Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning OCT 1, 2012 **, and ending** SEP 30, 2013

Name of foundation THE PARKER FOUNDATION	**A Employer identification number** 51-0141231
Number and street (or P O box number if mail is not delivered to street address) / Room/suite 2604-B EL CAMINO REAL, SUITE 244	**B** Telephone number 760-720-0630
City or town, state, and ZIP code CARLSBAD, CA 92008	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D 1** Foreign organizations, check here ▶ ☐ **2.** Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 41,231,583. **J** Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	803,573.	803,573.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,914,734.			
b	Gross sales price for all assets on line 6a 35,537,316.				
7	Capital gain net income (from Part IV, line 2)		2,914,734.		
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	-222,270.	-10,547.		STATEMENT 2
12	**Total.** Add lines 1 through 11	3,496,037.	3,707,760.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	68,750.	3,437.		65,313.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	52,783.	5,278.		47,505.
c	Other professional fees STMT 4	179,148.	227,398.		7,620.
17	Interest				
18	Taxes STMT 5	38,345.	5,211.		180.
19	Depreciation and depletion	1,576.	315.		
20	Occupancy				
21	Travel, conferences, and meetings	6,994.	0.		6,994.
22	Printing and publications	665.	0.		665.
23	Other expenses STMT 6	20,494.	1,036.		20,494.
24	**Total operating and administrative expenses.** Add lines 13 through 23	368,755.	242,675.		148,771.
25	Contributions, gifts, grants paid	1,819,750.			1,937,824.
26	**Total expenses and disbursements.** Add lines 24 and 25	2,188,505.	242,675.		2,086,595.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,307,532.			
b	**Net investment income** (if negative, enter -0-)		3,465,085.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	486,388.	229,170.	229,170.
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	33,506,605.	34,992,718.	40,988,309.
	14 Land, buildings, and equipment: basis ▶ 8,093.			
	Less accumulated depreciation STMT 9 ▶ 3,146.	5,677.	4,947.	4,947.
	15 Other assets (describe ▶ STATEMENT 11)	10,137.	9,157.	9,157.
	16 **Total assets** (to be completed by all filers)	34,008,807.	35,235,992.	41,231,583.
Liabilities	17 Accounts payable and accrued expenses	28,757.	37,761.	
	18 Grants payable	458,697.	340,623.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	487,454.	378,384.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	33,521,353.	34,857,608.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	33,521,353.	34,857,608.	
	31 **Total liabilities and net assets/fund balances**	34,008,807.	35,235,992.	

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	33,521,353.
2	Enter amount from Part I, line 27a	2	1,307,532.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	28,723.
4	Add lines 1, 2, and 3	4	34,857,608.
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	34,857,608.

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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				
b	SEE ATTACHED STATEMENTS			
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	35,537,316.		32,929,333.	2,914,734.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				2,914,734.

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 — 2,914,734.

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	1,935,240.	36,617,166.	.052851
2010	2,080,427.	38,450,290.	.054107
2009	1,804,696.	35,504,748.	.050830
2008	1,501,937.	30,638,510.	.049021
2007	2,115,077.	41,146,993.	.051403

2	**Total** of line 1, column (d)	2	.258212
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	.051642
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	39,233,188.
5	Multiply line 4 by line 3	5	2,026,080.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	34,651.
7	Add lines 5 and 6	7	2,060,731.
8	Enter qualifying distributions from Part XII, line 4	8	2,086,595.

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 ▶ [X] and enter 1% of Part I, line 27b		1	34,651.
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	34,651.
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	34,651.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 32,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 11,700.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	43,700.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	5.
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	9,044.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 9,044. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ WWW.THEPARKERFOUNDATION.ORG			
14	The books are in care of ▶ ROBBIN POWELL Telephone no. ▶ (760)720-0630			
	Located at ▶ 2604-B EL CAMINO REAL, SUITE 244, CARLSBAD, CA ZIP+4 ▶ 92008			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 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?	16		X
	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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)? ☒ 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** Yes: X

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? **6b** No: X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		68,750.	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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CANTERBURY CONSULTING - 660 NEWPORT CENTER DRIVE, SUITE 300, NEWPORT BEACH, CA 92660	INVESTMENT ADVISORY	61,962.
LINDSAY & BROWNELL, LLP - 4225 EXECUTIVE SQUARE, STE. 1150, LA JOLLA, CA 92037	ACCOUNTING, AUDITING	52,783.
Total number of others receiving over $50,000 for professional services ▶		0

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 CHARITABLE GRANT PROGRAM	2,086,595.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	30,245,836.
b	Average of monthly cash balances	1b	1,435,661.
c	Fair market value of all other assets	1c	8,149,151.
d	**Total** (add lines 1a, b, and c)	1d	39,830,648.
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	39,830,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	597,460.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,233,188.
6	**Minimum investment return** Enter 5% of line 5	6	1,961,659.

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	1,961,659.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	34,651.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	348.		
c	Add lines 2a and 2b			2c	34,999.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,926,660.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,926,660.
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	1,926,660.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,086,595.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,086,595.
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	34,651.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	2,051,944.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,926,660.
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				
b From 2008				
c From 2009				
d From 2010 180,667.				
e From 2011 146,412.				
f **Total** of lines 3a through e	327,079.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,086,595.				
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				1,926,660.
e Remaining amount distributed out of corpus	159,935.			
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	487,014.			
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	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	487,014.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 180,667.				
d Excess from 2011 146,412.				
e Excess from 2012 159,935.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 ▶ [X] 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:

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE	N/A			1,937,824.
Total			▶ 3a	1,937,824.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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					
4 Dividends and interest from securities			14	803,573.	
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			14	-10,547.	
8 Gain or (loss) from sales of assets other than inventory			18	2,914,734.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PARTNERSHIP BOOK INCOME					
b ADJ - NOT TAXABLE			14	-211,723.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,496,037.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 3,496,037.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Judy McDonald 3/4/2014

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARY H. MCGROARTY	Mary H McGroarty	2/27/14		P00735101
Firm's name ▶ LINDSAY & BROWNELL, LLP			Firm's EIN ▶ 33-0885895	
Firm's address ▶ 4225 EXECUTIVE SQUARE, SUITE 1150 LA JOLLA, CA 92037			Phone no. 858 5589200	

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	UNION BANK - SEE ATTACHED STATEMENT	P	VARIOUS	09/30/13
b	AG SUPER FUND LP	P		
c	AG SUPER FUND LP	P		
d	AG SUPER FUND LP - 1231 GAIN/(LOSS)	P		
e	AG SUPER FUND LP - 1256 GAIN/(LOSS)	P		
f	AG REALTY FUND VIII LP	P		
g	AG REALTY FUND VIII LP	P		
h	AG REALTY FUND VIII LP - 1256 GAIN/(LOSS)	P		
i	FRONTIER MID CAP GROWTH FUND LP	P		
j	FRONTIER MID CAP GROWTH FUND LP	P		
k	MONTAUK TRIGUARD FUND IV	P		
l	MONTAUK TRIGUARD FUND IV	P		
m	MONTAUK TRIGUARD FUND IV - 1231 GAIN/(LOSS)	P		
n	MONTAUK TRIGUARD FUND IV - 1256 GAIN/(LOSS)	P		
o	MONTAUK TRIGUARD FUND V	P		

	(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	35,235,580.		32,929,333.	2,306,247.
b				16,607.
c				55,394.
d				9,501.
e				-3,053.
f				1,915.
g				6,759.
h				42.
i				-19,960.
j				182,807.
k				1,076.
l				52,160.
m				184.
n				-809.
o				2,590.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				2,306,247.
b				16,607.
c				55,394.
d				9,501.
e				-3,053.
f				1,915.
g				6,759.
h				42.
i				-19,960.
j				182,807.
k				1,076.
l				52,160.
m				184.
n				-809.
o				2,590.

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	
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	

223591
05-01-12

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	MONTAUK TRIGUARD FUND V	P		
b	MONTAUK TRIGUARD FUND V - 1231 GAIN/(LOSS)	P		
c	MONTAUK TRIGUARD FUND V - 1256 GAIN/(LOSS)	P		
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				782.
b				800.
c				-44.
d	301,736.			301,736.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				782.
b				800.
c				-44.
d				301,736.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	2,914,734.
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

223591
05-01-12

The Parker Foundation
FEIN 51-0141231
Capital Gains & Losses
October 1, 2012 through September 30, 2013

Date	Name	Cost	Proceeds	Gain/Loss
10/31/2012	300 shs Best Buy Inc		5,382 77	
10/31/2012	300 shs Best Buy Inc	6,551 64		-1,168 87
10/31/2012	500 shs Best Buy Inc		8,967 45	
10/31/2012	500 shs Best Buy Inc	10,919 39		-1,951 94
10/31/2012	500 shs Best Buy Inc		8,946 59	
10/31/2012	500 shs Best Buy Inc	10,919 39		-1,972 80
10/31/2012	200 shs Best Buy Inc		3,548 38	
10/31/2012	200 shs Best Buy Inc	4,367 76		-819 38
10/31/2012	100 shs Best Buy Inc		1,750 63	
10/31/2012	100 shs Best Buy Inc	2,183 88		-433 25
10/31/2012	100 shs Best Buy Inc		1,760 96	
10/31/2012	100 shs Best Buy Inc	2,183 88		-422 92
10/31/2012	200 shs Best Buy Inc		3,520 30	
10/31/2012	200 shs Best Buy Inc	4,367 76		-847 46
10/31/2012	300 shs Best Buy Inc		5,253 39	
10/31/2012	300 shs Best Buy Inc	6,551 63		-1,298 24
10/31/2012	100 shs Best Buy Inc		1,741 08	
10/31/2012	100 shs Best Buy Inc	2,183 88		-442 80
10/31/2012	100 shs Best Buy Inc		1,735 74	
10/31/2012	100 shs Best Buy Inc	2,183 88		-448 14
10/31/2012	200 shs Best Buy Inc		3,443 22	
10/31/2012	200 shs Best Buy Inc	4,367 76		-924 54
10/31/2012	400 shs Best Buy Inc		6,798 60	
10/31/2012	400 shs Best Buy Inc	8,735 51		-1,936 91
10/31/2012	100 shs CA Inc		2,550 96	
10/31/2012	100 shs CA Inc	2,735 78		-184 82
10/31/2012	100 shs CA Inc		2,556 13	
10/31/2012	100 shs CA Inc	2,735 78		-179 65
10/31/2012	100 shs CA Inc		2,559 45	
10/31/2012	100 shs CA Inc	2,735 78		-176 33
10/31/2012	100 shs CA Inc		2,551 83	
10/31/2012	100 shs CA Inc	2,735 78		-183 95
10/31/2012	100 shs CA Inc		2,544 71	
10/31/2012	100 shs CA Inc	2,735 78		-191 07
10/31/2012	100 shs CA Inc		2,544 61	
10/31/2012	100 shs CA Inc	2,735 78		-191 17
10/31/2012	100 shs CA Inc		2,537 74	
10/31/2012	100 shs CA Inc	2,735 78		-198 04
10/31/2012	20 shs CA Inc		512 87	
10/31/2012	20 shs CA Inc	547 16		-34 29
10/31/2012	11 shs Grainger WW Inc		2,305 58	
10/31/2012	11 shs Grainger WW Inc	1,110 06		1,195 52
10/31/2012	23 shs Grainger WW Inc		4,805 14	
10/31/2012	23 shs Grainger WW Inc	2,321 03		2,484 11
10/31/2012	16 shs Grainger WW Inc		3,310 56	
10/31/2012	16 shs Grainger WW Inc	1,614 63		1,695 93
10/31/2012	14 shs Grainger WW Inc		2,873 57	
10/31/2012	14 shs Grainger WW Inc	1,412 80		1,460 77
10/31/2012	14 shs Grainger WW Inc		2,856 58	
10/31/2012	14 shs Grainger WW Inc	1,412 80		1,443 78
10/31/2012	9 shs Grainger WW Inc		1,838 50	
10/31/2012	9 shs Grainger WW Inc	908 23		930 27

The Parker Foundation
FEIN 51-0141231
Capital Gains & Losses
October 1, 2012 through September 30, 2013

Date	Name	Cost	Proceeds	Gain/Loss
10/31/2012	12 shs Grainger WW Inc		2,414 29	
10/31/2012	12 shs Grainger WW Inc	1,210 97		1,203 32
10/31/2012	11 shs Grainger WW Inc		2,195 15	
10/31/2012	11 shs Grainger WW Inc	1,110 06		1,085 09
10/31/2012	13 shs Grainger WW Inc		2,591 40	
10/31/2012	13 shs Grainger WW Inc	1,311 88		1,279 52
10/31/2012	26 shs Grainger WW Inc		5,121 62	
10/31/2012	26 shs Grainger WW Inc	2,623 77		2,497 85
10/31/2012	12 shs Grainger WW Inc		2,370 58	
10/31/2012	12 shs Grainger WW Inc	1,210 97		1,159 61
10/31/2012	17 shs Grainger WW Inc		3,438 05	
10/31/2012	17 shs Grainger WW Inc	1,715 54		1,722 51
10/31/2012	14 shs Grainger WW Inc		2,814 45	
10/31/2012	14 shs Grainger WW Inc	1,412 80		1,401 65
10/31/2012	164 shs Qualcomm Inc		9,624 46	
10/31/2012	164 shs Qualcomm Inc	6,525 03		3,099 43
10/31/2012	136 shs Qualcomm Inc		8,021 47	
10/31/2012	136 shs Qualcomm Inc	5,411 00		2,610 47
10/31/2012	53 shs Qualcomm Inc		3,061 08	
10/31/2012	53 shs Qualcomm Inc	2,108 70		952 38
10/31/2012	111 shs Qualcomm Inc		6,398 70	
10/31/2012	111 shs Qualcomm Inc	4,416 33		1,982 37
10/31/2012	36 shs Qualcomm Inc		2,100 76	
10/31/2012	36 shs Qualcomm Inc	1,432 32		668 44
10/31/2012	33 shs Regeneron Pharmaceuticals Inc		5,333 99	
10/31/2012	33 shs Regeneron Pharmaceuticals Inc	2,203 64		3,130 35
10/31/2012	15 shs Regeneron Pharmaceuticals Inc		2,381 45	
10/31/2012	15 shs Regeneron Pharmaceuticals Inc	1,001 66		1,379 79
10/31/2012	12 shs Regeneron Pharmaceuticals Inc		1,806 17	
10/31/2012	12 shs Regeneron Pharmaceuticals Inc	801 32		1,004 85
10/31/2012	7 shs Regeneron Pharmaceuticals Inc		1,005 71	
10/31/2012	7 shs Regeneron Pharmaceuticals Inc	467 44		538 27
10/31/2012	28 shs Visa Inc Com		3,837 27	
10/31/2012	28 shs Visa Inc Com	1,766 43		2,070 84
10/31/2012	47 shs Visa Inc Com		6,452 99	
10/31/2012	47 shs Visa Inc Com	2,965 08		3,487 91
11/30/2012	8,210 345 shs Pimco Total Return Instl#35		95,240 00	
11/30/2012	8,210 345 shs Pimco Total Return Instl#35	87,000 52		8,239 48
11/30/2012	6,168 394 shs Pimco Total Return Instl#35		71,430 00	
11/30/2012	6,168 394 shs Pimco Total Return Instl#35	65,363 09		6,066 91
11/30/2012	410 345 shs Pimco Total Return Instl #35		4,760 00	
11/30/2012	410 345 shs Pimco Total Return Instl #35	4,361 05		398 95
11/30/2012	308 29 shs Pimco Total Return Instl #35		3,570 00	
11/30/2012	308 29 shs Pimco Total Return Instl #35	3,276 44		293 56
11/30/2012	700 shs Hewlett Parckard Co		8,189 40	
11/30/2012	700 shs Hewlett Parckard Co	16,395 26		-8,205 86
11/30/2012	540 shs Hewlett Packard Co		6,304 62	
11/30/2012	540 shs Hewlett Packard Co	12,647 77		-6,343 15
11/30/2012	2,000 shs Hewlett Packard Co		23,705 66	
11/30/2012	2,000 shs Hewlett Packard Co	46,843 59		-23,137 93
11/30/2012	3,200 shs Hewlett Packard Co		37,991 15	
11/30/2012	3,200 shs Hewlett Packard Co	74,949 74		-36,958 59
11/30/2012	100 shs Noble Energy Inc		9,513 43	

The Parker Foundation
FEIN 51-0141231
Capital Gains & Losses
October 1, 2012 through September 30, 2013

