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**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

For calendar year **2012** or tax year beginning **12/1/2012**, and ending **11/30/2013**

Name of foundation THE ERWIN RAUTENBERG FOUNDATION		A Employer identification number 45-5514206
Number and street (or P O box number if mail is not delivered to street address) 2811 WILSHIRE BLVD		B Telephone number (see instructions) (310) 829-0074
Room/suite 570		
City or town, state, and ZIP code SANTA MONICA CA 90403		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 58,440,914	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	50,691,012			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	450,778	450,778		
	4 Dividends and interest from securities	670,596	670,596		
	5 a Gross rents	1,134,050	1,134,050		
	b Net rental income or (loss)	323,502			
	6 a Net gain or (loss) from sale of assets not on line 10	110,142			
	b Gross sales price for all assets on line 6a	15,299,255			
	7 Capital gain net income (from Part IV, line 2)		110,142		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	62,333	62,333			
12 Total. Add lines 1 through 11	53,118,911	2,427,899	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	98,708	69,096		29,612
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	11,166	7,816		3,350
	b Accounting fees (attach schedule)	57,414	40,190		17,224
	c Other professional fees (attach schedule)	129,272	54,272		75,000
	17 Interest	3,529	3,529		
	18 Taxes (attach schedule) (see instructions)	26,247	11,237		15,010
	19 Depreciation (attach schedule) and depletion	62,208	62,208		
	20 Occupancy				
	21 Travel, conferences, and meetings	3,608			3,608
	22 Printing and publications				
	23 Other expenses (attach schedule)	750,390	749,798		592
	24 Total operating and administrative expenses. Add lines 13 through 23	1,142,542	998,146	0	144,396
	25 Contributions, gifts, grants paid	1,749,040			1,749,040
26 Total expenses and disbursements. Add lines 24 and 25	2,891,582	998,146	0	1,893,436	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	50,227,329				
b Net investment income (if negative, enter -0-)		1,429,753			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing		3,728,092	3,728,092
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)	1,869,732		
		Less allowance for doubtful accounts		1,869,732	1,869,732
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		15,398	15,398
	10 a	Investments—U S and state government obligations (attach schedule)		4,746,679	4,736,860
	b	Investments—corporate stock (attach schedule)		30,389,318	30,541,629
	c	Investments—corporate bonds (attach schedule)		1,861,337	1,918,435
	11	Investments—land, buildings, and equipment basis	14,980,000		
	Less accumulated depreciation (attach schedule)	62,208	14,917,792	14,980,000	
12	Investments—mortgage loans		414,015	414,015	
13	Investments—other (attach schedule)		236,753	236,753	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	0	58,179,116	58,440,914	
Liabilities	17	Accounts payable and accrued expenses		2,487	
	18	Grants payable			
	19	Deferred revenue		40,550	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe See Attached Statement)		167,800	
	23	Total liabilities (add lines 17 through 22)	0	210,837	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		57,968,279	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	0	57,968,279		
31	Total liabilities and net assets/fund balances (see instructions)	0	58,179,116		

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	0
2	Enter amount from Part I, line 27a	2	50,227,329
3	Other increases not included in line 2 (itemize) TRANSFER OF ASSETS FROM ERWIN RAUTENBER	3	7,740,950
4	Add lines 1, 2, and 3	4	57,968,279
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	57,968,279

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	110,142
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			0.000000
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000
2 Total of line 1, column (d)			2 0.000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 0

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

1	a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	28,595
	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	28,595
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	28,595
6	Credits/Payments		
	a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,000
	b Exempt foreign organizations—tax withheld at source	6b	
	c Tax paid with application for extension of time to file (Form 8868)	6c	21,000
	d Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	36,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,405
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	X		
14	The books are in care of ▶ CORBY AND CORBY, AN ACCT CORP Telephone no ▶ (310) 829-0074 Located at ▶ 2811 WILSHIRE BLVD, STE 570 SANTA MONICA CA ZIP+4 ▶ 90403			
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	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No
		16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5b	N/A
	6b	X
	7b	N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS B CORBY 2811 WILSHIRE BLVD, STE 570 SM, CA 90401	PRESIDENT 16 HR/WEEK	98,708-0-		-0-
.....				
.....				
.....				

