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	420.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	420.
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	420.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	414.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	420.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	834.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	414.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax ☒ 414. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
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 2012 or the taxable year beginning in 2012 (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

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>OLINCY & KARPEL</u> Telephone no. ► <u>310.478.1213</u> Located at ► <u>10960 WILSHIRE BLVD., #960, LOS ANGELES, CA</u> ZIP+4 ► <u>90024</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☒ Yes ☐ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► <u>N/A</u>		
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.) <u>N/A</u>	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. ► <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b If "Yes," did it have excess business holdings in 2012 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 2012)	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 2012?	4b	X

Form 990-PF (2012)

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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAN OLINCY 10960 WILSHIRE, #960 LOS ANGELES, CA 90024	MANAGING TRUSTEE 3.00	2,000.	0.	0.

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

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

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

0

Form 990-PF (2012)

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	354,486.
b	Average of monthly cash balances	1b	12,399.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	366,885.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	366,885.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,503.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	361,382.
6	Minimum investment return. Enter 5% of line 5	6	18,069.

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	18,069.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	420.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	420.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,649.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	17,649.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,649.

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	60,632.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	60,632.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	420.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	60,212.

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				17,649.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	3,822.			
b From 2008				
c From 2009	90,620.			
d From 2010	31,187.			
e From 2011	20,989.			
f Total of lines 3a through e	146,618.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	60,632.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				17,649.
e Remaining amount distributed out of corpus	42,983.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d) the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	189,601.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	3,822.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	185,779.			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009	90,620.			
c Excess from 2010	31,187.			
d Excess from 2011	20,989.			
e Excess from 2012	42,983.			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter.

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(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))

NONE

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

NONE

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

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

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

DAN OLINCY, 310.478.1213

10960 WILSHIRE BLVD. #960, LOS ANGELES, CA 90024

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

CONTACT FOUNDATION DIRECTLY

c Any submission deadlines:

CONTACT FOUNDATION DIRECTLY

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

CONTACT FOUNDATION DIRECTLY

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CENTER FOR INQUIRY P.O. BOX 741 AMHERST, NY 14226	NONE	PUBLIC CHARITY	BILLBOARD MATCHING GRANT	10,000.
COALITION TO STOP GUN VIOLENCE 1424 L STREET NW, SUITE 2-1 WASHINGTON DC, DC 20005	NONE	PUBLIC CHARITY	SUPPORT GRANT	1,000.
FAIRNESS & ACCURACY IN REPORTING 104 W. 27TH STREET, SUITE 10B NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SUPPORT GRANT	100.
FRIENDS OF THE LIBRARY - LOS ANGELES LIBRARY 630 W. 5TH STREET LOS ANGELES, CA 90071	NONE	PUBLIC CHARITY	SUPPORT GRANT	100.
OPCC 1453 16TH STREET SANTA MONICA, CA, CA 90404-2715	NONE	PUBLIC CHARITY	SUPPORT GRANT	500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				20,300.
b Approved for future payment				
NONE				
Total				0

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)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	1.	
4 Dividends and interest from securities				14	7,450.	
5 Net rental income or (loss) from real estate.						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						43,943.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue.						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		7,451.	43,943.
13 Total. Add line 12, columns (b), (d), and (e)						51,394.

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

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

[illegible]

Part XVII

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  **8/14/13** **TRUSTEE**

Signature of officer or trustee Date Title

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name PETER KWOK	Preparer's signature 	Date 08/15/13	Check ☐ if self-employed	PTIN P00233614
	Firm's name ▶ OLINCY & KARPEL			Firm's EIN ▶ 95-1907861	
	Firm's address ▶ 10960 WILSHIRE BLVD., STE. 960 LOS ANGELES, CA 90024			Phone no. 310-478-1213	