Date	Name	Cost	Proceeds	Gain/Loss
11/30/2012	100 shs Noble Energy Inc	4,167 92		5,345 51
11/30/2012	100 shs Noble Energy Inc		9,578 83	
11/30/2012	100 shs Noble Energy Inc	4,167 93		5,410 90
11/30/2012	100 shs Noble Energy Inc		9,576 09	
11/30/2012	100 shs Noble Energy Inc	4,167 92		5,408 17
11/30/2012	13 shs Grainger WW Inc		2,621 80	
11/30/2012	13 shs Grainger WW Inc	1,311 88		1,309 92
11/30/2012	16 shs Grainger WW Inc		3,231 36	
11/30/2012	16 shs Grainger WW Inc	1,614 63		1,616 73
11/30/2012	9 shs Grainger WW Inc		1,820 59	
11/30/2012	9 shs Grainger WW Inc	908 23		912 36
11/30/2012	13 shs Grainger WW Inc		2,617 68	
11/30/2012	13 shs Grainger WW Inc	1,311 88		1,305 80
11/30/2012	18 shs Grainger WW Inc		3,627 53	
11/30/2012	18 shs Grainger WW Inc	1,816 45		1,811 08
11/30/2012	18 shs Grainger WW Inc		3,661 28	
11/30/2012	18 shs Grainger WW Inc	1,816 45		1,844 83
11/30/2012	21 shs Grainger WW Inc		4,271 42	
11/30/2012	21 shs Grainger WW Inc	2,119 20		2,152 22
11/30/2012	11 shs Grainger WW Inc		2,194 44	
11/30/2012	11 shs Grainger WW Inc	1,110 06		1,084 38
11/30/2012	10 shs Grainger WW Inc		1,962 53	
11/30/2012	10 shs Grainger WW Inc	1,009 14		953 39
11/30/2012	12 shs Grainger WW Inc		2,336 11	
11/30/2012	12 shs Grainger WW Inc	1,210 97		1,125 14
11/30/2012	17 shs Grainger WW Inc		3,308 36	
11/30/2012	17 shs Grainger WW Inc	1,715 54		1,592 82
11/30/2012	8 shs Regeneron Pharmaceuticals Inc		1,171 02	
11/30/2012	8 shs Regeneron Pharmaceuticals Inc	534 22		636 80
12/31/2012	1,382 293 shs Dodge & Cox Intl #1048		47,620 00	
12/31/2012	1,382 293 shs Dodge & Cox Intl #1048	57,269 40		-9,649 40
12/31/2012	4,552 581 shs HSBC Opportunity Fd A#7		47,620 00	
12/31/2012	4,552 581 shs HSBC Opportunity Fd A#7	45,048 02		2,571 98
12/31/2012	2,152 803 shs Janus Perkins Mid CapT#1067		47,620 00	
12/31/2012	2,152 803 shs Janus Perkins Mid CapT#1067	32,571 91		15,048 09
12/31/2012	8,383 803 shs Pimco Total Return Instl#35		95,240 00	
12/31/2012	8,383 803 shs Pimco Total Return Instl#35	88,863 63		6,376 37
12/31/2012	69 086 shs Dodge & Cox Intl Fd #1048		2,380 00	
12/31/2012	69 086 shs Dodge & Cox Intl Fd #1048	2,862 28		-482 28
12/31/2012	227 533 shs HSBC Opportunity Fd A#7		2,380 00	
12/31/2012	227 533 shs HSBC Opportunity Fd A#7	2,251 45		128 55
12/31/2012	107 595 shs Janus Perkins Mid Cap T #1067		2,380 00	
12/31/2012	107 595 shs Janus Perkins Mid Cap T #1067	1,897 72		482 28
12/31/2012	419 014 shs Pimco Total Return Instl #35		4,760 00	
12/31/2012	419 014 shs Pimco Total Return Instl #35	4,454 39		305 61
12/31/2012	700 shs Pfizer Inc		17,930 51	
12/31/2012	700 shs Pfizer Inc	12,020 08		5,910 43
12/31/2012	590 shs Pfizer Inc		15,047 49	
12/31/2012	590 shs Pfizer Inc	10,131 21		4,916 28
12/31/2012	136 shs Las Vegas Sands Corp Com		6,283 27	
12/31/2012	136 shs Las Vegas Sands Corp Com	4,136 38		2,146 89
12/31/2012	40 shs Las Vegas Sands Corp Com		1,834 85	
12/31/2012	40 shs Las Vegas Sands Corp Com	1,216 58		618 27

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12/31/2012	83 shs Las Vegas Sands Corp Com		3,807 56	
12/31/2012	83 shs Las Vegas Sands Corp Com	2,524 41		1,283 15
12/31/2012	74 shs Las Vegas Sands Corp Com		3,350 71	
12/31/2012	74 shs Las Vegas Sands Corp Com	2,250 68		1,100 03
12/31/2012	42 shs Las Vegas Sands Corp Com		1,886 55	
12/31/2012	42 shs Las Vegas Sands Corp Com	1,277 41		609 14
01/31/2013	30 shs Citigroup Inc Com		1,281 81	
01/31/2013	30 shs Citigroup Inc Com	1,031 77		250 04
01/31/2013	250 shs Citigroup Inc Com		10,550 76	
01/31/2013	250 shs Citigroup Inc Com	8,598 06		1,952 70
01/31/2013	950 shs Halliburton Co		37,692 68	
01/31/2013	950 shs Halliburton Co	22,005 71		15,686 97
01/31/2013	700 shs Merck & Co Com		29,866 37	
01/31/2013	700 shs Merck & Co Com	19,835 34		10,031 03
01/31/2013	400 shs Merck & Co Com		17,076 33	
01/31/2013	400 shs Merck & Co Com	11,334 48		5,741 85
01/31/2013	500 shs Merck & Co Com		21,504 61	
01/31/2013	500 shs Merck & Co Com	14,168 09		7,336 52
01/31/2013	300 shs Merck & Co Com		12,905 08	
01/31/2013	300 shs Merck & Co Com	8,500 86		4,404 22
01/31/2013	500 shs Sanofi		24,211 31	
01/31/2013	500 shs Sanofi	18,226 10		5,985 21
01/31/2013	200 shs Sanofi		9,800 02	
01/31/2013	200 shs Sanofi	7,290 44		2,509 58
01/31/2013	50 shs ASML Holding N V F		31 26	
01/31/2013	50 shs ASML Holding N V F	17 92		13 34
01/31/2013	402 50 shs ASML Holding N V F		20,758 57	
01/31/2013	402 50 shs ASML Holding N V F	14,423 35		6,335 22
01/31/2013	21 shs IntercontinentalExchange Inc		2,679 55	
01/31/2013	21 shs IntercontinentalExchange Inc	1,546 24		1,133 31
01/31/2013	8 shs IntercontinentalExchange Inc		1,019 76	
01/31/2013	8 shs IntercontinentalExchange Inc	589 05		430 71
01/31/2013	26 shs IntercontinentalExchange Inc		3,294 94	
01/31/2013	26 shs IntercontinentalExchange Inc	1,914 40		1,380 54
01/31/2013	11 shs IntercontinentalExchange Inc		1,387 31	
01/31/2013	11 shs IntercontinentalExchange Inc	809 94		577 37
01/31/2013	9 shs IntercontinentalExchange Inc		1,142 39	
01/31/2013	9 shs IntercontinentalExchange Inc	662 68		479 71
01/31/2013	25 shs IntercontinentalExchange Inc		3,181 09	
01/31/2013	25 shs IntercontinentalExchange Inc	1,840 76		1,340 33
01/31/2013	26 shs IntercontinentalExchange Inc		3,486 08	
01/31/2013	26 shs IntercontinentalExchange Inc	1,914 40		1,571 68
01/31/2013	26 shs IntercontinentalExchange Inc		3,487 28	
01/31/2013	26 shs IntercontinentalExchange Inc	1,914 40		1,572 88
01/31/2013	20 shs IntercontinentalExchange Inc		2,698 57	
01/31/2013	20 shs IntercontinentalExchange Inc	1,472 61		1,225 96
01/31/2013	143 shs IntercontinentalExchange Inc		19,321 09	
01/31/2013	143 shs IntercontinentalExchange Inc	10,529 17		8,791 92
01/31/2013	30 shs IntercontinentalExchange Inc		4,089 96	
01/31/2013	30 shs IntercontinentalExchange Inc	2,208 92		1,881 04
01/31/2013	15 shs IntercontinentalExchange Inc		2,049 06	
01/31/2013	15 shs IntercontinentalExchange Inc	1,104 46		944 60
01/31/2013	30 shs IntercontinentalExchange Inc		4,160 87	

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01/31/2013	30 shs IntercontinentalExchange Inc	2,208 92		1,951 95
01/31/2013	35 shs IntercontinentalExchange Inc		4,863 36	
01/31/2013	35 shs IntercontinentalExchange Inc	2,577 07		2,286 29
01/31/2013	15 shs IntercontinentalExchange Inc		2,077 25	
01/31/2013	15 shs IntercontinentalExchange Inc	1,104 46		972 79
01/31/2013	10 shs IntercontinentalExchange Inc		1,381 06	
01/31/2013	10 shs IntercontinentalExchange Inc	736 30		644 76
01/31/2013	142 shs Qualcomm Inc		9,057 50	
01/31/2013	142 shs Qualcomm Inc	5,649 72		3,407 78
01/31/2013	25 shs Qualcomm Inc		1,597 77	
01/31/2013	25 shs Qualcomm Inc	994 67		603 10
01/31/2013	141 shs Qualcomm Inc		9,017 53	
01/31/2013	141 shs Qualcomm Inc	5,609 94		3,407 59
01/31/2013	147 shs Qualcomm Inc		9,498 38	
01/31/2013	147 shs Qualcomm Inc	5,848 66		3,649 72
01/31/2013	170 shs Qualcomm Inc		10,999 63	
01/31/2013	170 shs Qualcomm Inc	6,763 75		4,235 88
01/31/2013	5 shs Regeneron Pharmaceuticals Inc		872 04	
01/31/2013	5 shs Regeneron Pharmaceuticals Inc	333 89		538 15
12/31/2012	1,750 shs ESC Asml Holding N V F		20,758 57	
01/31/2013	-1,750 shs ESC ASML Holding N V F	20,758 57		0 00
01/31/2013	Giovine Investment Partners LLC		649,400 40	
01/31/2013	Giovine Investment Partners LLC	610,651 26		38,749 14
02/28/2013	62,032 11 shs Vngrd Growth Index CL#1347		2,215,786 97	
02/28/2013	62,032 11 shs Vngrd Growth Index CL#1347	2,182,430 19		33,356 78
02/28/2013	3,100 303 shs Vngrd Growth Index CL#1347		110,742 82	
02/28/2013	3,100 303 shs Vngrd Growth Index CL#1347	109,075 68		1,667 14
02/28/2013	100 shs Noble Energy Inc		11,192 31	
02/28/2013	100 shs Noble Energy Inc	4,167 93		7,024 38
02/28/2013	200 shs Noble Energy Inc		22,043 15	
02/28/2013	200 shs Noble Energy Inc	8,335 85		13,707 30
02/28/2013	35 shs Noble Energy Inc		3,879 33	
02/28/2013	35 shs Noble Energy Inc	1,458 77		2,420 56
02/28/2013	100 shs Noble Energy Inc		11,127 53	
02/28/2013	100 shs Noble Energy Inc	4,167 92		6,959 61
02/28/2013	45 shs Noble Energy Inc		5,003 64	
02/28/2013	45 shs Noble Energy Inc	1,875 57		3,128 07
02/28/2013	75 shs Alexion Pharmaceuticals Inc		6,542 85	
02/28/2013	75 shs Alexion Pharmaceuticals Inc	2,465 78		4,077 07
02/28/2013	75 shs Allergan Inc		7,946 07	
02/28/2013	75 shs Allergan Inc	4,681 29		3,264 78
02/28/2013	50 shs Amazon com Inc		13,177 70	
02/28/2013	50 shs Amazon com Inc	4,845 01		8,332 69
02/28/2013	90 shs Apple Computer Inc		41,172 63	
02/28/2013	90 shs Apple Computer Inc	7,568 61		33,604 02
02/28/2013	21 shs Apple Computer Inc		9,615 12	
02/28/2013	21 shs Apple Computer Inc	1,766 01		7,849 11
02/28/2013	9 shs Apple Computer Inc		4,079 44	
02/28/2013	9 shs Apple Computer Inc	756 86		3,322 58
02/28/2013	20 shs Apple Computer Inc		8,887 80	
02/28/2013	20 shs Apple Computer Inc	1,681 91		7,205 89
02/28/2013	150 shs ARM Hldgs Plc Spon Adr		6,265 35	
02/28/2013	150 shs ARM Hldgs Plc Spon Adr	6,218 05		47 30

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02/28/2013	100 shs Asmld Holdings N V F		7,048 84	
02/28/2013	100 shs Asmld Holdings N V F	3,583 44		3,465 40
02/28/2013	25 shs Athenahealth Inc		2,194 95	
02/28/2013	25 shs Athenahealth Inc	1,657 72		537 23
02/28/2013	75 shs Cerner Corp		6,429 60	
02/28/2013	75 shs Cerner Corp	5,586 44		843 16
02/28/2013	30 shs Chipotle Mexican Grill A		9,243 69	
02/28/2013	30 shs Chipotle Mexican Grill A	8,197 75		1,045 94
02/28/2013	75 shs Coach Inc		3,539 17	
02/28/2013	75 shs Coach Inc	4,423 40		-884 23
02/28/2013	225 shs Facebook Inc Cl A		6,137 86	
02/28/2013	225 shs Facebook Inc Cl A	7,005 21		-867 35
02/28/2013	100 shs FMC Tech Inc		5,055 88	
02/28/2013	100 shs FMC Tech Inc	2,451 17		2,604 71
02/28/2013	25 shs F5 Networks Inc		2,484 44	
02/28/2013	25 shs F5 Networks Inc	2,592 07		-107 63
02/28/2013	25 shs Google Inc-Cl A		19,812 80	
02/28/2013	25 shs Google Inc-Cl A	9,775 54		10,037 26
02/28/2013	10 shs Intuitive Surgical Inc		5,579 77	
02/28/2013	10 shs Intuitive Surgical Inc	980 21		4,599 56
02/28/2013	75 shs Las Vegas Sands Corp Com		3,630 66	
02/28/2013	75 shs Las Vegas Sands Corp Com	2,281 09		1,349 57
02/28/2013	75 shs National Oilwell Varco Inc Com		4,967 88	
02/28/2013	75 shs National Oilwell Varco Inc Com	3,621 20		1,346 68
02/28/2013	125 shs Nike Inc Cl B		6,781 09	
02/28/2013	125 shs Nike Inc Cl B	3,552 88		3,228 21
02/28/2013	50 shs Praxair Inc		5,469 87	
02/28/2013	50 shs Praxair Inc	4,770 51		699 36
02/28/2013	10 shs Priceline Com Inc		6,760 54	
02/28/2013	10 shs Priceline Com Inc	5,108 64		1,651 90
02/28/2013	50 shs Qualcomm Inc		3,217 42	
02/28/2013	50 shs Qualcomm Inc	1,989 34		1,228 08
02/28/2013	26 shs Regeneron Pharmaceuticals Inc		4,537 39	
02/28/2013	26 shs Regeneron Pharmaceuticals Inc	1,736 20		2,801 19
02/28/2013	23 shs Regeneron Pharmaceuticals Inc		4,024 67	
02/28/2013	23 shs Regeneron Pharmaceuticals Inc	1,535 87		2,488 80
02/28/2013	11 shs Regeneron Pharmaceuticals Inc		1,883 33	
02/28/2013	11 shs Regeneron Pharmaceuticals Inc	734 55		1,148 78
02/28/2013	19 shs Regeneron Pharmaceuticals Inc		3,227 25	
02/28/2013	19 shs Regeneron Pharmaceuticals Inc	1,268 76		1,958 49
02/28/2013	13 shs Regeneron Pharmaceuticals Inc		2,182 45	
02/28/2013	13 shs Regeneron Pharmaceuticals Inc	868 10		1,314 35
02/28/2013	33 shs Regeneron Pharmaceuticals Inc		5,389 12	
02/28/2013	33 shs Regeneron Pharmaceuticals Inc	2,203 64		3,185 48
02/28/2013	15 shs Regeneron Pharmaceuticals Inc		2,481 95	
02/28/2013	15 shs Regeneron Pharmaceuticals Inc	1,001 66		1,480 29
02/28/2013	25 shs Regeneron Pharmaceuticals Inc		4,387 64	
02/28/2013	25 shs Regeneron Pharmaceuticals Inc	1,669 43		2,718 21
02/28/2013	6 shs Regeneron Pharmaceuticals Inc		1,035 87	
02/28/2013	6 shs Regeneron Pharmaceuticals Inc	400 66		635 21
02/28/2013	75 shs Salesforce Com Inc		12,614 71	
02/28/2013	75 shs Salesforce Com Inc	3,565 79		9,048 92
02/28/2013	100 shs Schlumberger Ltd		7,658 82	

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02/28/2013	100 shs Schlumberger Ltd	6,822 44		836 38
02/28/2013	75 shs Starbucks Corp		3,972 66	
02/28/2013	75 shs Starbucks Corp	2,221 22		1,751 44
02/28/2013	125 shs Visa Inc Com		19,672 05	
02/28/2013	125 shs Visa Inc Com	7,885 85		11,786 20
03/31/2013	100 shs Lincoln Natl Corp Ind		3,130 00	
03/31/2013	100 shs Lincoln Natl Corp Ind	2,714 53		415 47
03/31/2013	400 shs Lincoln Natl Corp Ind		12,599 51	
03/31/2013	400 shs Lincoln Natl Corp Ind	10,858 10		1,741 41
03/31/2013	100 shs Lincoln Natl Corp Ind		3,147 86	
03/31/2013	100 shs Lincoln Natl Corp Ind	2,714 52		433 34
03/31/2013	100 shs Lincoln Natl Corp Ind		3,254 30	
03/31/2013	100 shs Lincoln Natl Corp Ind	2,714 53		539 77
03/31/2013	40 shs Lincoln Natl Corp Ind		1,327 17	
03/31/2013	40 shs Lincoln Natl Corp Ind	1,085 81		241 36
03/31/2013	300 shs Lincoln Natl Corp Ind		9,947 50	
03/31/2013	300 shs Lincoln Natl Corp Ind	8,143 57		1,803 93
03/31/2013	160 shs Lincoln Natl Corp Ind		5,273 35	
03/31/2013	160 shs Lincoln Natl Corp Ind	4,343 24		930 11
03/31/2013	100 shs Lincoln Natl Corp Ind		3,309 75	
03/31/2013	100 shs Lincoln Natl Corp Ind	2,714 53		595 22
03/31/2013	100 shs Lincoln Natl Corp Ind		3,320 42	
03/31/2013	100 shs Lincoln Natl Corp Ind	2,714 52		605 90
03/31/2013	300 shs Lincoln Natl Corp Ind		9,939 25	
03/31/2013	300 shs Lincoln Natl Corp Ind	8,143 58		1,795 67
03/31/2013	50 shs Lincoln Natl Corp Ind		1,673 27	
03/31/2013	50 shs Lincoln Natl Corp Ind	1,357 26		316 01
03/31/2013	25 shs Lincoln Natl Corp Ind		833 40	
03/31/2013	25 shs Lincoln Natl Corp Ind	678 63		154 77
03/31/2013	25 shs Lincoln Natl Corp Ind		830 96	
03/31/2013	25 shs Lincoln Natl Corp Ind	678 63		152 33
03/31/2013	100 shs Mosaic Co Com		6,142 06	
03/31/2013	100 shs Mosaic Co Com	5,312 56		829 50
03/31/2013	100 shs Mosaic Co Com		6,153 61	
03/31/2013	100 shs Mosaic Co Com	5,312 56		841 05
03/31/2013	200 shs Mosaic Co Com		12,299 54	
03/31/2013	200 shs Mosaic Co Com	10,625 12		1,674 42
03/31/2013	55 shs Apple Computer Inc		24,856 12	
03/31/2013	55 shs Apple Computer Inc	4,625 26		20,230 86
03/31/2013	42 shs Apple Computer Inc		19,415 82	
03/31/2013	42 shs Apple Computer Inc	3,532 02		15,883 80
03/31/2013	21 shs Apple Computer Inc		9,518 45	
03/31/2013	21 shs Apple Computer Inc	1,766 01		7,752 44
03/31/2013	17 shs Apple Computer Inc		7,583 73	
03/31/2013	17 shs Apple Computer Inc	1,429 63		6,154 10
03/31/2013	95 shs Coach Inc		4,756 70	
03/31/2013	95 shs Coach Inc	5,602 98		-846 28
03/31/2013	54 shs Coach Inc		2,693 70	
03/31/2013	54 shs Coach Inc	3,184 85		-491 15
03/31/2013	66 shs Coach Inc		3,206 15	
03/31/2013	66 shs Coach Inc	3,892 59		-686 44
03/31/2013	42 shs Coach Inc		2,073 67	
03/31/2013	42 shs Coach Inc	2,477 11		-403 44