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		

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

Part IX-A Summary of Direct Charitable Activities *N/A*

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions) *N/A*

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	24,303,054
b	Average of monthly cash balances	1b	3,103,125
c	Fair market value of all other assets (see instructions)	1c	12,826,412
d	Total (add lines 1a, b, and c)	1d	40,232,591
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	40,232,591
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	603,489
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,629,102
6	Minimum investment return. Enter 5% of line 5	6	1,981,455

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	1,981,455
2a	Tax on investment income for 2012 from Part VI, line 5	2a	28,595
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	28,595
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,952,860
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,952,860
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,952,860

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	1,893,436
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,893,436
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,893,436

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				1,952,860
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,893,436</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				1,893,436
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				59,424
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

4942(j)(3) or 4942(j)(5)

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

4942(j)(3) or 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

THOMAS B CORBY 2811 WILSHIRE BLVD, STE 570 SM, CA 90403

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

1) NAME AND ADDRESS OF ORGANIZATION ALONG WITH MOST RECENT FINANCIAL STATEMENTS
2) BRIEF DESCRIPTION OF PROGRAM FOR WHICH FUNDED ARE REQUESTED 3) IRS DOCUMENTATIONS

c Any submission deadlines

CONFIRM 501(C)(3) STATUS

NONE

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

NONE

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 <i>Paid during the year</i>				
THE FOUNDATION FIGHTING BLINDNESS, LA CA	N/A	PUBLIC	GENERAL PURPOSE	1,000
FRIENDS OF ELNET, LOS ANGELES CA	N/A	PUBLIC	GENERAL PURPOSE	50,000
YESHIVA GEDOLAH OF LOS ANGELES, CA	N/A	PUBLIC	GENERAL PURPOSE	50,000
CHAMAH, NEW YORK, NY	N/A	PUBLIC	GENERAL PURPOSE	25,000
JEWISH BIG BROTHERS & SISTERS, LA CA	N/A	PUBLIC	GENERAL PURPOSE	50,000
EHEMALIGE SYNAGOGUE, STADTHAGEN, GERMANY	N/A	PUBLIC	GENERAL PURPOSE	65,000
KLAUS MAIWALD, GERMANY	N/A	PUBLIC	GENERAL PURPOSE	10,000
WOMEN'S GUILD CEDARS-SINAI, LA CA	N/A	PUBLIC	GENERAL PURPOSE	35,000
JEWISH HOME FOR AGING, LA CA	N/A	PUBLIC	GENERAL PURPOSE	101,600
JEWISH VOCATIONAL SERVICES, LA CA	N/A	PUBLIC	GENERAL PURPOSE	1,440
P.E F ISRAEL ENDOWMENT FUND, LA CA	N/A	PUBLIC	GENERAL PURPOSE	25,000
Total See Attached Statement			▶ 3a	1,749,040
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

THE ERWIN RAUTENBERG FOUNDATION

45-5514206

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

Name of organization THE ERWIN RAUTENBERG FOUNDATION	Employer identification number 45-5514206
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ERWIN RAUTENBERG TRUST 2811 WILSHIRE BLVD, SUITE 570 SANTA MONICA CA 90403 Foreign State or Province _____ Foreign Country _____	\$ 50,691,012	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE ERWIN RAUTENBERG FOUNDATION	Employer identification number 45-5514206
--	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	N/A ----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

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

Recipient(s) paid during the year

Name

JEWISH FEDERATION OF GREATER LA, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL PURPOSE			Amount 150,000

Name

BTS COMMUNICATIONS, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL PURPOSE			Amount 10,000

Name

HOLOCAUST SURVIVORS JUSTICE NETWORK, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL PURPOSE			Amount 25,000

Name

BNEI AKIVA OF LOS ANGELES

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL PURPOSE			Amount 20,000

Name

B J E MARCH OF THE LIVING SCHOLARSHIPS, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL PURPOSE			Amount 25,000

Name

FACING HISTORY AND OURSELVES, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC		
Purpose of grant/contribution GENERAL PURPOSE			Amount 50,000

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

Recipient(s) paid during the year

Name

FRIENDS OF ETHIOPIAN JEWS, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Name

FRIENDSHIP CIRCLE OF LOS ANGELES

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 25,000
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Name