3 Grants and Contributions Paid During the Year (Continuation)

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)				
PROJECT ON GOVERNMENT OVERSIGHT 1100 G STREET NW, SUITE 900 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	SUPPORT GRANT	500.
SAN FRANCISCO FILM SOCIETY 39 MESA STREET, SUITE 110 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	SUPPORT GRANT	100.
THE OTHER BAR 235 MONTGOMERY STREET, 17TH FLOOR SAN FRANCISCO, CA 94101	NONE	PUBLIC CHARITY	SUPPORT GRANT	5,000.
UCLA CENTER ON AGING 10945 LECONTE AVE., SUITE 3119 LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	SUPPORT GRANT	3,000.
Total from continuation sheets				8,600.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST - BANKS	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	7,450.	0.	7,450.
TOTAL TO FM 990-PF, PART I, LN 4	7,450.	0.	7,450.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,501.	3,501.		2,000.
TO FM 990-PF, PG 1, LN 16A	5,501.	3,501.		2,000.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	82.	82.		0.
TO FORM 990-PF, PG 1, LN 18	82.	82.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES - CENTURY MANAGEMENT	4,673.	4,673.			0.
ENTERTAINMENT	65.	65.			0.
INVESTMENT EXPENSES	17.	17.			0.
BANK SERVICES CHARGES	25.	25.			0.
TO FORM 990-PF, PG 1, LN 23	4,780.	4,780.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MONEY MARKET- US TREASURY	X		83,299.	83,299.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			83,299.	83,299.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			83,299.	83,299.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS (STATEMENT B)			317,459.	382,240.
TOTAL TO FORM 990-PF, PART II, LINE 10B			317,459.	382,240.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
OTHER CURRENT LIABILITIES	0.	951.	
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	951.	

**ANDREW NORMAN FOUNDATION
STATEMENT A
FYE JUNE 30, 2013**

SEE HARD COPY "REALIZED GAINS AND LOSSES 07/01/12 - 06/30/13"
CENTURY MANAGEMENT REPORT

Century Management
REALIZED GAINS AND LOSSES

Andrew Norman Foundation

6159-8259

Mr. Dan Olincy Attn: Martha

From 07-01-12 Through 06-30-13

Short Term Gain or Loss

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term Gain Or Loss
10-03-11	07-13-12	140.00	Toll Brothers Inc.	1,972.49		4,176.17	2,203.68
09-02-11	07-19-12	65.00	Universal Forest Products Inc.	1,725.40		2,621.82	896.42
09-22-11	08-16-12	110.00	Walt Disney Co.	3,305.97		5,517.19	2,211.22
10-03-11	08-22-12	185.00	Toll Brothers Inc.	2,606.50		6,097.63	3,491.13
11-03-11	09-11-12	160.00	Fortune Brands Home & Security Inc	2,367.97		4,176.36	1,808.39
10-03-11	09-17-12	55.00	Toll Brothers Inc.	774.91		1,958.66	1,183.75
TOTAL SHORT TERM GAINS							11,794.59
TOTAL SHORT TERM LOSSES							0.00
				12,753.24	0.00	24,547.83	11,794.59

Long Term Gain or Loss

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Long Term Gain Or Loss
05-01-07	07-10-12	70.00	Wal-Mart Stores Inc.	3,361.79		5,037.62	1,675.83
10-07-08	07-12-12	75.00	M.D.C. Holdings Inc.	2,389.46		2,327.64	-61.82
05-28-09	07-12-12	85.00	M.D.C. Holdings Inc.	2,515.57		2,638.00	122.43
07-10-09	07-12-12	40.00	M.D.C. Holdings Inc.	1,117.62		1,241.41	123.79
07-07-10	07-13-12	140.00	Toll Brothers Inc.	2,248.39		4,176.16	1,927.77
07-10-09	07-20-12	50.00	M.D.C. Holdings Inc.	1,397.02		1,561.80	164.78
08-23-10	07-20-12	85.00	M.D.C. Holdings Inc.	2,213.55		2,655.05	441.50
05-16-11	07-20-12	45.00	M.D.C. Holdings Inc.	1,130.94		1,405.62	274.68
05-01-07	07-30-12	65.00	Wal-Mart Stores Inc.	3,121.67		4,866.25	1,744.58
01-06-10	07-31-12	125.00	Valero Energy Corp.	2,311.40		3,448.39	1,136.99
08-24-10	07-31-12	5.00	Valero Energy Corp.	80.95		137.94	56.99
06-02-11	08-03-12	80.00	Target Corp.	3,845.49		4,977.56	1,132.07
08-24-10	08-07-12	135.00	Valero Energy Corp.	2,185.65		3,885.41	1,699.75
08-24-10	08-16-12	130.00	Valero Energy Corp.	2,104.70		3,734.20	1,629.50
06-09-09	08-17-12	115.00	Cintas Corp.	2,645.89		4,739.82	2,093.93
05-08-06	08-22-12	255.00	Microsoft Corp.	6,034.29		7,781.14	1,746.85
05-11-06	08-22-12	305.00	Microsoft Corp.	7,175.32		9,306.85	2,131.53
06-13-06	08-22-12	20.00	Microsoft Corp.	432.67		610.29	177.62
08-11-11	08-27-12	70.00	Campbell Soup Co.	2,107.17		2,448.02	340.85
05-10-10	08-28-12	235.00	Sea Bright Holdings	2,568.71		2,565.77	-2.94
07-28-10	08-28-12	30.00	Sea Bright Holdings	260.37		327.54	67.17
07-28-10	08-29-12	250.00	Sea Bright Holdings	2,169.71		2,727.67	557.96
09-02-11	09-14-12	65.00	Universal Forest Products Inc.	1,725.40		2,728.48 *	1,003.08