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03/31/2013	531 shs Coach Inc		25,949 43	
03/31/2013	531 shs Coach Inc	31,317 69		-5,368 26
03/31/2013	96 shs Coach Inc		4,682 61	
03/31/2013	96 shs Coach Inc	5,661 95		-979 34
03/31/2013	106 shs Coach Inc		5,250 10	
03/31/2013	106 shs Coach Inc	6,251 74		-1,001 64
03/31/2013	53 shs Coach Inc		2,598 29	
03/31/2013	53 shs Coach Inc	3,125 87		-527 58
03/31/2013	82 shs Coach Inc		4,053 53	
03/31/2013	82 shs Coach Inc	4,836 26		-782 73
03/31/2013	500 shs Microsoft Corp		13,942 88	
03/31/2013	500 shs Microsoft Corp	13,696 48		246 40
03/31/2013	4,600 shs Microsoft Corp		129,011 46	
03/31/2013	4,600 shs Microsoft Corp	126,007 61		3,003 85
03/31/2013	100 shs Time Warner Inc		5,511 68	
03/31/2013	100 shs Time Warner Inc	5,225 91		285 77
03/31/2013	200 shs Williams Sonoma Inc		10,268 06	
03/31/2013	200 shs Williams Sonoma Inc	8,986 54		1,281 52
04/30/2013	400 shs Barrick Gold Corp		9,929 41	
04/30/2013	400 shs Barrick Gold Corp	11,776 89		-1,847 48
04/30/2013	400 shs Barrick Gold Corp		9,897 62	
04/30/2013	400 shs Barrick Gold Corp	11,776 89		-1,879 27
04/30/2013	100 shs Hartford Finl Svcs Group Inc		2,764 66	
04/30/2013	100 shs Hartford Finl Svcs Group Inc	3,518 97		-754 31
04/30/2013	20 shs Hartford Finl Svcs Group Inc		550 82	
04/30/2013	20 shs Hartford Finl Svcs Group Inc	703 79		-152 97
04/30/2013	100 shs Hartford Finl Svcs Group Inc		2,753 58	
04/30/2013	100 shs Hartford Finl Svcs Group Inc	3,518 97		-765 39
04/30/2013	10 shs Hartford Finl Svcs Group Inc		277 81	
04/30/2013	10 shs Hartford Finl Svcs Group Inc	351 90		-74 09
04/30/2013	600 shs Pitney Bowes Inc		8,775 16	
04/30/2013	600 shs Pitney Bowes Inc	19,816 11		-11,040 95
04/30/2013	300 shs Pitney Bowes Inc		4,375 40	
04/30/2013	300 shs Pitney Bowes Inc	9,908 06		-5,532 66
04/30/2013	600 shs Pitney Bowes Inc		8,944 24	
04/30/2013	600 shs Pitney Bowes Inc	19,816 11		-10,871 87
04/30/2013	100 shs Pitney Bowes Inc		1,499 14	
04/30/2013	100 shs Pitney Bowes Inc	3,302 68		-1,803 54
04/30/2013	600 shs Pitney Bowes Inc		9,016 89	
04/30/2013	600 shs Pitney Bowes Inc	19,816 11		-10,799 22
04/30/2013	200 shs Pitney Bowes Inc		3,026 65	
04/30/2013	200 shs Pitney Bowes Inc	6,605 37		-3,578 72
04/30/2013	600 shs Sanofi		32,246 64	
04/30/2013	600 shs Sanofi	21,871 32		10,375 32
04/30/2013	400 shs Sanofi		21,447 92	
04/30/2013	400 shs Sanofi	14,580 88		6,867 04
04/30/2013	100 shs Sanofi		5,415 56	
04/30/2013	100 shs Sanofi	3,645 22		1,770 34
04/30/2013	19 shs Apple Computer Inc		8,285 18	
04/30/2013	19 shs Apple Computer Inc	1,597 82		6,687 36
04/30/2013	11 shs Apple Computer Inc		4,760 84	
04/30/2013	11 shs Apple Computer Inc	925 05		3,835 79
04/30/2013	70 shs Apple Computer Inc		29,563 81	

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04/30/2013	70 shs Apple Computer Inc	5,886 70		23,677 11
04/30/2013	285 shs Qualcomm Inc		17,603 94	
04/30/2013	285 shs Qualcomm Inc	11,339 23		6,264 71
04/30/2013	219 shs Qualcomm Inc		13,541 56	
04/30/2013	219 shs Qualcomm Inc	8,713 31		4,828 25
04/30/2013	54 shs Qualcomm Inc		3,341 99	
04/30/2013	54 shs Qualcomm Inc	2,148 49		1,193 50
04/30/2013	192 shs Qualcomm Inc		11,836 32	
04/30/2013	192 shs Qualcomm Inc	7,639 06		4,197 26
04/30/2013	100 shs Anheuser Busch Inbev SA/NV Spon		9,926 32	
04/30/2013	100 shs Anheuser Busch Inbev SA/NV Spon	9,241 45		684 87
04/30/2013	40 shs Blackrock Inc		10,294 03	
04/30/2013	40 shs Blackrock Inc	9,469 68		824 35
04/30/2013	100 shs Cheesecake Factory Inc		3,813 00	
04/30/2013	100 shs Cheesecake Factory Inc	3,394 81		418 19
04/30/2013	200 shs Cheesecake Factory Inc		8,050 41	
04/30/2013	200 shs Cheesecake Factory Inc	6,789 62		1,260 79
04/30/2013	525 shs Coach Inc		27,510 80	
04/30/2013	525 shs Coach Inc	24,226 37		3,284 43
04/30/2013	100 shs Disney (Walt) Company Holding Co		6,299 53	
04/30/2013	100 shs Disney (Walt) Company Holding Co	5,402 27		897 26
04/30/2013	100 shs Ebay Inc		5,628 37	
04/30/2013	100 shs Ebay Inc	5,321 81		306 56
04/30/2013	100 shs Ebay Inc		5,640 04	
04/30/2013	100 shs Ebay Inc	5,321 81		318 23
04/30/2013	100 shs Ebay Inc		5,663 24	
04/30/2013	100 shs Ebay Inc	5,321 81		341 43
04/30/2013	100 shs Macys Inc Com		4,351 26	
04/30/2013	100 shs Macys Inc Com	4,049 65		301 61
04/30/2013	100 shs McDonalds Corp		9,977 61	
04/30/2013	100 shs McDonalds Corp	9,584 68		392 93
04/30/2013	100 shs McDonalds Corp		9,999 80	
04/30/2013	100 shs McDonalds Corp	9,584 67		415 13
04/30/2013	100 shs Nielsen Holdings B V		3,477 22	
04/30/2013	100 shs Nielsen Holdings B V	3,293 89		183 33
04/30/2013	100 shs Nielsen Holdings B V		3,484 82	
04/30/2013	100 shs Nielsen Holdings B V	3,293 89		190 93
04/30/2013	200 shs Nielsen Holdings B V		7,066 36	
04/30/2013	200 shs Nielsen Holdings B V	6,587 77		478 59
04/30/2013	200 shs Nielsen Holdings B V		7,017 10	
04/30/2013	200 shs Nielsen Holdings B V	6,587 77		429 33
04/30/2013	200 shs Nike Inc Cl B		12,373 14	
04/30/2013	200 shs Nike Inc Cl B	10,857 71		1,515 43
04/30/2013	100 shs Scripps Networks Interac Inc-A		6,581 89	
04/30/2013	100 shs Scripps Networks Interac Inc-A	6,119 73		462 16
04/30/2013	100 shs Scripps Networks Interac Inc-A		6,692 04	
04/30/2013	100 shs Scripps Networks Interac Inc-A	6,119 73		572 31
04/30/2013	100 shs Scripps Networks Interac Inc-A		6,868 73	
04/30/2013	100 shs Scripps Networks Interac Inc-A	6,119 73		749 00
04/30/2013	400 shs Target Corp		27,467 98	
04/30/2013	400 shs Target Corp	25,009 30		2,458 68
04/30/2013	100 shs Williams Sonoma Inc		5,317 28	
04/30/2013	100 shs Williams Sonoma Inc	4,493 27		824 01

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05/31/2013	26,890 036 shs NWQ CU		256,531 58	
05/31/2013	26,890 036 shs NWQ CU	268,900 36		-12,368 78
05/31/2013	538,026 495 shs NWQ CU		5,132,785 48	
05/31/2013	538,026 495 shs NWQ CU	5,380,264 95		-247,479 47
05/31/2013	4,750 shs American Intl Group Com		218,101 34	
05/31/2013	4,750 shs American Intl Group Com	151,435 08		66,666 26
05/31/2013	4,944 shs Anglogold Ashanti Ltd Adr		89,163 03	
05/31/2013	4,944 shs Anglogold Ashanti Ltd Adr	175,278 15		-86,115 12
05/31/2013	2,300 shs Aon Plc Shs Cl A		151,256 10	
05/31/2013	2,300 shs Aon Plc Shs Cl A	112,809 26		38,446 84
05/31/2013	2,300 shs Apache Corp		190,473 68	
05/31/2013	2,300 shs Apache Corp	172,676 71		17,796 97
05/31/2013	5,200 shs Applied Matls Inc		76,880 79	
05/31/2013	5,200 shs Applied Matls Inc	59,104 66		17,776 13
05/31/2013	3,100 Barrick Gold Corp		63,109 93	
05/31/2013	3,100 Barrick Gold Corp	91,270 92		-28,160 99
05/31/2013	8,430 shs CA Inc		227,706 04	
05/31/2013	8,430 shs CA Inc	230,625 88		-2,919 84
05/31/2013	6,570 shs Canadian Nat Res Ltd		192,104 46	
05/31/2013	6,570 shs Canadian Nat Res Ltd	212,310 80		-20,206 34
05/31/2013	1,500 shs Capital One Financial		89,263 44	
05/31/2013	1,500 shs Capital One Financial	82,395 00		6,868 44
05/31/2013	7,950 shs Cisco Sys Inc		168,965 50	
05/31/2013	7,950 shs Cisco Sys Inc	136,226 88		32,738 62
05/31/2013	4,320 shs Citigroup Inc Com		215,800 76	
05/31/2013	4,320 shs Citigroup Inc Com	148,574 44		67,226 32
05/31/2013	1,900 shs CVS Caremark Corporation		113,493 95	
05/31/2013	1,900 shs CVS Caremark Corporation	60,232 86		53,261 09
05/31/2013	2,250 shs E M C Corp Mass		51,737 58	
05/31/2013	2,250 shs E M C Corp Mass	52,256 33		-518 75
05/31/2013	5,500 shs General Mts Co Com		173,100 36	
05/31/2013	5,500 shs General Mts Co Com	161,058 15		12,042 21
05/31/2013	970 shs Goldman Sachs Group Inc		149,661 72	
05/31/2013	970 shs Goldman Sachs Group Inc	129,124 40		20,537 32
05/31/2013	1,250 shs Halliburton Co		55,067 51	
05/31/2013	1,250 shs Halliburton Co	28,954 89		26,112 62
05/31/2013	15 shs Hartford Finl Svcs Group Inc		435 44	
05/31/2013	15 shs Hartford Finl Svcs Group Inc	527 85		-92 41
05/31/2013	55 shs Hartford Finl Svcs Group Inc		1,591 66	
05/31/2013	55 shs Hartford Finl Svcs Group Inc	1,935 43		-343 77
05/31/2013	7,250 shs Hartford Finl Svcs Group Inc		219,322 07	
05/31/2013	7,250 shs Hartford Finl Svcs Group Inc	255,125 25		-35,803 18
05/31/2013	1,530 shs Ingersoll-Rand Company Ltd		87,124 96	
05/31/2013	1,530 shs Ingersoll-Rand Company Ltd	59,012 18		28,112 78
05/31/2013	2,100 shs JPMorgan Chase & Co		105,072 61	
05/31/2013	2,100 shs JPMorgan Chase & Co	82,341 76		22,730 85
05/31/2013	2,218 shs Loews Corp		101,526 67	
05/31/2013	2,218 shs Loews Corp	59,841 68		41,684 99
05/31/2013	3,300 shs Metlife Inc Com		139,773 97	
05/31/2013	3,300 shs Metlife Inc Com	102,813 29		36,960 68
05/31/2013	5,750 shs Microsoft Corp		190,858 34	
05/31/2013	5,750 shs Microsoft Corp	154,089 73		36,768 61
05/31/2013	1,000 shs Mosaic Co New Com		61,676 21	

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05/31/2013	1,000 shs Mosaic Co New Com	53,125 62		8,550 59
05/31/2013	2,450 shs NRG Energy Inc Com		67,289 70	
05/31/2013	2,450 shs NRG Energy Inc Com	88,011 47		-20,721 77
05/31/2013	700 shs Occidental Pete Corp		63,527 07	
05/31/2013	700 shs Occidental Pete Corp	58,341 97		5,185 10
05/31/2013	1,700 shs Paccar Inc		89,950 93	
05/31/2013	1,700 shs Paccar Inc	59,767 43		30,183 50
05/31/2013	6,260 shs Pfizer Inc		183,726 87	
05/31/2013	6,260 shs Pfizer Inc	107,493 82		76,233 05
05/31/2013	550 shs Philip Morris Intl Com		52,103 08	
05/31/2013	550 shs Philip Morris Intl Com	18,960 41		33,142 67
05/31/2013	1,320 shs Raytheon Co		85,144 69	
05/31/2013	1,320 shs Raytheon Co	54,847 65		30,297 04
05/31/2013	2,900 shs Sanofi		159,084 92	
05/31/2013	2,900 shs Sanofi	105,711 38		53,373 54
05/31/2013	16,050 shs Talisman Energy Inc		182,501 88	
05/31/2013	16,050 shs Talisman Energy Inc	244,515 71		-62,013 83
05/31/2013	2,800 shs Teva Pharmaceutical Spnsrd Adr		111,576 37	
05/31/2013	2,800 shs Teva Pharmaceutical Spnsrd Adr	123,550 14		-11,973 77
05/31/2013	2,600 shs Time Warner Inc		159,315 06	
05/31/2013	2,600 shs Time Warner Inc	82,423 18		76,891 88
05/31/2013	600 shs Union Pac Corp		93,808 91	
05/31/2013	600 shs Union Pac Corp	21,536 74		72,272 17
05/31/2013	7,300 shs Unum Group		208,587 71	
05/31/2013	7,300 shs Unum Group	158,371 73		50,215 98
05/31/2013	2 750 shs Viacom Inc B		189,143 24	
05/31/2013	2 750 shs Viacom Inc B	113,282 58		75,860 66
05/31/2013	1,950 shs Vodafone Group Spon Adr		57,951 73	
05/31/2013	1,950 shs Vodafone Group Spon Adr	52,719 52		5,232 21
05/31/2013	3,400 shs Wells Fargo & Co Com		131,118 40	
05/31/2013	3,400 shs Wells Fargo & Co Com	102,968 35		28,150 05
05/31/2013	538,026 495 shs NWQ CU		5,380,264 95	
05/31/2013	538,026 495 shs NWQ CU	5,132,785 48		247,479 47
05/31/2013	26,890 036 shs NWQ CU		268,900 36	
05/31/2013	26,890 036 shs NWQ CU	256,531 58		12,368 78
05/31/2013	17 shs Allergan Inc		1,708 09	
05/31/2013	17 shs Allergan Inc	1,061 09		647 00
05/31/2013	34 shs Allergan Inc		3,425 56	
05/31/2013	34 shs Allergan Inc	2,122 19		1,303 37
05/31/2013	27 shs Allergan Inc		2,711 84	
05/31/2013	27 shs Allergan Inc	1,685 27		1,026 57
05/31/2013	23 shs Allergan Inc		2,308 00	
05/31/2013	23 shs Allergan Inc	1,435 60		872 40
05/31/2013	17 shs Allergan Inc		1,681 73	
05/31/2013	17 shs Allergan Inc	1,061 09		620 64
05/31/2013	35 shs Allergan Inc		3,447 11	
05/31/2013	35 shs Allergan Inc	2,184 60		1,262 51
05/31/2013	22 shs Allergan Inc		2,161 80	
05/31/2013	22 shs Allergan Inc	1,373 18		788 62
05/31/2013	35 shs Biomarin Pharmaceutical Inc		2,257 69	
05/31/2013	35 shs Biomarin Pharmaceutical Inc	1,494 03		763 66
05/31/2013	1 sh Priceline Com Inc		810 36	
05/31/2013	1 sh Priceline Com Inc	510 86		299 50

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05/31/2013	4 shs Priceline Com Inc		3,228 33	
05/31/2013	4 shs Priceline Com Inc	2,043 46		1,184 87
05/31/2013	30 shs Apple Computer Inc		13,410 75	
05/31/2013	30 shs Apple Computer Inc	13,087 40		323 35
05/31/2013	10 shs Apple Computer Inc		4,602 38	
05/31/2013	10 shs Apple Computer Inc	4,362 47		239 91
05/31/2013	20 shs Blackrock Inc		5,803 42	
05/31/2013	20 shs Blackrock Inc	4,734 84		1,068 58
05/31/2013	100 shs Disney (Walt) Company Holding Co		6,530 72	
05/31/2013	100 shs Disney (Walt) Company Holding Co	5,402 28		1,128 44
05/31/2013	100 shs Dunkin Brands Group Inc Com		4,256 21	
05/31/2013	100 shs Dunkin Brands Group Inc Com	3,647 65		608 56
05/31/2013	100 shs Dunkin Brands Group Inc Com		4,184 53	
05/31/2013	100 shs Dunkin Brands Group Inc Com	3,647 65		536 88
05/31/2013	175 shs Dunkin Brands Group Inc Com		7,128 22	
05/31/2013	175 shs Dunkin Brands Group Inc Com	6,383 39		744 83
05/31/2013	325 shs Dunkin Brands Group Inc Com		13,011 57	
05/31/2013	325 shs Dunkin Brands Group Inc Com	11,854 86		1,156 71
05/31/2013	20 shs Google Inc Cl A		16,895 91	
05/31/2013	20 shs Google Inc Cl A	15,754 96		1,140 95
05/31/2013	10 shs Google Inc Cl A		9,077 10	
05/31/2013	10 shs Google Inc Cl A	7,877 48		1,199 62
05/31/2013	100 shs Macys Inc Com		4,841 90	
05/31/2013	100 shs Macys Inc Com	4,049 65		792 25
05/31/2013	100 shs Nielsen Holdings B V		3,550 71	
05/31/2013	100 shs Nielsen Holdings B V	3,293 89		256 82
05/31/2013	100 shs Nielsen Holdings B V		3,556 61	
05/31/2013	100 shs Nielsen Holdings B V	3,293 89		262 72
05/31/2013	100 shs Nielsen Holdings B V		3,599 85	
05/31/2013	100 shs Nielsen Holdings B V	3,293 89		305 96
05/31/2013	300 shs Nielsen Holdings B V		11,021 24	
05/31/2013	300 shs Nielsen Holdings B V	9,881 66		1,139 58
05/31/2013	25 shs Panera Bread Co Cl A		4,626 68	
05/31/2013	25 shs Panera Bread Co Cl A	4,028 92		597 76
05/31/2013	50 shs Panera Bread Co Cl A		9,505 83	
05/31/2013	50 shs Panera Bread Co Cl A	8,057 83		1,448 00
05/31/2013	50 shs Panera Bread Co Cl A		9,708 25	
05/31/2013	50 shs Panera Bread Co Cl A	8,057 83		1,650 42
05/31/2013	100 shs Williams Sonoma Inc		5,437 64	
05/31/2013	100 shs Williams Sonoma Inc	4,493 27		944 37
05/31/2013	100 shs Williams Sonoma Inc		5,608 46	
05/31/2013	100 shs Williams Sonoma Inc	4,493 27		1,115 19
06/30/2013	189,309 681 shs DFA US Large Cap Val Port		5,090,537 32	
06/30/2013	189 309 681 shs DFA US Large Cap Val Port	5 153,150 68		-62.613 36
06/30/2013	53,058 582 shs Janus Perkins Mid Cap Val		1,276,058 90	
06/30/2013	53,058 582 shs Janus Perkins Mid Cap Val	816,989 76		459,069 14
06/30/2013	5,874 209 shs Janus Perkins Mid Cap Value		141,274 73	
06/30/2013	5,874 209 shs Janus Perkins Mid Cap Value	104,563 38		36,711 35
06/30/2013	9,117 337 shs Vngrd Value Index Sig #1346		251,912 02	
06/30/2013	9,117 337 shs Vngrd Value Index Sig #1346	257,963 81		-6,051 79
06/30/2013	28 shs Allergan Inc		2,831 34	
06/30/2013	28 shs Allergan Inc	1,747 68		1,083 66
06/30/2013	10 shs Allergan Inc		1,011 25	

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06/30/2013	10 shs Allergan Inc	624 17		387 08
06/30/2013	35 shs Allergan Inc		3,508 85	
06/30/2013	35 shs Allergan Inc	2,184 60		1,324 25
06/30/2013	7 shs Allergan Inc		681 96	
06/30/2013	7 shs Allergan Inc	436 92		245 04
06/30/2013	19 shs Allergan Inc		1,850 58	
06/30/2013	19 shs Allergan Inc	1,185 93		664 65
06/30/2013	19 shs Allergan Inc		1,779 46	
06/30/2013	19 shs Allergan Inc	1,185 93		593 53
06/30/2013	29 shs Allergan Inc		2,690 13	
06/30/2013	29 shs Allergan Inc	1,810 10		880 03
06/30/2013	18 shs Allergan Inc		1,509 56	
06/30/2013	18 shs Allergan Inc	1,123 51		386 05
06/30/2013	7 shs F5 Networks Inc		524 64	
06/30/2013	7 shs F5 Networks Inc	725 78		-201 14
06/30/2013	29 shs F5 Networks Inc		2,115 01	
06/30/2013	29 shs F5 Networks Inc	3,006 80		-891 79
06/30/2013	33 shs F5 Networks Inc		2,350 77	
06/30/2013	33 shs F5 Networks Inc	3,421 53		-1,070 76
06/30/2013	28 shs F5 Networks Inc		1,913 44	
06/30/2013	28 shs F5 Networks Inc	2,903 12		-989 68
06/30/2013	25 shs F5 Networks Inc		1,712 90	
06/30/2013	25 shs F5 Networks Inc	2,592 07		-879 17
06/30/2013	4 shs F5 Networks Inc		273 91	
06/30/2013	4 shs F5 Networks Inc	414 73		-140 82
06/30/2013	27 shs F5 Networks		1,852 99	
06/30/2013	27 shs F5 Networks	2,799 43		-946 44
06/30/2013	33 shs F5 Networks Inc		2,289 67	
06/30/2013	33 shs F5 Networks Inc	3,421 53		-1,131 86
06/30/2013	31 shs F5 Networks Inc		2,153 55	
06/30/2013	31 shs F5 Networks Inc	3,214 16		-1,060 61
06/30/2013	10 shs Google Inc Cl A		8,690 94	
06/30/2013	10 shs Google Inc Cl A	3,910 22		4,780 72
06/30/2013	100 shs Anheuser Busch Inbev SA/NV Spon		8,999 52	
06/30/2013	100 shs Anheuser Busch Inbev SA/NV Spon	9,241 45		-241 93
06/30/2013	100 shs Cheesecake Factory Inc		4,178 56	
06/30/2013	100 shs Cheesecake Factory Inc	3,394 81		783 75
06/30/2013	100 shs Cheesecake Factory Inc		4,217 28	
06/30/2013	100 shs Cheesecake Factory Inc	3,394 81		822 47
06/30/2013	100 shs Cheesecake Factory Inc		4,186 87	
06/30/2013	100 shs Cheesecake Factory Inc	3,394 81		792 06
06/30/2013	100 shs Dominos Pizza Inc Com		5,864 36	
06/30/2013	100 shs Dominos Pizza Inc Com	4,732 67		1,131 69
06/30/2013	100 shs Macys Inc Com		4,821 23	
06/30/2013	100 shs Macys Inc Com	4,049 65		771 58
06/30/2013	100 shs Macys Inc Com		4,896 04	
06/30/2013	100 shs Macys Inc Com	4,049 65		846 39
06/30/2013	100 shs Macys Inc Com		4,820 27	
06/30/2013	100 shs Macys Inc Com	4,049 65		770 62
06/30/2013	100 shs Nike Inc Cl B		6,195 90	
06/30/2013	100 shs Nike Inc Cl B	5,428 85		767 05
06/30/2013	25 shs Panera Bread Co-Cl A		4,800 43	
06/30/2013	25 shs Panera Bread Co-Cl A	4,028 91		771 52

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Date	Name	Cost	Proceeds	Gain/Loss
06/30/2013	150 shs Panera Bread Co-Cl A		28,635 85	
06/30/2013	150 shs Panera Bread Co-Cl A	24,173 49		4,462 36
06/30/2013	100 shs Williams Sonoma Inc		5,562 24	
06/30/2013	100 shs Williams Sonoma Inc	4,493 27		1,068 97
06/30/2013	175 shs 3M Co		19,243 75	
06/30/2013	175 shs 3M Co	17,943 33		1,300 42
07/31/2013	19 shs Alexion Pharmaceuticals Inc		2,095 72	
07/31/2013	19 shs Alexion Pharmaceuticals Inc	624 66		1,471 06
07/31/2013	17 shs Alexion Pharmaceuticals Inc		1,869 00	
07/31/2013	17 shs Alexion Pharmaceuticals Inc	558 91		1,310 09
07/31/2013	39 shs Alexion Pharmaceuticals Inc		4,505 84	
07/31/2013	39 shs Alexion Pharmaceuticals Inc	1,282 20		3,223 64
07/31/2013	45 shs Amazon com Inc		13,869 34	
07/31/2013	45 shs Amazon com Inc	4,360 51		9,508 83
07/31/2013	30 shs Amazon com Inc		9,132 94	
07/31/2013	30 shs Amazon com Inc	2,907 00		6,225 94
07/31/2013	28 shs Cerner Corp		1,381 06	
07/31/2013	28 shs Cerner Corp	1,042 80		338 26
07/31/2013	3 shs Cerner Corp		142 70	
07/31/2013	3 shs Cerner Corp	111 73		30 97
07/31/2013	24 shs Cerner Corp		1,142 12	
07/31/2013	24 shs Cerner Corp	893 83		248 29
07/31/2013	33 shs Cerner Corp		1,572 84	
07/31/2013	33 shs Cerner Corp	1,229 02		343 82
07/31/2013	73 shs Cerner Corp		3,563 78	
07/31/2013	73 shs Cerner Corp	2,718 73		845 05
07/31/2013	68 shs Cerner Corp		3,363 14	
07/31/2013	68 shs Cerner Corp	2,532 52		830 62
07/31/2013	31 shs Cerner Corp		1,533 89	
07/31/2013	31 shs Cerner Corp	1,154 53		379 36
07/31/2013	15 shs Cerner Corp		741 92	
07/31/2013	15 shs Cerner Corp	558 64		183 28
07/31/2013	49 shs F5 Networks Inc		3,419 16	
07/31/2013	49 shs F5 Networks Inc	5,080 45		-1,661 29
07/31/2013	44 shs F5 Networks Inc		3,054 86	
07/31/2013	44 shs F5 Networks Inc	4,562 04		-1,507 18
07/31/2013	31 shs F5 Networks Inc		2,149 01	
07/31/2013	31 shs F5 Networks Inc	3,214 16		-1,065 15
07/31/2013	17 shs F5 Networks Inc		1,178 33	
07/31/2013	17 shs F5 Networks Inc	1,762 61		-584 28
07/31/2013	41 shs F5 Networks Inc		2,837 68	
07/31/2013	41 shs F5 Networks Inc	4,250 99		-1,413 31
07/31/2013	37 shs F5 Networks Inc		2,537 47	
07/31/2013	37 shs F5 Networks Inc	3,836 26		-1,298 79
07/31/2013	62 shs F5 Networks Inc		4,291 41	
07/31/2013	62 shs F5 Networks Inc	6,428 33		-2,136 92
07/31/2013	13 shs F5 Networks Inc		894 23	
07/31/2013	13 shs F5 Networks Inc	1,347 88		-453 65
07/31/2013	65 shs F5 Networks Inc		4,603 79	
07/31/2013	65 shs F5 Networks Inc	6,739 37		-2,135 58
07/31/2013	5 shs F5 Networks Inc		351 99	
07/31/2013	5 shs F5 Networks Inc	518 41		-166 42
07/31/2013	62 shs F5 Networks Inc		4,439 03	

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Date	Name	Cost	Proceeds	Gain/Loss
07/31/2013	62 shs F5 Networks Inc	6,428 33		-1,989 30
07/31/2013	32 shs F5 Networks Inc		2,419 82	
07/31/2013	32 shs F5 Networks Inc	3,317 85		-898 03
07/31/2013	15 shs Google Inc Cl A		13,297 22	
07/31/2013	15 shs Google Inc Cl A	5,865 33		7,431 89
07/31/2013	35 shs Las Vegas Sands Corp Com		1,918 13	
07/31/2013	35 shs Las Vegas Sands Corp Com	1,064 51		853 62
07/31/2013	18 shs Praxair Inc		2,085 16	
07/31/2013	18 shs Praxair Inc	1,717 38		367 78
07/31/2013	28 shs Praxair Inc		3,279 57	
07/31/2013	28 shs Praxair Inc	2,671 48		608 09
07/31/2013	17 shs Praxair Inc		1,987 16	
07/31/2013	17 shs Praxair Inc	1,621 97		365 19
07/31/2013	18 shs Praxair Inc		2,105 25	
07/31/2013	18 shs Praxair Inc	1,717 38		387 87
07/31/2013	11 shs Praxair Inc		1,289 64	
07/31/2013	11 shs Praxair Inc	1,049 51		240 13
07/31/2013	18 shs Praxair Inc		2,121 71	
07/31/2013	18 shs Praxair Inc	1,717 38		404 33
07/31/2013	18 shs Praxair Inc		2,110 84	
07/31/2013	18 shs Praxair Inc	1,717 38		393 46
07/31/2013	25 shs Praxair Inc		2,921 14	
07/31/2013	25 shs Praxair Inc	2,385 26		535 88
07/31/2013	27 shs Praxair Inc		3,128 16	
07/31/2013	27 shs Praxair Inc	2,576 08		552 08
07/31/2013	27 shs Praxair Inc		3,140 52	
07/31/2013	27 shs Praxair Inc	2,576 07		564 45
07/31/2013	20 shs Praxair Inc		2,325 85	
07/31/2013	20 shs Praxair Inc	1,908 20		417 65
07/31/2013	12 shs Praxair Inc		1,400 01	
07/31/2013	12 shs Praxair Inc	1,144 92		255 09
07/31/2013	16 shs Praxair Inc		1,866 81	
07/31/2013	16 shs Praxair Inc	1,526 56		340 25
07/31/2013	22 shs Praxair Inc		2,572 55	
07/31/2013	22 shs Praxair Inc	2,099 02		473 53
07/31/2013	10 shs Praxair Inc		1,167 54	
07/31/2013	10 shs Praxair Inc	954 10		213 44
07/31/2013	18 shs Praxair Inc		2,102 41	
07/31/2013	18 shs Praxair Inc	1,717 38		385 03
07/31/2013	14 shs Praxair Inc		1,640 28	
07/31/2013	14 shs Praxair Inc	1,335 74		304 54
07/31/2013	22 shs Praxair Inc		2,576 44	
07/31/2013	22 shs Praxair Inc	2,099 03		477 41
07/31/2013	23 shs Praxair Inc		2,714 67	
07/31/2013	23 shs Praxair Inc	2,194 44		520 23
07/31/2013	24 shs Praxair Inc		2,834 84	
07/31/2013	24 shs Praxair Inc	2,289 85		544 99
07/31/2013	56 shs Praxair Inc		6,629 65	
07/31/2013	56 shs Praxair Inc	5,342 97		1,286 68
07/31/2013	12 shs Praxair Inc		1,424 06	
07/31/2013	12 shs Praxair Inc	1,144 92		279 14
07/31/2013	24 shs Praxair Inc		2,840 76	
07/31/2013	24 shs Praxair Inc	2,289 85		550 91

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Date	Name	Cost	Proceeds	Gain/Loss
07/31/2013	17 shs Praxair Inc		2,010 58	
07/31/2013	17 shs Praxair Inc	1,621 97		388 61
07/31/2013	23 shs Praxair Inc		2,735 09	
07/31/2013	23 shs Praxair Inc	2,194 44		540 65
07/31/2013	4 shs Praxair Inc		477 53	
07/31/2013	4 shs Praxair Inc	381 64		95 89
07/31/2013	29 shs Praxair Inc		3,491 97	
07/31/2013	29 shs Praxair Inc	2,766 90		725 07
07/31/2013	32 shs Praxair Inc		3,867 47	
07/31/2013	32 shs Praxair Inc	3,053 12		814 35
07/31/2013	60 shs Southwestern Energy Co		2,286 24	
07/31/2013	60 shs Southwestern Energy Co	2,137 89		148 35
07/31/2013	89 shs Starbucks Corp		6,443 38	
07/31/2013	89 shs Starbucks Corp	2,635 85		3,807 53
07/31/2013	80 shs Starbucks Corp		5,783 15	
07/31/2013	80 shs Starbucks Corp	2,369 30		3,413 85
07/31/2013	88 shs Starbucks Corp		6,319 40	
07/31/2013	88 shs Starbucks Corp	2,606 24		3,713 16
07/31/2013	22 shs Visa Inc Com		4,226 34	
07/31/2013	22 shs Visa Inc Com	1,387 91		2,838 43
07/31/2013	16 shs Visa Inc Com		3,072 10	
07/31/2013	16 shs Visa Inc Com	1,009 39		2,062 71
07/31/2013	17 shs Visa Inc Com		3,265 68	
07/31/2013	17 shs Visa Inc Com	1,072 48		2,193 20
07/31/2013	50 shs Apple Computer Inc		22,605 49	
07/31/2013	50 shs Apple Computer Inc	21,627 88		977 61
07/31/2013	100 shs Disney (Walt) Company Holding Co		6,617 60	
07/31/2013	100 shs Disney (Walt) Company Holding Co	5,402 27		1,215 33
07/31/2013	100 shs Disney (Walt) Company Holding Co		6,490 51	
07/31/2013	100 shs Disney (Walt) Company Holding Co	5,402 28		1,088 23
07/31/2013	200 shs Kellogg Co		13,295 66	
07/31/2013	200 shs Kellogg Co	12,106 10		1,189 56
07/31/2013	100 shs Macys Inc Com		5,036 14	
07/31/2013	100 shs Macys Inc Com	4,049 65		986 49
07/31/2013	225 shs Nielsen Holdings B V		7,909 78	
07/31/2013	225 shs Nielsen Holdings B V	7,411 24		498 54
07/31/2013	400 shs Nielsen Holdings B V		13,339 60	
07/31/2013	400 shs Nielsen Holdings B V	13,175 54		164 06
07/31/2013	600 shs Nielsen Holdings B V		19,946 65	
07/31/2013	600 shs Nielsen Holdings B V	19,763 31		183 34
07/31/2013	300 shs Nielsen Holdings B V		9,918 06	
07/31/2013	300 shs Nielsen Holdings B V	9,881 66		36 40
07/31/2013	225 shs Qualcomm Inc		14,624 71	
07/31/2013	225 shs Qualcomm Inc	14,531 46		93 25
07/31/2013	200 shs Time Warner Inc		12,388 72	
07/31/2013	200 shs Time Warner Inc	10,451 81		1,936 91
07/31/2013	100 shs Williams Sonoma Inc		5,923 75	
07/31/2013	100 shs Williams Sonoma Inc	4,493 27		1,430 48
07/31/2013	100 shs 3M Co		11,454 02	
07/31/2013	100 shs 3M Co	10,253 33		1,200 69
08/31/2013	20 shs Praxair Inc		2,407 70	
08/31/2013	20 shs Praxair Inc	1,908 21		499 49
08/31/2013	20 shs Praxair Inc		2,393 96	