This Realized Gains and Loss Report is limited in scope as it only tracks and records the cost basis for the securities purchased by Century Management. It is the client's responsibility to keep track of all transaction records and original cost basis for any securities transferred into this managed account. Therefore, Century Management is not responsible for the reporting accuracy of the cost basis for any securities shown on this report that were not purchased by Century Management. Additionally, this Realized Gains and Loss Report may differ from the 1099 tax form you receive from your account custodian. Please use the account custodian's 1099 tax form as your official record for sales proceeds as this is what will be reported to the Internal Revenue Service. Century Management is not an accounting firm. We recommend that you always seek out professional accounting and tax advice when preparing your tax returns or have other questions relating to tax planning and preparation issues.

Century Management REALIZED GAINS AND LOSSES

Andrew Norman Foundation
6159-8259

Mr. Dan Olincy Attn: Martha
From 07-01-12 Through 06-30-13

Long Term Gain or Loss

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Long Term Gain Or Loss
04-23-09	09-18-12	125.00	COMCAST CORP NEW CL A SPL	1,605.56		4,231.39	2,625.83
10-09-06	09-18-12	45.00	3M Co.	3,412.07		4,195.04	782.97
06-23-09	09-18-12	55.00	Paychex Inc.	1,435.04		1,878.52	443.48
05-16-11	09-19-12	60.00	M.D.C. Holdings Inc.	1,507.93		2,320.84	812.91
06-15-11	09-19-12	60.00	M.D.C. Holdings Inc.	1,467.39		2,320.85	853.46
08-05-11	09-20-12	265.00	Steelcase Inc.	2,215.08		2,537.91	322.83
09-12-11	09-20-12	40.00	Steelcase Inc.	283.21		383.08	99.87
06-15-11	09-21-12	45.00	M.D.C. Holdings Inc.	1,100.54		1,808.89	708.35
08-08-11	09-21-12	10.00	M.D.C. Holdings Inc.	172.83		401.97	229.14
09-08-08	10-11-12	110.00	Dell Inc.	2,201.75		1,030.71	-1,171.04
09-15-08	10-11-12	215.00	Dell Inc.	3,982.99		2,014.57	-1,968.42
09-16-08	10-11-12	240.00	Dell Inc.	3,872.06		2,248.82	-1,623.24
10-07-08	10-11-12	235.00	Dell Inc.	3,373.99		2,201.97	-1,172.02
10-22-08	10-11-12	240.00	Dell Inc.	2,987.01		2,248.82	-738.19
08-31-10	11-29-12	185.00	Staples Inc.	3,279.42		2,173.76	-1,105.66
05-20-11	11-29-12	345.00	Staples Inc.	5,695.12		4,053.77	-1,641.35
08-05-11	12-28-12	60.00	VCA Antech Inc.	1,063.06		1,249.26	186.20
07-28-11	01-14-13	110.00	ABM Industries Inc.	2,496.83		2,251.83	-245.00
08-08-11	01-14-13	110.00	ABM Industries Inc.	2,188.06		2,251.83	63.77
06-24-11	01-28-13	160.00	Benchmark Electronics Inc.	2,484.89		2,838.31	353.42
12-16-11	01-28-13	155.00	Benchmark Electronics Inc.	1,992.41		2,749.62	757.21
08-04-11	02-06-13	110.00	Molex Inc.	2,391.86		3,017.54	625.68
09-12-11	02-11-13	115.00	Steelcase Inc.	814.23		1,521.39	707.16
07-30-10	04-10-13	55.00	Thermo Fisher Scientific Inc.	2,483.33		4,452.97	1,969.64
08-08-11	05-10-13	55.00	M.D.C. Holdings Inc.	950.54		2,093.78	1,143.24
10-06-06	05-10-13	20.00	Marsh & McLennan Cos.	560.60		784.38	223.78
05-07-09	05-10-13	125.00	Marsh & McLennan Cos.	2,605.91		4,902.36	2,296.45
10-03-08	06-12-13	90.00	American Express Co.	2,808.70		6,722.17	3,913.47
09-02-11	06-12-13	40.00	Universal Forest Products Inc.	1,061.79		1,574.57	512.78
10-18-11	06-12-13	35.00	Universal Forest Products Inc.	858.00		1,377.75	519.75
12-16-11	06-26-13	205.00	Benchmark Electronics Inc.	2,635.12		4,112.03	1,476.91
TOTAL LONG TERM GAINS							41,877.97
TOTAL LONG TERM LOSSES							-9,729.68
				121,131.04	0.00	153,279.33	32,148.29