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08/31/2013	20 shs Praxair Inc	1,908 20		485 76
08/31/2013	33 shs Starbucks Corp		2,396 03	
08/31/2013	33 shs Starbucks Corp	977 34		1,418 69
08/31/2013	30 shs Apple Computer Inc		14,958 26	
08/31/2013	30 shs Apple Computer Inc	12,976 73		1,981 53
08/31/2013	20 shs Apple Computer Inc		10,007 53	
08/31/2013	20 shs Apple Computer Inc	8,651 15		1,356 38
08/31/2013	200 shs Kellogg Co		13,143 55	
08/31/2013	200 shs Kellogg Co	12,106 10		1,037 45
08/31/2013	200 shs Qualcomm Inc		13,402 14	
08/31/2013	200 shs Qualcomm Inc	12,916 86		485 28
08/31/2013	100 shs Qualcomm Inc		6,684 62	
08/31/2013	100 shs Qualcomm Inc	6,458 43		226 19
08/31/2013	200 shs Target Corp		13,158 93	
08/31/2013	200 shs Target Corp	12,504 65		654 28
08/31/2013	300 shs Target Corp		19,313 24	
08/31/2013	300 shs Target Corp	18,756 98		556 26
08/31/2013	300 shs Target Corp		19,337 96	
08/31/2013	300 shs Target Corp	18,756 98		580 98
08/31/2013	400 shs Target Corp		25,339 83	
08/31/2013	400 shs Target Corp	25,009 30		330 53
08/31/2013	450 shs Target Corp		28,519 38	
08/31/2013	450 shs Target Corp	28,135 46		383 92
08/31/2013	100 shs Williams Sonoma Inc		6,105 25	
08/31/2013	100 shs Williams Sonoma Inc	4,493 27		1,611 98
09/30/2013	1,028 732 shs Amern Fds Europacific Gwth		47,620 00	
09/30/2013	1,028 732 shs Amern Fds Europacific Gwth	31,658 36		15,961 64
09/30/2013	1,160 897 shs Dodge & Cox Intl Stock Fd		47,620 00	
09/30/2013	1,160 897 shs Dodge & Cox Intl Stock Fd	47,927 46		-307 46
09/30/2013	5,496 125 shs HSBC Opportunity Fd Cl A 7		66,668 00	
09/30/2013	5,496 125 shs HSBC Opportunity Fd Cl A 7	54,431 15		12,236 85
09/30/2013	66,081 055 shs Loomis Sayles Bond Fd		1,003,110 41	
09/30/2013	66,081 055 shs Loomis Sayles Bond Fd	797,076 86		206,033 55
09/30/2013	85,703 187 shs Pimco Diversified		992,442 91	
09/30/2013	85,703 187 shs Pimco Diversified	940,743 32		51,699 59
09/30/2013	124 077 shs Pimco Low Duration Fd #36		1,276 75	
09/30/2013	124 077 shs Pimco Low Duration Fd #36	1,254 44		22 31
09/30/2013	324,555 556 shs Pimco Total Return #35		3,505,200 00	
09/30/2013	324,555 556 shs Pimco Total Return #35	3,451,480 77		53,719 23
09/30/2013	51 415 shs Amern Fds Europacific Gwth		2,380 00	
09/30/2013	51 415 shs Amern Fds Europacific Gwth	1,441 24		938 76
09/30/2013	58 02 shs Dodge & Cox Intl Stock Fd #1048		2,380 00	
09/30/2013	58 02 shs Dodge & Cox Intl Stock Fd #1048	2,395 35		-15 35
09/30/2013	274 691 shs HSBC Opportunity Fd Cl A #7		3,332 00	
09/30/2013	274 691 shs HSBC Opportunity Fd Cl A #7	2,720 42		611 58
09/30/2013	4,283 363 shs Pimco Diversified Incm Inst		49,601 34	
09/30/2013	4,283 363 shs Pimco Diversified Incm Inst	47,017 43		2,583 91
09/30/2013	23 263 shs Pimco Low Duration Fd		239 38	
09/30/2013	23 263 shs Pimco Low Duration Fd	237 59		1 79
09/30/2013	16,185 185 shs Pimco Total Return		174,800 00	
09/30/2013	16,185 185 shs Pimco Total Return	172,561 79		2,238 21
09/30/2013	50 shs Alexion Pharmaceuticals Inc		5,708 40	
09/30/2013	50 shs Alexion Pharmaceuticals Inc	1,643 85		4,064 55

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09/30/2013	50 shs Allergan Inc		4,445 42	
09/30/2013	50 shs Allergan Inc	3,120 86		1,324 56
09/30/2013	40 shs Amazon com Inc		12,168 58	
09/30/2013	40 shs Amazon com Inc	3,876 01		8,292 57
09/30/2013	125 shs Arm Hldgs Plc Spon Adr		5,783 64	
09/30/2013	125 shs Arm Hldgs Plc Spon Adr	5,150 39		633 25
09/30/2013	97 shs Asml Holding N V F		8,996 59	
09/30/2013	97 shs Asml Holding N V F	3,475 94		5,520 65
09/30/2013	25 shs Athenahealth Inc		2,891 19	
09/30/2013	25 shs Athenahealth Inc	1,657 72		1,233 47
09/30/2013	75 shs Baidu Inc Adr		10,783 31	
09/30/2013	75 shs Baidu Inc Adr	7,780 97		3,002 34
09/30/2013	25 shs Biogen Idec Inc		5,981 89	
09/30/2013	25 shs Biogen Idec Inc	4,483 56		1,498 33
09/30/2013	39 shs Biomarin Pharmaceutical Inc		2,782 24	
09/30/2013	39 shs Biomarin Pharmaceutical Inc	1,664 78		1,117 46
09/30/2013	35 shs Biomarin Pharmaceutical Inc		2,501 91	
09/30/2013	35 shs Biomarin Pharmaceutical Inc	1,494 03		1,007 88
09/30/2013	31 shs Biomarin Pharmaceutical Inc		2,180 26	
09/30/2013	31 shs Biomarin Pharmaceutical Inc	1,323 28		856 98
09/30/2013	50 shs Biomarin Pharmaceutical Inc		3,795 43	
09/30/2013	50 shs Biomarin Pharmaceutical Inc	2,134 33		1,661 10
09/30/2013	100 shs Cerner Corp		4,948 91	
09/30/2013	100 shs Cerner Corp	3,724 29		1,224 62
09/30/2013	20 shs Chipotle Mexican Grill A		8,514 05	
09/30/2013	20 shs Chipotle Mexican Grill A	5,465 17		3,048 88
09/30/2013	200 shs Facebook Inc Cl A		9,041 84	
09/30/2013	200 shs Facebook Inc Cl A	6,226 85		2,814 99
09/30/2013	100 shs FMC Tech Inc		5,617 90	
09/30/2013	100 shs FMC Tech Inc	2,451 17		3,166 73
09/30/2013	20 shs Google Inc Cl A		17,687 09	
09/30/2013	20 shs Google Inc Cl A	7,820 44		9,866 65
09/30/2013	10 shs Intuitive Surgical Inc		3,739 33	
09/30/2013	10 shs Intuitive Surgical Inc	1,741 90		1,997 43
09/30/2013	75 shs Las Vegas Sands Corp Com		4,817 91	
09/30/2013	75 shs Las Vegas Sands Corp Com	2,281 09		2,536 82
09/30/2013	75 shs National Oilwell Varco Inc Com		5,917 39	
09/30/2013	75 shs National Oilwell Varco Inc Com	3,621 20		2,296 19
09/30/2013	125 shs Nike Inc Cl B		8,532 35	
09/30/2013	125 shs Nike Inc Cl B	4,410 42		4,121 93
09/30/2013	10 shs Priceline Com Inc		9,707 43	
09/30/2013	10 shs Priceline Com Inc	5,108 64		4,598 79
09/30/2013	17 shs Regeneron Pharmaceuticals Inc		5,042 11	
09/30/2013	17 shs Regeneron Pharmaceuticals Inc	2,501 63		2,540 48
09/30/2013	300 shs Salesforce Com Inc		14,951 73	
09/30/2013	300 shs Salesforce Com Inc	3,565 79		11,385 94
09/30/2013	100 shs Schlumberger Ltd		8,786 84	
09/30/2013	100 shs Schlumberger Ltd	6,822 44		1,964 40
09/30/2013	100 shs Schwab Charles Corp New		2,261 96	
09/30/2013	100 shs Schwab Charles Corp New	2,236 86		25 10
09/30/2013	125 shs Southwestern Energy Co		4,713 66	
09/30/2013	125 shs Southwestern Energy Co	4,453 93		259 73
09/30/2013	50 shs Splunk Inc Com		2,968 44	

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09/30/2013	50 shs Splunk Inc Com	2,012 58		955 86
09/30/2013	50 shs Starbucks Corp		3,803 93	
09/30/2013	50 shs Starbucks Corp	1,480 82		2,323 11
09/30/2013	50 shs Ulta Salon Cosmetic & Fragr		5,860 39	
09/30/2013	50 shs Ulta Salon Cosmetic & Fragr	4,338 38		1,522 01
09/30/2013	75 shs Visa Inc Com		14,367 12	
09/30/2013	75 shs Visa Inc Com	4,731 51		9,635 61
09/30/2013	75 shs Anheuser Busch Inbev Sa/Nv Spon		7,451 31	
09/30/2013	75 shs Anheuser Busch Inbev Sa/Nv Spon	6,931 09		520 22
09/30/2013	25 shs Apple Computer Inc		11,390 05	
09/30/2013	25 shs Apple Computer Inc	10,843 65		546 40
09/30/2013	25 shs Blackrock Inc		6,803 38	
09/30/2013	25 shs Blackrock Inc	5,918 55		884 83
09/30/2013	175 shs Cheesecake Factory Inc		7,733 11	
09/30/2013	175 shs Cheesecake Factory Inc	5,940 91		1,792 20
09/30/2013	100 shs Cheesecake Factory Inc		4,456 49	
09/30/2013	100 shs Cheesecake Factory Inc	3,394 81		1,061 68
09/30/2013	150 shs Coach Inc		8,290 46	
09/30/2013	150 shs Coach Inc	7,043 83		1,246 63
09/30/2013	200 shs Coca-Cola Co		7,761 86	
09/30/2013	200 shs Coca-Cola Co	7,696 88		64 98
09/30/2013	50 shs Diageo Plc Spon Adr New		6,438 98	
09/30/2013	50 shs Diageo Plc Spon Adr New	5,945 66		493 32
09/30/2013	125 shs Dicks Sporting Goods Inc		6,349 88	
09/30/2013	125 shs Dicks Sporting Goods Inc	5,803 23		546 65
09/30/2013	50 shs Directv Com		3,117 45	
09/30/2013	50 shs Directv Com	3,038 30		79 15
09/30/2013	150 shs Disney (Walt) Company Holding Co		10,040 07	
09/30/2013	150 shs Disney (Walt) Company Holding Co	8,103 41		1,936 66
09/30/2013	100 shs Disney (Walt) Company Holding Co		6,717 73	
09/30/2013	100 shs Disney (Walt) Company Holding Co	5,402 27		1,315 46
09/30/2013	175 shs Dominos Pizza Inc Com		11,585 95	
09/30/2013	175 shs Dominos Pizza Inc Com	8,282 17		3,303 78
09/30/2013	250 shs Ebay Inc		13,647 26	
09/30/2013	250 shs Ebay Inc	13,192 61		454 65
09/30/2013	10 shs Google Inc Cl A		8,840 54	
09/30/2013	10 shs Google Inc Cl A	7,877 48		963 06
09/30/2013	10 shs Google Inc Cl A		9,034 89	
09/30/2013	10 shs Google Inc Cl A	7,877 48		1,157 41
09/30/2013	25 shs Kellogg Co		1,512 97	
09/30/2013	25 shs Kellogg Co	1,513 26		-0 29
09/30/2013	250 shs Macys Inc Com		11,267 33	
09/30/2013	250 shs Macys Inc Com	10,124 13		1,143 20
09/30/2013	500 shs Macys Inc Com		21,781 47	
09/30/2013	500 shs Macys Inc Com	20,248 27		1,533 20
09/30/2013	200 shs Marriott Intl Inc New Cl A		8,665 84	
09/30/2013	200 shs Marriott Intl Inc New Cl A	8,169 86		495 98
09/30/2013	100 shs McDonalds Corp		9,788 82	
09/30/2013	100 shs McDonalds Corp	9,649 24		139 58
09/30/2013	125 shs Nestle S A Spnsrd Adr Repstg Reg		8,393 60	
09/30/2013	125 shs Nestle S A Spnsrd Adr Repstg Reg	8,658 89		-265 29
09/30/2013	125 shs Nike Inc Cl B		8,534 00	
09/30/2013	125 shs Nike Inc Cl B	6,786 07		1,747 93

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09/30/2013	100 shs Nike Inc Cl B		6,931 33	
09/30/2013	100 shs Nike Inc Cl B	5,428 85		1,502 48
09/30/2013	100 shs Nike Inc Cl B		7,408 64	
09/30/2013	100 shs Nike Inc Cl B	5,428 85		1,979 79
09/30/2013	150 shs Petsmart Inc		11,011 30	
09/30/2013	150 shs Petsmart Inc	10,294 13		717 17
09/30/2013	200 shs Petsmart Inc		14,821 58	
09/30/2013	200 shs Petsmart Inc	13,725 51		1,096 07
09/30/2013	100 shs Petsmart Inc		7,633 78	
09/30/2013	100 shs Petsmart Inc	6,862 75		771 03
09/30/2013	100 shs Qualcomm Inc		6,968 07	
09/30/2013	100 shs Qualcomm Inc	6,458 43		509 64
09/30/2013	250 shs Qualcomm Inc		17,342 19	
09/30/2013	250 shs Qualcomm Inc	16,146 07		1,196 12
09/30/2013	100 shs Scripps Networks Interac Inc-A		7,583 08	
09/30/2013	100 shs Scripps Networks Interac Inc-A	6,119 73		1,463 35
09/30/2013	125 shs Scripps Networks Interac Inc-A		9,569 12	
09/30/2013	125 shs Scripps Networks Interac Inc-A	7,649 66		1,919 46
09/30/2013	100 shs Scripps Networks Interac Inc-A		7,770 62	
09/30/2013	100 shs Scripps Networks Interac Inc-A	6,119 73		1,650 89
09/30/2013	200 shs Time Warner Inc		12,583 78	
09/30/2013	200 shs Time Warner Inc	10,451 81		2,131 97
09/30/2013	125 shs Williams Sonoma Inc		7,228 62	
09/30/2013	125 shs Williams Sonoma Inc	5,616 59		1,612 03
09/30/2013	475 shs 3M Co		55,848 48	
09/30/2013	475 shs 3M Co	48,703 32		7,145 16
		32,914,909 85	35,221,156 19	2,306,246 34
		32,914,909 85	35,221,156 19	2,306,246 34

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AG REALTY FUND LP - INTEREST	1,486.	0.	1,486.
AG SUPER FUND LP - DIVIDENDS	16,124.	0.	16,124.
AG SUPER FUND LP - INTEREST	48,512.	0.	48,512.
FRONTIER MID CAP GROWTH FUND LP - DIVIDENDS	10,485.	0.	10,485.
MONTAUK TRIGUARD FUND IV - DIVIDENDS	9,302.	0.	9,302.
MONTAUK TRIGUARD FUND IV - INTEREST	3,640.	0.	3,640.
MONTAUK TRIGUARD FUND V - DIVIDENDS	1,013.	0.	1,013.
MONTAUK TRIGUARD FUND V - INTEREST	1,490.	0.	1,490.
UNION BANK - CAPITAL GAIN DIVIDENDS	301,736.	301,736.	0.
UNION BANK - DIVIDENDS	112,289.	0.	112,289.
UNION BANK - INTEREST	200.	0.	200.
UNION BANK - MUTUAL FUND DIVIDENDS	599,032.	0.	599,032.
TOTAL TO FM 990-PF, PART I, LN 4	1,105,309.	301,736.	803,573.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	1,881.	1,881.	
AG SUPER FUND LP - OTHER INCOME	5,372.	5,372.	
MONTAUK TRIGUARD FUND IV	-7,879.	-7,879.	
MONTAUK TRIGUARD FUND IV - ROYALTY INCOME	59.	59.	
AG REALTY FUND LP - OTHER INCOME	-9,281.	-9,281.	
MONTAUK TRIGUARD FUND V	-3,069.	-3,069.	
MONTAUK TRIGUARD FUND V - ROYALTY	13.	13.	
WHITE OAK RESOURCES	2,357.	2,357.	
PARTNERSHIP BOOK INCOME ADJ - NOT TAXABLE	-211,723.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-222,270.	-10,547.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND AUDIT	52,783.	5,278.		47,505.
TO FORM 990-PF, PG 1, LN 16B	52,783.	5,278.		47,505.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY AND INVESTMENT	121,784.	121,784.		0.
CUSTODIAN FEES	36,747.	36,747.		0.
CONSULTING	7,620.	0.		7,620.
LEGAL FEES	12,997.	12,997.		0.
FROM K-1 FRONTIER MID CAP GROWTH FUND LP	0.	11,732.		0.
FROM K-1 MONTAUK TRIGUARD FUND IV	0.	19,267.		0.
FROM K-1 AG SUPER FUND LP	0.	21,154.		0.
FROM K-1 AG REALTY FUND LP	0.	1,105.		0.
FROM K-1 MONTAUK TRIGUARD FUND V	0.	2,612.		0.
TO FORM 990-PF, PG 1, LN 16C	179,148.	227,398.		7,620.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	33,714.	0.		0.
FILING FEES	180.	0.		180.
FOREIGN TAXES	4,451.	5,211.		0.
TO FORM 990-PF, PG 1, LN 18	38,345.	5,211.		180.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	4,330.	0.		4,330.
MEMBERSHIPS	11,220.	0.		11,220.
POSTAGE AND DELIVERY	931.	0.		931.
OFFICE SUPPLIES	707.	0.		707.
FILE STORAGE	2,084.	0.		2,084.
TELEPHONE	1,222.	0.		1,222.
ROYALTY DEDUCTIONS - MONTAUK TRIGUARD FUND IV	0.	722.		0.
ROYALTY DEDUCTIONS - MONTAUK TRIGUARD FUND V	0.	314.		0.
TO FORM 990-PF, PG 1, LN 23	20,494.	1,036.		20,494.

FOOTNOTES STATEMENT 7

PART VII-B, QUESTION 1(A)(4).

COMPENSATION PAID TO A DISQUALIFIED PERSON

THE FOUNDATION ENTERED INTO AN AGREEMENT WITH THE ASSISTANT SECRETARY TO PROVIDE ADMINISTRATIVE SERVICES AS AN INDEPENDENT CONTRACTOR DIRECTLY TO THE FOUNDATION FOR A FEE OF $68,750 PER YEAR. THE AGREED UPON FEE FOR THESE SERVICES HAS BEEN EVALUATED AND DETERMINED TO BE REASONABLE BY THE BOARD. THIS IS AN EXCEPTED ACT OF SELF-DEALING UNDER IRC SECTION 4941(D)(2)(E).

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8

DESCRIPTION	AMOUNT
PY ADJUSTMENT BOOK INCOME ON PARTNERSHIP (NOT TAX)	28,723.
TOTAL TO FORM 990-PF, PART III, LINE 3	28,723.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMPUTER EQUIPMENT	7,247.	3,019.	4,228.	4,228.
COMPUTER EQUIPMENT	846.	127.	719.	719.
TO 990-PF, PART II, LN 14	8,093.	3,146.	4,947.	4,947.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	23,620,896.	25,386,739.
INVESTMENT IN PARTNERSHIPS	FMV	4,864,707.	6,248,218.
COMMON STOCK	FMV	3,953,497.	5,493,751.
ALTERNATIVE INVESTMENTS	FMV	2,553,618.	3,859,601.
TOTAL TO FORM 990-PF, PART II, LINE 13		34,992,718.	40,988,309.

FORM 990-PF	OTHER ASSETS	STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST AND DIVIDENDS	6,463.	7,372.	7,372.
PREPAID INSURANCE	3,674.	1,785.	1,785.
TO FORM 990-PF, PART II, LINE 15	10,137.	9,157.	9,157.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JUDY MCDONALD 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	PRESIDENT 0.50	0.	0.	0.
WILLIAM E. BEAMER 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	VICE PRESIDENT 0.25	0.	0.	0.
ANNE DAVIES 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	TREASURER 0.25	0.	0.	0.
MARY HERRON 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	DIRECTOR EMERITUS 0.25	0.	0.	0.
ROBBIN C. POWELL 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	CHIEF ADMINISTRATIVE OFFICER 20.00	68,750.	0.	0.
MARK TROTTER 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	SECRETARY 0.25	0.	0.	0.
V. DEWITT SHUCK 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	DIRECTOR EMERITUS 0.25	0.	0.	0.
GORDON SWANSON 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	DIRECTOR 0.25	0.	0.	0.
PAUL MOSHER 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	DIRECTOR EMERITUS 0.25	0.	0.	0.
RAYMOND ELLIS 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	DIRECTOR 0.25	0.	0.	0.
ERNEST BORUNDA 2604-B EL CAMINO REAL, SUITE 244 CARLSBAD, CA 92008	DIRECTOR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		68,750.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBBIN C. POWELL, ASST SECRETARY, PARKER FOUNDATION
2604-B EL CAMINO REAL, SUITE 244
CARLSBAD, CA 92008

TELEPHONE NUMBER

(760)720-0630

FORM AND CONTENT OF APPLICATIONS

VERIFICATION OF EXEMPT STATUS; SPECIFIC PURPOSE AND RELEVANT PROJECT DETAIL; BUDGET OF ORGANIZATION AND PROJECT; METHOD OF MEASURING RESULTS OF PROJECT; REPORTS ON OUTCOMES AND RESULTS WILL BE REQUIRED SIX MONTHS AFTER GRANT RECEIPT. SEE WWW.THEPARKERFOUNDATION.ORG FOR MORE DETAILS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

FUNDS ARE LIMITED TO PROJECTS BENEFITTING SAN DIEGO COUNTY.

The Parker Foundation
FEIN 51-0141231
Form 990-PF
September 30, 2013

Part VII-B
Question 5a (4) and Question 5c

Attached are reports from the following organizations that received grants from the Parker Foundation and were required to submit reports during the fiscal year ending September 30, 2013:

1. Jacobs Center for Neighborhood Innovation, Diamond Education Working Group - $12,500 (May 2012)

2. Jacobs Center for Neighborhood Innovation, Diamond Education Working Group - $12,500 (December 2012)

3. Jacobs Center for Neighborhood Innovation, Diamond Educational Excellence Partnership (DEEP) - $35,000 (September 2013)

4. Jacobs Center for Neighborhood Innovation, San Diego Regional Infrastructure Study - $8,000 (October 2012)

JACOBS CENTER FOR NEIGHBORHOOD INNOVATION
404 Euclid Avenue San Diego CA 92114
Tel (619) 5276161 Fax (619) 5276162
Email JFF@JacobsCenter.org Web www.JacobsCenter.org

Stewardship Report

Prepared for

The Parker Foundation
December 31, 2013

This Stewardship Report outlines the status of grants awarded by The Parker Foundation to support resident-led projects and activities in the Diamond Neighborhoods of southeastern San Diego. All grants were funded through JCNI's grants program. The report provides a programmatic and financial status for grants awarded by the Foundation.

The Projects listed below are reviewed in this Stewardship Report:

	Project Title	Award Date	Award Amount	Grant Balance	Type of Report
I	Diamond Education Working Group	05/14/12	$12,500	$0	Final Report
II	Diamond Education Working Group	12/07/12	$12,500	$0	Final Report
III	Diamond Educational Excellence Partnership (DEEP)	9/16/13	$35,000	$0	Final Report
IV	San Diego Regional Infrastructure Study	10/18/12	$8,000	$0	Final Report
	Total Funds Awarded		**$68,000**	**$0**	

COMBINED REPORT FOR
DIAMOND EDUCATION WORKING GROUP &
DIAMOND EDUCATIONAL EXCELLENCE PARTNERSHIP (DEEP)

DIAMOND EDUCATIONAL EXCELLENCE PARTNERSHIP

DIAMOND EDUCATIONAL EXCELLENCE PARTNERSHIP
REPORT TO THE PARKER FOUNDATION
OVERVIEW OF ACCOMPLISHMENTS
2013

OVERVIEW

In the fall 2012, the Parker Foundation invested $12,500 in the work of the Diamond Educational Excellence Partnership (DEEP). These funds enabled DEEP to continue to evolve as a community collaborative focused on its initial goal of ensuring that children attending Diamond Community schools finish third grade reading proficiently. In September 2013, the Parker Foundation provided a second grant of $35,000 to support the ongoing implementation of this important work.

BACKGROUND

DEEP is a collaborative of community leaders and organizations committed to improving educational outcomes for children attending schools in southeast San Diego's Diamond Community neighborhoods. DEEP's initial vision for change calls for children attending community schools to receive the support they need to transition smoothly through the early stages of the education pipeline, entering kindergarten prepared to learn and completing third-grade able to read proficiently. In pursuit of this vision, DEEP identified three strategy areas for action:

- Building the capacity of families to support children's early literacy and social-emotional development;
- Supporting principals and teachers in their efforts to ensure high-quality teaching and learning with a focus on early literacy development and healthy social-emotional development; and
- Expanding learning opportunities and supports for children that reinforce and improve early literacy learning and healthy social-emotional skill development.

In the winter of 2012, DEEP invited the principals of the six community-based elementary schools, all of which feed solely into Lincoln High School, to participate in collaborative work focused on early literacy. In early 2013, the principals of three schools, Chollas-Mead Elementary, Horton Elementary, and Johnson Elementary, submitted letters of interest to DEEP. Guided by the input of these principals, DEEP began planning for supports in three key areas: a summer program to reduce summer reading loss at Chollas-Mead Elementary; a package of literacy-linked supports to principals, teachers, and parents at all three schools; and a menu of services for families with children ages 0-5 whose siblings attended these three schools. With the support of the Parker Foundation, DEEP has been able to engage a part-time consultant to convene and guide the work of this growing community collaborative over the past year.

THE DEEP PARTNERSHIP

The full DEEP meets on the second Friday of each month at the Jacobs Center for Neighborhood Innovation (JCNI). Twelve such meetings have been hosted over the past year. Approximately 25-35 persons, representing a range of San Diego organizations and residents, attend these meetings consistently. New persons, representing such organizations as Teach for America, the Quality Preschool Initiative, and the San Ysidro Health Center, joined the group in 2013. Principals of the three partner schools also attend regularly. SDUSD district representatives attend on occasion. DEEP monthly meeting activities include reflections on the group's core values, theory of action, and progress toward goals. The group regularly examines school data related to its literacy focus and outcomes of its programs. The group also learns from presentations and research on educational issues relevant to its work, including the Common Core State Standards, the importance of summer learning, early literacy, and parent engagement. A portion of each DEEP gathering is set aside for small group collaborative work, which is focused specifically on planning for summer learning, fall literacy supports, or activities for families with children ages 0-5.

In May 2013, DEEP entered into an agreement with JCNI according to which JCNI would serve as DEEP's fiscal sponsor. This arrangement reinforced JCNI's commitment to education as a community priority. More practically, it enabled DEEP to receive funds from the San Diego Unified School District (SDUSD) and other donors to implement its work with community schools. JCNI has also supported the work of DEEP with office space, a program officer, in addition to some graphics, editing, and grant writing support.

Since its inception, DEEP has been instrumental in directing over $240,000 in district resources toward the three target schools. In addition to the Parker Foundation, DEEP has also channeled supports from a number of donors within the local philanthropic community, including the Legler Benbough Foundation, the United Way, and individual local philanthropists. These combined supports have been used to fund the summer and fall literacy programs, which are described in the following sections.

SUMMER LEARNING PROGRAM

During the summer of 2013, DEEP partnered with Chollas-Mead Elementary School, SDUSD, and eight partner organizations to design and implement ***Summer Readers – Future Leaders***, a community-based summer learning program. The five-week program offered 84 rising second and third graders opportunities for: reducing summer reading loss, building reading skills, increasing motivation to read, improving social-emotional development and physical health, and engaging in hands-on science activities linked to the preservation of natural resources. It enhanced teacher capacity to provide literacy instruction through training workshops and ongoing coaching. It engaged parents through a menu of nine parent-involvement activities linked to literacy and children's learning more generally. DEEP program partners included:

- California Reading and Literature Project (CRLP)
- Young Audiences of San Diego
- San Diego Science Project (SDSP)
- Groundwork San Diego
- Jackie Robinson YMCA
- Malcolm X Library
- READ/San Diego
- UPforEd
- Jacobs Family Foundation
- Parker Foundation
- JCNI

The DEEP-designed program conforms to best-practice research on effective summer learning programs. The program's nine key components are described below.

Literacy Acceleration and Enrichment: With the support of the California Reading and Literature Project, the program trained nine certificated teachers to deliver a literacy acceleration and enrichment curriculum aligned with district and Common Core standards.
Literacy Linked to the Arts: Young Audiences of San Diego's teaching artists provided students twice-weekly classes that integrated theater and dance with reading to improve both reading motivation and skills.
Science and Service Learning: Two mornings each week, students, along with their teachers, participated in experiential hands-on science learning opportunities at Groundwork San Diego's four-acre outdoor classroom, or EarthLab, located in the Chollas Creek Watershed. The San Diego Science Project trained and supported teachers in delivering a curriculum that linked science activities to literacy. UCSD undergraduate students, working under the supervision of a faculty advisor, assisted teachers and evaluated elementary school students' scientific journals. Groundwork's Green Team of local high school students volunteered their support as well.
Connecting to Community Literacy Resources: Once weekly, students and their teachers visited the Malcolm X library, where they checked out books and participated in the library's summer reading program. Both the Malcolm X Library and READ San Diego provided students with incentives for active engagement in reading. READ San Diego provided each student with six books for their home libraries.
Building Strong Bodies and Character: Five afternoons per week, students participated in swim-and-gym and character development programming at the Jackie Robinson YMCA. Swim and gym included twice weekly swim lessons in addition to other games and activities. Character development included small group facilitation focused on understanding the core values of caring, honesty, respect, and responsibility.
Family Engagement: Opportunities for engaging families in children's summer learning were woven into each program area. In lieu of a program fee, families were expected to participate in student art performances, science labs, fitness nights, and/or literacy events.
Community Engagement: DEEP convened implementing partners weekly throughout the summer to discuss program progress and challenges. Additionally, partner organizations shared their work during two monthly meetings with the full membership of DEEP. These meetings served as occasions for deepening community understanding of educational change. DEEP support also came in the form of the conducting parent outreach workshops, developing camp policies and procedure, communicating with district leadership, and monitoring, evaluating, and sharing the work. DEEP produced the final outcomes report. A detailed description of program goals, activities, and outcomes is available in PDF form and should be available on the DEEP page of the JCNI website in early January. The following section summarizes outcomes in a number of key areas.

Summer Learning Program Key Outcomes

Attendance

- Program retention was 91% of enrolled students (92 students were enrolled prior to the first day of the program; 84 students completed the program);

- Average daily attendance in the program was 83 students, or 90% of enrolled registrants; 74% of students missed one day or less.

Reading Competency

- According to pre- and post-test assessments, between 93% and 97% of students maintained or increased competency in recognition of letters, phonics patterns, and irregular words;

- According to pre- and post-test assessments, between 70% and 79% of students maintained or improved proficiency in reading fluency, vocabulary skills, and comprehension;

- Data from surveys of parents revealed that 92% of parents witnessed improved reading competency in their children.

Motivation to Read

- According to pre- and post-test assessments, between 67% and 63% of students maintained or improved their motivation to read academic material and recreational material, respectively;

- 100% of students maintained or improved their interest in using theater to act out stories;

- Data from surveys of parents revealed that 95% of parents noted increased motivation to read;

- 100% of students participated in the Malcolm X Library's Summer Reading Program, 93% of students received library cards, 76% of students checked out library books, and 100% received new books for their home libraries from READ/San Diego.

Science Literacy

- According to pre- and post-analysis of students' science notebooks, between 98% and 99% of students maintained or improved their ability to use academic language, develop scientific explanations, and produce expository writing;

- According to pre- and post-analysis of students' field guides and notebooks, 98% maintained or improved their understanding of key science concepts, while 88% maintained or improved their ability to produce scientific illustrations.

Environmental Stewardship

- 99% percent of students responded positively to survey questions concerning their roles as stewards of the environment; similarly

- 100% of parents who participated in parent engagement activities at the Earth Lab indicated a willingness to change their behavior as stewards of the environment.

Character Development

- According to pre- and post-assessments, between 92% and 100% of participants demonstrated attributes of personal power, positive self-esteem, positive attitudes toward school, and interpersonal competency; these percentages reflected gains of between 4 and 56 percentage points across all categories.

- According to pre- and post-assessments, between 92% and 96% of participants demonstrated attributes of caring, honesty, respect, and responsibility. These percentages reflected gains of between 10 and 18 percentage points across all categories.

Physical Fitness

- 100% of participants received a healthy breakfast, lunch, and snack daily.
- 100% of participants engaged in at least two hours of physical activity for every day of attendance.
- 100% of students participated in two, 1/2-hour swim lessons weekly.

Parent Engagement and Capacity Building

- 60% of students' parents attended a single event;
- Parent attendance across events ranged from 26% to 39% of students' parents;
- 100% of parents who attended events reported finding them "highly helpful" or "helpful;"
- Additionally, 88% – 100% of parents who attended events indicated that they planned to change their behavior as a result of having attended the event.

Teacher Capacity-Building

- 100% of teachers indicated that they were extremely satisfied or satisfied with the quality of preparation and support they received to deliver the classroom literacy and science field programs.

Partner Participation

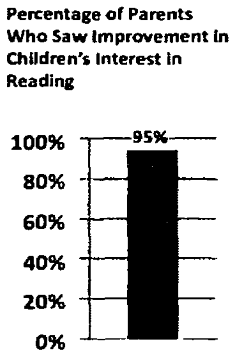
- All nine implementing partner organizations had an "Excellent" or "Good" understanding of their organization's role and expectations;
- Eight of nine partner organizations felt their voice was heard and that they had been a part of the review of programming. One organization brought in a new representative post-development.

Future Engagement

- 100% of the partners, 92% of the parents, and 100% of the teachers indicated an interest in participating again.

Areas for Learning and Growth

Changes in Motivation to Read. Nearly a third of students experienced diminished motivation to read. One hypothesis for this outcome is that, with smaller class sizes, students who might otherwise be able to engage in reading avoidance without being noticed were held more accountable for their reading progress. Data from the Young Audiences theater programs and parent surveys revealed strong evidence of improved motivation to read. The chart below provides additional information regarding parent observations.



- WHAT IS THE EVIDENCE?
  - 76% reported children reading more at home
  - 67% reported children talk more about what they read
  - 48% parents reported children ask to go to library
  - 43% reported children ask parent to read with them

Parent Engagement. Parent engagement requirements that all parents participate in at least four of the nine engagement opportunities were not met. Only 26% of parents participated in four required events. This was a disappointing result in light of the many strategies employed by school and providers to engage parents, including an orientation fair, flyers home, a bulletin board on the site that contained regular announcements, as well as automated and personal phone calls home. These strategies employed matched those cited by parents the program final survey as the best ways to communicate with them. Those parents who participated in the end-of-program focus group reported that they often had personal emergencies or inflexible work schedules, making it difficult for them to attend. Although parents mentioned that hosting events at the school site would make it easiest for them to attend, the data on actual attendance did not support this claim. The best attended event was hosted by READ/San Diego at the Malcolm X Library. Additionally, the final ceremony at the school, which was not a required event, attracted some of the largest parent participation. Program staff will consider other approaches for making parent engagement more consistent during the program's second summer.

Concluding Thoughts

The ***Summer Readers-Future Leaders*** summer learning program represented an unprecedented collaborative undertaking of local organizations to address the issue of summer reading loss in the Diamond Community. The program achieved or exceeded many of its ambitious targets. In those instances in which targets were not met, implementing partner organizations have explored alternative strategies for reaching them in future summers. The success of ***Summer Readers-Future Leaders*** is attributable to a combination of factors, including research-based design, strong principal leadership, highly professional partners, deeply committed teachers, enthusiastic parents and students, and the ongoing engagement of the larger community in understanding and supporting educational change.