TOTAL REALIZED GAIN/LOSS **43,942.88**

NO CAPITAL GAINS DISTRIBUTIONS

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Andrew Norman Foundation

STATEMENT B

ANDREW NORMAN FOUNDATION

Assets Statement

FYE 6/30/2013

STOCKS	BOOK VALUE	FMV	UNREALIZED GAINS/LOSS
3M Company	3,032.97	4,374.00	1,341.03
Alcoa, Inc.	4,651.01	4,222.80	-428.21
Applied Mat	19,837.11	16,710.40	-3,126.71
Astec Industries	9,237.72	11,315.70	2,077.98
Berkshire Hathaway B New	12,002.48	17,907.20	5,904.72
CDI Corp	9,381.41	8,708.40	-673.01
Cisco Systems Inc.	13,874.57	21,293.13	7,418.56
Comcast CP	3,065.30	8,529.05	5,463.75
Core Mark Holding	2,541.88	5,715.00	3,173.12
Corning Inc.	14,608.93	17,716.35	3,107.42
Emerson Elec	8,394.87	11,180.70	2,785.83
Encore Wire Corp.	4,425.35	7,331.50	2,906.15
Exxon Mobile Corp.	3,243.84	4,969.25	1,725.41
Granite Construction	6,003.50	8,184.00	2,180.50
Halliburton Co. Holding Co.	4,620.84	5,840.80	1,219.96
Harsco Corp	8,589.80	8,812.20	222.40
Heldrick & Struggles Intl.	2,241.70	2,090.00	-151.70
Hutchinson Tech	15,428.07	3,311.00	-12,117.07
Insteel Industries, Inc	2,151.69	3,504.00	1,352.31
Intel Corp	7,270.64	9,328.55	2,057.91
Jacobs Engineering Group	14,093.58	22,327.65	8,234.09
Layne Christesen Co.	13,469.08	13,657.00	187.92
Lydall Inc	3,168.23	5,986.00	2,817.77
Maxwell Tech Inc.	5,836.06	5,148.00	-688.06
Medtronic Inc	4,692.29	6,948.45	2,256.16
Microsoft Corp	8,328.93	13,299.83	4,970.90
Nationstar Mtg. Holdings	4,722.47	4,680.00	-42.47
Newmont Mining Co	26,318.76	19,018.25	-7,300.51
Newport Corp	4,489.25	6,198.85	1,709.60
Ocwen Financial Corp.	4,721.58	5,152.50	430.92
Orion Marine Group	4,661.85	9,007.05	4,345.20
Paychex Inc	3,546.96	5,111.40	1,564.44
Powell Industries	5,131.57	7,747.50	2,615.93
Staples Inc.	5,975.11	6,189.30	214.19
Steelcase Inc.	2,605.37	5,394.60	2,789.23
Tesco PLC Sponsored ADRF	9,549.17	9,760.00	210.83
Tidewater Inc	7,472.55	10,254.60	2,782.05
Toll Brothers Inc	915.80	2,120.95	1,205.15
Total SA Adr.	4,505.93	5,113.50	607.57
Universal Fores Product	1,470.85	2,395.20	924.35
Vishay Precision Group	7,493.65	7,721.40	227.75
Walter Investment Mgmt.	11,664.92	9,804.90	-1,860.02
Wells Fargo New	8,020.90	18,158.80	10,137.90
TOTAL STOCKS	317,458.52	382,239.76	64,781.24