In addition to producing outcomes for children, the program yielded positive changes for teachers, parents, undergraduate and high school students, and partners. Teachers increased their capacity to target early literacy instruction to student needs and to instruct science standards in an outdoor classroom; families were linked more closely with such community resources as the YMCA, Malcolm X Library, and EarthLab; undergraduate students gained valuable teaching experience; and partner organizations honed their capacity to evaluate their programs more thoroughly and work collaboratively with one another. Most importantly, the program demonstrated the capacity of community partners and local schools to work side-by-side toward the common long-term goal of ensuring all children read proficiently by the end of third grade. Finally, it served as a model for the San Diego Unified School District in making the neighborhood school a provider of enriching summer experiences for children who might otherwise experience summer reading loss.

FALL LITERACY SUPPORTS

Engaging the District. In the fall of 2013, the DEEP launched a program that offered principals, teachers, and families opportunities to improve their ability to support students in grades K-3 in early literacy learning. As with the summer learning program, the Fall Literacy Supports involved a commitment by SDUSD to invest in providing a portion of the needed resources. Given the transition in leadership at the school district, DEEP invested considerable energies in reaching out to new district leaders to ensure that package of literacy supports aligned with their priorities. Because the new leadership is still formulating its plans, SDUSD agreed to fund its portion of program services for only a single year, instead of the two years requested by DEEP. Funding decisions for additional years will be made at the end of year one.

Collaborative Work. In keeping with its commitment to collaborative work, DEEP's Fall Literacy Supports initiative engages five partner organizations in supporting the target schools. Partners include the National Center for Urban School Transformation (NCUST), the California Parent Center (CPC), the California Reading and Literature Project (CRLP), the UCSD Education Studies Department, and the national Raising a Reader Program implemented with support from SDUSD's Parent Outreach and Engagement Department.

The supports provided by DEEP partners include: 1) the formation of principal leadership networks and opportunities for principals and teachers to experience firsthand the work of high-performing urban schools; 2) capacity-building for K-3 literacy teachers; 3) in-classroom support from trained pre-service teachers; 4) student-centered strategic engagement of parents; and 5) a home-reading program for first graders and their parents. DEEP principals and partners have established a set of goals and anticipated outcomes for this work.

DEEP Convening/Monitoring Role. DEEP convenes its fall partners every other month to ensure that the work is connected across stakeholder groups (principals, teachers, and families), providers, and schools. A detailed report of services rendered and progress toward outcomes will be available at the end of January and will be provided to the Parker Foundation as an addendum to this report. The table provides an overview of key program goals and anticipated outcomes.

Fall Literacy Supports Goals and Anticipated Outcomes

GOALS	ANTICIPATED OUTCOMES
GOAL 1: Support principals as instructional leaders in the provision of strong early literacy curriculum and instruction	• Changes in school systems/practices to support improved early literacy teaching and learning • Evidence of clear literacy goals linked to Common Core, learning targets, common assessments, core set of instructional strategies, intervention and enrichment systems, classroom observation protocols
GOAL 2: Support a corps of K-3 teacher-leaders and K-3 grade-level teams in providing strong literacy instruction.	• Evidence of change in knowledge/practice of teacher-leaders to support grade level teams in developing and delivering high-quality literacy instructional practices • Evidence of change in knowledge/practice of classroom teachers in grades K-3 in delivering challenging and engaging literacy instruction
GOAL 3: Support a cohort of trained pre-service teachers to assist K-3 classroom teachers in providing individualized literacy instruction	• Evidence of improved delivery of small group literacy instruction • Increased individualized support for K-3 students • Opportunities for student-teachers to gain exposure to and practice in delivering strong literacy instruction in urban schools
GOAL 4: Equip schools to engage families in supporting the early literacy development of their children	• Enduring structure at each school site for school-family-community collaboration around early literacy supports for families and children • Fully developed Family Engagement Plan with indicators of success attached to each plan and Progress reports on implementation of the Family Engagement Plan activities. • Families understand what their children should know/be able to do in literacy in K-3 • Families know when their children are struggling in literacy and have a clear process for getting support from schools, teachers, and community resources • Families are actively engaged in supporting their children's literacy development at home and in schoolIncreased connections with local literacy resource.
GOAL 5: Ensure that families understand the importance building a home routine for sharing and reading books	• Students read regularly with parents at home • Students improve reading skills and motivation
GOAL 6: Increased student proficiency in mastery of key literacy standards	• Common assessments, benchmark tests, and student work show that increasing numbers of students at each grade level are achieving mastery

SUPPORTS TO FAMILES WITH CHILDREN AGES 0-5

Planning Work. To date, this facet of DEEP's work has consisted of several DEEP partners meeting regularly 1) to identify the services that currently exist within the community to support this population and 2) to explore ways to target those services in a meaningful way toward families with children ages 0-5 whose siblings attend DEEP's three focus schools. DEEP partners leading this work include READ/San Diego, Words Alive, Reach Out and Read, Malcolm X Library, San Ysidro Health Center, SDCOE Quality Preschool Initiative, and delbrainy, Inc., a First-Five provider. DEEP's overarching goal for this work is to build the capacity of parents to support their children's education, particularly in the area of early literacy (language) and social development from birth through preschool.

Survey of Families. Using a template developed with input from DEEP partners, DEEP partner schools surveyed parents at their schools to determine the population of families with children in this age group. Survey response was uneven across schools. Analysis of the valid surveys showed a total of 154 children in this age group across the three schools. About 47% of these children were ages 3 and 4, roughly 60% of whom were currently enrolled in preschool.

DEEP SURVEY RESULTS OF FAMILIES WITH CHILDREN AGES 0-5

Age	Total Number of Children	Attending Preschool
Age 1 or Younger	27	4% (1)
Age 2	43	2% (1)
Age 3	30	60% (18)
Age 4	43	63% (27)
Age 5	11	100% (11)
TOTAL	154	

Valid surveys per school: Horton 68; Chollas-Mead 58; Johnson 7

Challenges to Consider. In developing its plan of action, the DEEP leaders of this effort have identified a few key challenges. Firstly, there currently exist a number of providers offering services for this age group, but all struggle with parent attendance. Secondly, principals are already stretched to attend to the needs of children in grades Pre-K through 5 at their schools. Any efforts to engage parents of children who are not currently enrolled in their schools must not require large investments of principals' time. Providers of this work are clarifying a clear set of outcomes they would hope to achieve from the services they provide and ways to provide services that do not require large investments of time from school principals.

The following chart shows the initial data collected on existing services that might be tapped to support families with children in this age group.

COLLECTIVE IMPACT PARTNERS SERVING CHILDREN AGES 0-5

PROVIDER	SERVICE	ELIGIBLE PARTICIPANTS	POINT OF DELIVERY	COST
READ/San Diego **Contact: Kim Noriega** **KNoriega@sandiego.gov**	Families for Literacy Program: researched based, emergent literacy instruction (both explicit and through modeling) to low-literate parents and caregivers. At each session, families listen to stories, sing songs, make a craft, enjoy a healthy snack, learn multi-motor/multi-sensory approaches to early literacy skills and engage in a short parenting discussion. Each family also receives two new, age-appropriate children's books at per session (as well as gently used books as incentives) to build their home library. Services are provided at the local libraries.	Low-literate adults with children under 5 years of age	At local libraries and school sites with prior arrangement	No cost

PROVIDER	SERVICE	ELIGIBLE PARTICIPANTS	POINT OF DELIVERY	COST
Words Alive **Contact: Amanda Bonds** Amanda@wordsalive.org	**Read to Me Workshops (R2M)** educate parents and caregivers of preschool age children about the importance of routinely reading aloud to their children age 0-5, how to do so effectively with developmentally appropriate materials and how to use the Words Alive Lending Library at their location (if applicable). Workshop participants receive a handbook that includes information reviewed in the workshop and a new children's book to keep. Workshops are 1 hour in length and are available in English and Spanish. Read to Me workshops are facilitated as scheduled with community partner sites (usually as a guest presenter at monthly parent meetings) such as State Preschools, Head Starts and Child Development Centers **Book donations** upon request from	Families with children ages 0-5	At school sites	**Read to Me** workshops are currently brought to sites at no cost. The availability of workshops is limited by staff schedules to lead the workshop. To disseminate the resource more readily, we could host a train the trainer workshop.

PROVIDER	SERVICE	ELIGIBLE PARTICIPANTS	POINT OF DELIVERY	COST
	community partners to support literacy work at their sites. Most often Words Alive donated books in the form of a Lending Library to our community partners, giving families consistent access to quality children's books at places they bring their children habitually			
delibrainy LLC SDSU Dept of Child Development Contact: Eva Schulte earlychildhood@mail.sdsu.edu	4- week and 10-week series of parenting workshops focusing on development of children ages 0-5 years old. The curriculum relies on evidence-based practices to assist parents/caregivers in relating better with their children and managing their behavior. Programs promote healthy social-emotional development, and provide parents with an understanding of children's behavior and the strategies to manage them.	Parents, grandparents, and caregivers of children ages 0-5 years old.	We are able to provide workshops in any environment which can offer adequate seating and space for parents and children (examples: libraries, preschools, churches, we have even been in Starbucks and Barnes and Noble before)	Workshops are no-cost. However, the company does offer a music-based learning readiness and active parenting program called "Circle of Education." This is a music-based series of songs, tuneTOONs, and parent activities which promote kindergarten readiness. This curriculum

PROVIDER	SERVICE	ELIGIBLE PARTICIPANTS	POINT OF DELIVERY	COST
	During each behavior-focused class, parents/caregivers will have the opportunity to develop a home activity plan based on their individual concerns. Simultaneously, children will receive primary screenings. These screenings will be utilized to help identify any developmental, social-emotional and/or behavioral concerns. When children are identified as potentially benefiting from more intensive behavioral services, referrals will be provided to the appropriate organizations in the community.			can be purchased as a whole set, or parents/ schools can buy individual CD's and activity set.
Malcolm X Library **Contact: Dorothy Nowroozian** **dnowroozian@sandiego.gov**	Monthly Programming for Children on one Friday each month at 10:00 am. Tours with teachers or school groups can be arranged by appointment.	Community members	Malcolm X Library Site	Free
Reach Out and Read **Contact: Tara Milbrand** **tmilbrand@aapca3.org**	Pediatricians provide age appropriate literacy guidance at the well-child check with a new book for children 6 months through	Families with children who visit pediatricians who are participating in the Reach Out and Read Program.	Participating Pediatricians Offices and clinics	No cost to families

PROVIDER	SERVICE	ELIGIBLE PARTICIPANTS	POINT OF DELIVERY	COST
	5 years. Read aloud advice is given to parents during the well-child check for each stage of development (6 mos, 9mos, 12 mos, 15 mos, 24 mos, 30 mos, 36 mos, 48 mos, 60 mos.) Parents also receive a new developmentally and culturally appropriate book to encourage them to make reading aloud with their child a daily activity.			
San Ysidro Health Center Healthy Steps Medical Mobile Clinic Services	The San Ysidro Health Center Healthy Steps Medical Mobile Clinic provides accessible, comprehensive primary health care and supportive services in order to improve the overall health and the well-being of our community. We strive to eliminate health disparities and be the connection to a medical home. SYHC's mobile units travel throughout the community and provide a variety of healthcare	Our target population is the low income uninsured children as young as 2months old and up to 18 years of age. We can see insured patients as long as they are assigned to one of our clinic locations.	We deliver services in a variety of sites such as: schools, public housing sites, retail and grocery stores, public libraries, parks, churches.	For uninsured patients it will be at no or very little cost depending on the patient's income. At no cost if the patient qualify for the CHDP program

PROVIDER	SERVICE	ELIGIBLE PARTICIPANTS	POINT OF DELIVERY	COST
	services to children such as preventive health screenings, physical exams, school entry physicals, immunizations, Hemoglobin test for WIC, Tuberculin skin test, dental referrals, and other minor screening/testing services. People in need of additional care are referred to one of SYHC's clinic sites. Healthy Steps parenting and anger management classes are also offered to parents, families and community partners.			
SDCOE Quality Preschool Initiative	The Quality Preschool Initiative (QPI) is funded by First 5 San Diego to provide high quality preschool opportunities in twelve San Diego regions and is expected to serve 12,000 children this year. The Quality Preschool Initiative provides access to preschool and supports a comprehensive	Parents who quality for state or federal subsidies or those who live within select school boundaries can enroll children in the three-hour preschool programs without cost as long as there is space in the facilities in their area.	Our diverse preschool settings include: Family Child Care, College-Based, For-Profit, Not-for-Profit and School District.	No cost to families

PROVIDER	SERVICE	ELIGIBLE PARTICIPANTS	POINT OF DELIVERY	COST
	quality improvement process that encourages program assessment, goal setting, and monitoring of progress that could lead to improved quality early learning programs. Improving quality in preschool is foundational to the vision of the Quality Preschool Initiative. The ultimate goal of the Quality Preschool Initiative is to reduce the school readiness gap and improve school achievement in San Diego County and to create a sustainable program providing access to quality preschool for all who need it.			

Diamond Education Working Group Project Budget (Grant Awarded 05/14/12)

Grant expenditures to date:

Budget Line Item	**Budget Expenditures**
Diamond Education Working Group	$12,500.00
Expenditures – Research and Advocacy Team	$ 12,500.00
Remaining Balance of Grant	$0

Diamond Education Working Group Project Budget (Grant Awarded 12/07/12)

Grant expenditures to date:

Budget Line Item	**Budget Expenditures**
Diamond Education Working Group	$12,500 00
Expenditures – Research and Advocacy Team	$ 12,500.00
Remaining Balance of Grant	$0

Diamond Educational Excellence Partnership (DEEP) (Grant Awarded 9/16/13)

Grant expenditures to date.

Budget Line Item	**Budget Expenditures**
Diamond Educational Excellence Partnership	$35,000.00
Expenditures – Community Collaborative	$35,000 00
Remaining Balance of Grant	$0

SAN DIEGO REGIONAL INFRASTRUCTURE STUDY

Project: The Commission on San Diego Regional Infrastructure and Equity –

Grant Amount: $8,000

Objectives:

(1) Allow PolicyLink to complete their report on models that could help San Diego achieve a greater standard of infrastructure for all residents and all neighborhoods.

- scope of work was developed and subcontract with PolicyLink, a research organization based in Oakland California, was executed
- research associate, Chris Schildt, Ph.D. UC Berkeley, conducted research into infrastructure financing mechanisms and best ideas for an equity analysis. (Research results are summarized in this grant report.)

(2) Conduct a Commission retreat where PolicyLink presents their findings so the Commission can form recommendations and strategy about the various models that are influencing current discussions at SANDAG and the City.

- Conducted retreat with Commission members and PolicyLink (completed January 12, 2013).
- outreach extended to new Council President Todd Gloria since he has declared infrastructure a primary goal of his in his new role. (Study findings and recommendations were shared with the Council President and Councilmember Mark Kersey, Chairman of the newly formed Infrastructure Committee.)

Background:

The Parker Foundation awarded a grant of $8,000 to the Jacobs Center for Neighborhood Innovation in October 2012 to support the Commission on San Diego Regional Infrastructure and Equity. The grant from The Parker Foundation augmented funding provided by a funders' collaborative formed between The Ford Foundation, U.S. Bank, The California Endowment, and Jacobs Family Foundation for the study. The purpose of the project was to explore the underlying forces within older urban neighborhoods that perpetuate a cycle of disadvantage and create barriers to development, including commercial and low-income residential projects. The funders agreed to learn about the status of infrastructure in San Diego and examine the history and policies that led to our current status, where neighborhoods lack infrastructure.

As part of this undertaking, a cross-sector Commission was established in January 2012 that included representatives from philanthropy, the San Diego Regional Chamber of Commerce, Sustainable San Diego, the District 4 Councilmember, and residents from Chula Vista, National City, City Heights, Barrio Logan, and the Diamond Neighborhoods of Southeastern San Diego. Ex-officio members included representatives from City Council District 8 and SANDAG

A key partner in this work is PolicyLink which was commissioned to conduct a national scan of models addressing inequitable distribution of infrastructure resources The PolicyLink initiative on infrastructure equity was identified as an important resource in evaluating possible strategies and solutions for the San Diego region The funders' collaborative requested additional project funding from The Parker Foundation to help complete the San Diego Regional Infrastructure Study with the research findings provided by PolicyLink's national scan.

Key Findings from the Research: PolicyLink

PolicyLink, a national research and action institute based in Oakland, was given the task of scanning the country to provide the Commission with learnings from other areas or regions that had worked to promote equitable infrastructure. Victor Rubin, Ph D., Vice President of Research and Chris Schildt, Ph.D , Research Associate prepared a report and led three workshops with the Commission to gain a broader understanding of what might constitute a successful infrastructure campaign in San Diego.

Five case studies were presented. Three were city-led programs including Phoenix, Arizona: 2006 Citizens' Bond Committees and Kansas City, Missouri: Public Improvements Advisory Council and San Antonio, Texas: Infrastructure Bond. Community-led campaigns included Washington D.C.: Neighborhood Investment Fund and San Joaquin Valley, California Community Equity Initiative.

PolicyLink's report for the Commission, ***Community Campaigns for Infrastructure Equity: A Review of Four Case Studies*** is summarized briefly below and includes their findings of the four main ingredients for successful infrastructure campaigns·

Develop a commitment to infrastructure equity principles. In the Phoenix example, the city developed a program that engaged a large number of local residents in establishing infrastructure priorities. However, there was no commitment to equity principles in the process to establish the resident committees, the criteria used to evaluate the various projects, or in the eventual outcomes. The Phoenix example highlights how resident participation alone without a commitment to equity principles is not likely to lead to improved outcomes for historically underinvested communities.

Focus on resident capacity building to ensure community voice. In every case study, resident capacity building was identified as key to achieving equitable outcomes. Infrastructure issues are portrayed as complex, requiring vast technical knowledge that creates barriers to participation However, several of these case studies highlight the ability of community-based organizations to develop the capacity of community leaders from historically underrepresented communities to address infrastructure inequity. With support, residents led their own campaigns (e.g Washington DC and the San Joaquin Valley).

Develop multi-stakeholder buy-in. In many cities, much of the infrastructure is still financed, operated and maintained by the city. Ultimately a community campaign needs to win the buy-in of both elected officials and government staff in order to be successful. For example, in Washington, D.C., a community-based organization pulled together strong political support for a new investment fund for disinvested neighborhoods, but when several of their supporters did not win re-election, the fund was not renewed.

Likewise, a campaign initiated either by the community or government needs to gain the support of a diverse pool of stakeholders in order to win voter approval at the polls. In California, most new revenues for infrastructure investment require 2/3 majority support of the voters. This supermajority can only be achieved through multi-stakeholder buy-in.

Long-term engagement. It takes time to build local knowledge and buy-in, and so all stakeholders need to be prepared for long-term engagement. Leadership development can take years. In both Phoenix and Kansas City, the programs have been around since the 1980s, and city staff and participants are still learning and developing new strategies to engage all residents in decision-making processes. In Washington, DC, and the San Joaquin Valley, the community-based organizations that initiated the campaigns had been engaged in those communities for decades, building leadership capacity and helping residents identify and win their campaigns

Through these workshops it became clear that there is generally a crippling effect for campaigns that start with the city and make efforts to include resident voice as an add-on to a larger process. Additionally, the community campaigns often missed a strategic connection with government. Thus, there is a break, or a great middle ground, that needs attention so that enough momentum and joint political will can be built to address these larger issues of how to ensure that government is equitably providing infrastructure to all neighborhoods.

Additionally, in the retreat with PolicyLink, the Commission decided our region needs a guideline for bringing equity forward as a value in the process, decision-making and evaluation of any infrastructure finance mechanism. The Commission reviewed PolicyLink's equity guidelines and then created their own ***Guideline for Infrastructure Equity*** (see below).

The Commission's Recommendations:

Gather better data for understanding infrastructure deficits.

1. Build a strong case for infrastructure equity Gather data about the personal and economic cost to all when people live in neighborhoods with infrastructure deficits that affect people's safety and health and their environment An economic analysis of the impact of living with

infrastructure deficits is called for to support the case of regional infrastructure equity.

2. Fund more detailed data analysis by neighborhood or community planning area to show the real status of infrastructure When data is analyzed by council district, as most is, the inequities between neighborhoods within that district are blurred. We must consider the availability, quality and comprehensiveness of services and facilities on a geographic basis and seek equity across neighborhoods A finer grain analysis will help guide us toward regional planning that addresses the real inequities with greater accuracy

3. Demand and fund careful analysis of the data to see if the infrastructure that is "counted" for a particular district is truly for the people of that district or for people outside of the district. An example: the costs of building faster roads to get through a district is often not the top priority of the people in that district, but gets "counted" as infrastructure for that district.

Educate the public about infrastructure deficits.

4. Consistent infrastructure and levels of service must be available everywhere. Create easily accessible information for residents to know the infrastructure status in their neighborhood and its relationship to the city standard. Residents from neighborhoods with infrastructure deficits said they know their neighborhoods have less than others, but they don't know what the standard is. Education about the standards, such as response time from the fire department, is called for. For example, we learned one district in San Diego needs four new fire stations to bring it up to standard.

5. Invest in educating residents about the infrastructure status of their neighborhoods and the true cost of infrastructure (i.e. the price that reflects life-cycle costs, not just its construction costs) It is deceptive because consumers and public officials are fixated on the costs of building an asset, but not on the life-cycle costs to build, maintain, and renew it We need to know the true costs.

6. Support building cross-neighborhood partnerships to build momentum to secure infrastructure for those neighborhoods with deficits and shared interests. Support building cross-interest areas in infrastructure (advocacy for street lights, safe passageways to school, etc.) to address broader infrastructure deficits.

Consider the impact on the people, the land and the region.

7. Adopt a "do no harm" bottom-line principle for communities that have been negatively impacted in the past. Address historic disparities by recognizing

history and outcome disparities when considering consistency and equity. Include proactive actions to address needs of populations with low expectations, due to history of negative interactions with city services.

8. Support better quality of life and increased access to opportunity for all neighborhoods, e.g. (the use of green infrastructure, the interconnected network of open spaces and natural areas, such as community gardens, greenways, wetlands, parks and native plant vegetation that naturally manages storm water, reduces flooding risk and improves water quality). Green infrastructure can cost less to install and maintain when compared to traditional forms of infrastructure. Green infrastructure projects also foster community cohesiveness by engaging all residents in planning, planting and maintenance of the sites.

Use new tools to prioritize, finance and maintain infrastructure.

9. Use an equity framework in creation of infrastructure funding mechanisms. both for intent (at the outset of creating the mechanism) and the analysis and evaluation of the process and outcomes.

10. Adopt a regional **guideline for infrastructure equity** that advocacy groups, residents and elected officials use to move forward when addressing infrastructure.

11. Call for a deputy mayor of infrastructure and for the City to make infrastructure investment and equity a priority.

Make the costs of community participation and maintenance a mandatory part of budget considerations

12. When a process is started to invest in infrastructure, allocate a portion of the expenditures for community education and engagement to hear what the true priorities are. Mere resident engagement is not enough; residents need to know the status of their neighborhood in relation to the city standard before they give input into a process. Community meetings that are hastily put together without financial support for outreach, education and gathering input can no longer be tolerated. To connect people living in infrastructure deficits to the process, funds must be made available to do this well The Commission recommends 1.5% - 2% (???? Tbd) of a total infrastructure budget be allocated for community education and setting of priorities.

13. Currently, local governments separate their annual (or biennial) budgeting processes into two piles: one for the basic operations of the city, the other for the capital investment activities of the city, which cannot be used for basic maintenance and repair. By separating the two budgetary processes, there is never enough funds for basic repairs, maintenance, replacement, a

new paint job for the new or expanded capital asset that appears in the capital budget. This is because the operating budget is already crowded with too many commitments from previous years' basic repairs, maintenance, replacement activities, not to mention all the other service responsibilities such as public safety

Cities could adopt the "Utah model" of setting aside 1.1 percent of the value of an asset for the express and only purpose of maintaining and repairing capital assets. By linking current capital investment policy to future sequestration of the operating budget to assure a pool of resources is available for maintenance and repair, this policy ensures, or at least makes highly probable, an adequate resource base to maintain an asset throughout its useful life. It also has the added benefit of constraining over-building on the part of the government because the more building, the more future resources are set aside for capital maintenance and unavailable for other basic operating concerns.

Below is the result of the Commission's work to clarify how the value of equity needs to be incorporated and evaluated at all levels of the government processes and decision-making for infrastructure.

Guidelines for Infrastructure Equity

Because the infrastructure of a neighborhood affects the health, safety and well-being of its residents and the ability to develop low-income housing and economic opportunities, the Commission on San Diego Infrastructure and Equity recommends using the following infrastructure equity guidelines when making decisions about infrastructure plans.

1. **Outcome**: Do the decisions result in closing the gap between substandard infrastructure and the city standards for all neighborhoods? Is the outcome of the decision fair and beneficial to all? Are any neighborhoods with infrastructure deficits left out?

2. **Funding:** Infrastructure funding, like health, education and human service funding, is a basic governmental responsibility to its citizens. Therefore, funding for infrastructure must not compete with funding for health, education and human service funding. Even in tough economic times, infrastructure funding remains a critical government responsibility to all citizens.

3. **Priorities**: Budget priorities within an infrastructure plan must be evaluated for its fairness to all. Using the city standard as the baseline for determining priorities promotes equity across neighborhoods. And, the battles with the infrastructure budget and who benefits must be made available to the public.

4. **Distribution:** Infrastructure is linked to services and opportunities that must be available and accessible to everyone in all neighborhoods. Does a proposed infrastructure plan move us to that goal?

5. **Jobs:** Employment and economic benefits associated with building and maintaining infrastructure must be shared throughout all neighborhoods.

6. **Financing:** Collecting revenue to pay for infrastructure must be fair and not disproportionately burdensome for those with lower incomes.

7. **Participation:** Infrastructure decision-making must be transparent and include avenues for residents from all types of neighborhoods to contribute to the planning and policymaking process.

The decisions about investing in infrastructure must lead to a reduction in the disparities between neighborhoods.

Conclusions and Opportunities

Funding and investing in infrastructure are not only about finding adequate resources to meet the demands of the citizenry· it is a basic need that government fills for neighborhoods and the people who live there. Infrastructure is the building blocks for neighborhood that impacts their health, safety and well-being, affordable housing, clean water, economic opportunity Lack thereof has great impacts for the residents living in infrastructure deficits and for a region crippled in caring for its residents. Poor infrastructure has great ripple effects that create its own set of costs

Finding resources for infrastructure then is part and parcel of government planning and budgeting that require a thorough assessment of infrastructure need, use, and demand in relation to the quality of life of all people. An assessment process which includes and values the involvement of all stakeholders – from all neighborhoods – is critical to building the political will and consensus to move forward with a viable plan.

The Commission on San Diego Regional Infrastructure and Equity is urging the city to adopt clear benchmarks for addressing the infrastructure deficits in the city's older urban neighborhoods by using city standards to assess and determine need in a factual manner. Areas with infrastructure deficits must receive priority to begin to raise their level of infrastructure closer to the city standard

The Commission is also urging the City to revise the current planning and budgeting process for Capital Improvement Projects and to redirect government funds toward maintenance repair and renovation. The opportunity exists to 1) create a more transparent and accountable course of action that will facilitate equity and community involvement in a meaningful way; (2) uncover different ways to prioritize and allocate funds to meet the needs and standards for existing infrastructure before committing to new projects, and (3) address the staggering disparity on the quality and quantity of infrastructure between neighborhoods thereby encouraging a more regional outlook and collective value for consumption and creation of alternative funding systems.

One large opportunity lies in the City of San Diego's new momentum toward finding infrastructure financing to address its great infrastructure needs. In 2012, the City of San Diego began to consider a larger infrastructure bond for the City and looked at San Antonio's model as a case study. This Commission asked PolicyLink to review this model and learned the following.

In 2007 and 2010, The City of San Antonio passed two infrastructure bonds totaling more than $1 billion and offered up a new way to do infrastructure bonds. San Antonio acknowledged that infrastructure distribution evenly across council districts would not be equitable. Some districts had greater needs in some areas. So the City made assessments of the greatest infrastructure needs and then asked citizen groups to prioritize them in the following categories: parks, community facilities, streets and drainage. This meant residents were not having to choose between a park and a sewerline which is the typical "choice" often given residents in lower income neighborhoods. Instead, a broader view was taken and the resident committees looked at which projects addressed greatest need.

The priority lists, once finalized, were translated into Spanish and English, and circulated to citizens before the vote on the bond. This type of transparency and accountability begins to build greater trust in a system that has been too opaque and where bond funds are not tied as closely to an upfront process. Smartly, San Antonio had the infrastructure bond stand alone and timed it so it did not compete with education funding or other basic needs of the city. This model advanced the equity debate by being forthright that what is fair is not always what is even. Fairness needs to based on need.

One area where the San Antonio model could be improved is in the staff's determination of greatest need. The criteria the city staff used to identify greatest needs was not made public. This Commission recommends publishing the scoring criteria used to determine need, so the processes are open and can be evaluated.

While there continues to be challenges to finance infrastructure in San Diego, there is also growing momentum and interest to best utilize infrastructure funds to improve the quality of life for all in San Diego. Equitable infrastructure is a responsibility of government and a role for funders, advocates, business and residents is to ensure that it happens, because in the end, it affects us all.

San Diego Regional Infrastructure Study Project Budget

Grant expenditures (End of Project – December 2013):

Budget Line Item	**Budget Expenditures**
San Diego Regional Infrastructure Study	$8,000.00
Expenditures – PolicyLink Report; Commission Retreat; and Hosting Public Forum	$8,000.00
Remaining Balance of Grant	$0

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	COMPUTER EQUIPMENT	082511	SL	5.00	16	7,247.			7,247.	1,570.		1,449.
22	COMPUTER EQUIPMENT	010113	SL	5.00	16	846.			846.			127.
	* TOTAL 990-PF PG 1 DEPR					8,093.		0.	8,093.	1,570.	0.	1,576.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

The Parker Foundation
FEIN 51-0141231
Grants Schedule
October 1, 2012 through September 30, 2013

Date	Name	Amount	Status
12/31/2012	Alpha Project for the Homeless	15,000	Public Charity
07/31/2013	Alpha Project for the Homeless	15,000	Public Charity
01/31/2013	Anza Borrego Foundation	20,000	Public Charity
09/30/2013	Asociacion De Liderazgo Comunitario	10,000	Public Charity
12/31/2012	Autism Tree Project Inc	25,000	Public Charity
09/30/2013	Balboa Art Conservation Center	25,000	Public Charity
06/30/2013	Balboa Park Conservancy	25,000	Public Charity
07/31/2013	Balboa Park Online Collaborative	35,000	Public Charity
12/31/2012	Barrio Logan College Institute	15,000	Public Charity
03/31/2013	Center for Community Solutions	15,000	Public Charity
10/31/2012	Center for Employment Opportunities	20,000	Public Charity
09/30/2013	Center for Employment Opportunities	20,000	Public Charity
09/30/2013	Community Resource Center	10,000	Public Charity
02/28/2013	Connect Foundation	25,000	Public Charity
05/31/2013	Crisis House	25,000	Public Charity
05/31/2013	Deaf Community Services of San Diego	7,000	Public Charity
02/28/2013	Elementary Institute of Science	5,000	Public Charity
05/31/2013	Episcopal Refugee Network of San Diego	20,000	Public Charity
12/31/2012	Generate Hope	10,000	Public Charity
12/31/2012	Groundwork San Diego - Chollas Creek	32,000	Public Charity
07/31/2013	Horn of Africa Community	15,000	Public Charity
09/30/2013	Hubbs- Sea World Research Institute	25,000	Public Charity
09/30/2013	ICF Center Crossboarder Philanthropy	50,000	Public Charity
02/28/2013	Innocent Justice Foundation	6,500	Public Charity
09/30/2013	Interfaith Shelter Network of San Diego	25,000	Public Charity
11/30/2012	Jacobs Center for Neighborhood Innovation	8,000	Private Operating Foundation
12/31/2012	Jacobs Center for Neighborhood Innovation	12,500	Private Operating Foundation
09/30/2013	Jacobs Center for Neighborhood Innovation	35,000	Private Operating Foundation
02/28/2013	Kids Included Together San Diego Inc	5,000	Public Charity
02/28/2013	Lead San Diego, Inc	25,000	Public Charity
09/30/2013	Lux Art Institute	50,000	Public Charity
08/31/2013	Malashock Dance & Company	35,000	Public Charity
02/28/2013	Maritime Museum Association of San Diego	30,000	Public Charity
07/31/2013	Media Arts Center San Diego	30,000	Public Charity
05/31/2013	Mingei International Museum Inc	25,000	Public Charity
11/30/2012	Mission Edge San Diego	50,000	Public Charity
09/30/2013	Mission Edge San Diego	50,000	Public Charity
09/30/2013	Mission Edge San Diego	50,000	Public Charity
12/31/2012	Mo'Olelo Performing Arts Company	25,000	Public Charity
08/31/2013	Nativity Prep Academy of San Diego	25,000	Public Charity
12/31/2012	Neighborhood Healthcare	10,000	Public Charity
10/31/2012	New Entra Casa Corporation	10,000	Public Charity
07/31/2013	North County Lifeline, Inc	30,000	Public Charity

The Parker Foundation
FEIN 51-0141231
Grants Schedule
October 1, 2012 through September 30, 2013

Date	Name	Amount	Status
10/31/2012	NTC Foundation	25,650	Public Charity
08/31/2013	NTC Foundation	12,424	Public Charity
08/31/2013	Ocean Discovery Institute	25,000	Public Charity
08/31/2013	Oceanside Community Service TV Corp	25,000	Public Charity
09/30/2013	Oceanside Community Service TV Corp	25,000	Public Charity
07/31/2013	Old Globe Theatre	65,000	Public Charity
05/31/2013	Outdoor Outreach	25,000	Public Charity
02/28/2013	REDF	10,000	Public Charity
05/31/2013	Regents of the University of California	5,000	Public Charity
09/30/2013	Regional Task Force On The Homeless	20,000	Public Charity
09/30/2013	Reuben H Fleet Science Center	50,000	Public Charity
02/28/2013	San Diego Canyonlands Inc	13,500	Public Charity
05/31/2013	San Diego Coastkeeper	10,000	Public Charity
07/31/2013	San Diego Council on Literacy	10,000	Public Charity
08/31/2013	San Diego Council on Literacy	10,000	Public Charity
07/31/2013	San Diego Grantmakers	1,000	Public Charity
07/31/2013	San Diego Grantmakers	1,750	Public Charity
08/31/2013	San Diego Grantmakers	2,500	Public Charity
09/30/2013	San Diego Grantmakers	5,000	Public Charity
10/31/2012	San Diego Historical Society	27,500	Public Charity
09/30/2013	San Diego Lesbian Gay Bi & Trans Com Ctr	10,000	Public Charity
10/31/2012	San Diego Museum of Man	30,000	Public Charity
09/30/2013	San Diego Public Library Foundation	50,000	Public Charity
10/31/2012	San Diego Repertory Theatre	60,000	Public Charity
08/31/2013	San Diego Rescue Mission	30,000	Public Charity
06/30/2013	San Diego River Park Foundation	40,000	Public Charity
10/31/2012	San Diego Second Chance Program	35,000	Public Charity
07/31/2013	San Diego Social Venture	15,000	Public Charity
06/30/2013	San Diego Symphony Orchestra	50,000	Public Charity
07/31/2013	San Diego Youth Symphony	25,000	Public Charity
07/31/2013	Southern Regional Resources Center	20,000	Public Charity
07/31/2013	Spreckels Organ Society	15,000	Public Charity
05/31/2013	Teach for America	50,000	Public Charity
07/31/2013	The Advocate	3,500	Public Charity
12/31/2012	Therapy Center Inc	25,000	Public Charity
08/31/2013	University of San Diego	15,000	Public Charity
10/31/2012	Urban League San Diego County	30,000	Public Charity
10/31/2012	Visions Art Museum	5,000	Public Charity
02/28/2013	Vista Hill Foundation	14,000	Public Charity
07/31/2013	Voice of San Diego	20,000	Public Charity
07/31/2013	Voices for Children	25,000	Public Charity
	TOTAL	1,937,824	