JEWISH FAMILY SERVICE HAMERCAZ, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Name

HIRSCH FAMILY KOSHER KITCHEN, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Name

ISRAEL LEVIN SENIOR CENTER, VENICE CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Name

JEWISH FAMILY SERVICE SOVA, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 50,000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HOLOCAUST SURVIVORS EMERGENCY CAMPAIGN, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 100,000
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Name

JVS SCHOLARSHIP FUND

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 50,000
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Name

JDC CARING FOR JEWISH ELDERLY, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 25,000
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Name

LASHA, LOS ANGELES, CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 20,000
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Name

AMERICAN FRIENDS OF LEKET, JERUSALEM ISRAEL

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 20,000
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Name

LEO BAECK EDUCATION CENTER, HAIFA ISRAEL

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LOS ANGELES MUSEUM OF THE HOLOCAUST

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 20,000
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Name

AMERICAN FRIENDS OF MEIR PANIM, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Name

VALLEY BETH SHALOM, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 20,000
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Name

OPERATION EMBRACE FOUNDATION, ISRAEL

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Name

TOUCH OF KINDNESS, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Name

U S C SHOAH FOUNDATION, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 15,000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

VISTA DEL MAR CHILD AND FAMILY SERVICES, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Name

WISE & HEALTHY AGING, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 20,000
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Name

YAD ELIEZER FOOD SECURITY, JERUSALEM ISRAEL

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 5,000
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Name

AMERICAN SOCIETY FOR YAD VASHEM, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 50,000
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Name

FRIENDS OF YERMIN ORDE, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Name

FRIENDS OF ISRAEL ELWYN, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 25,000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

I.A E IN JAFFA, ISRAEL

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 10,000
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Name

J C F OF LOS ANGELES DONOR ADVISED FUND, LA CA

Street

City	State	Zip Code	Foreign Country
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Relationship N/A	Foundation Status PUBLIC
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Purpose of grant/contribution GENERAL PURPOSE	Amount 500,000
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name

Street

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship	Foundation Status
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Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
---------------------	--------------------------

Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name

Street

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 11 (990-PF) - Other Income

		62,333	62,333	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP DISTRIBUTIONS	51,445	51,445	
2	OPTION CALL INCOME	1,661	1,661	
3	ROYALTIES INCOME	5,334	5,334	
4	OIL/GAS INCOME	2,526	2,526	
5	ALLSTAR GROWTH FUND INCOME	1,367	1,367	
6			0	
7			0	
8			0	
9			0	
10			0	

Part I, Line 16a (990-PF) - Legal Fees

		11,166	7,816	0	3,350
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	FREEMAN, FREEMAN, AND SMILEY	11,166	7,816		3,350
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		57,414	40,190	0	17,224
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	CORBY AND CORBY AN ACCOUNTANCY CORP	57,414	40,190		17,224
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		129,272	54,272	0	75,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	J C W OF LOS ANGELES	75,000			75,000
2	KENSINGTON AMI LLC	8,562	8,562		0
3	McCOMSEY ASSET MANAGEMENT	392	392		0
4	MORGANSTANLEY	170	170		0
5	CITY NATIONAL BANK	40,569	40,569		0
6	UNION BANK	4,579	4,579		0
7					
8					
9					
10					

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

		26,247	11,237	0	15,010
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	CANADIAN TAX WITHHOLDING	3,399	3,399		0
2	CALIFORNIA FRANCHISE TAX	10			10
3	FEDERAL EXCISE TAX	15,000			15,000
4	PAYROLL TAXES	7,838	7,838		0
5					
6					
7					
8					
9					
10					

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

		750,390	749,798	0	592
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	BANK CHARGES	111	11		100
2	OFFICE EXPENSES	97	10		87
3	LICENSE & PERMIT	450	45		405
4	CONDO RENT EXPENSES	14,857	14,857		0
5	702 RENT EXPENSES-SEE ATTACHED SCHEDU	11,738	11,738		0
6	ITC RENT EXPENSES-SEE ATTACHED SCHEDU	232,264	232,264		0
7	ATC RENT EXPENSES-SEE ATTACHED SCHEDU	489,481	489,481		0
8	ALLSTAR GROWTH FUND OPERATING EXPENS	1,392	1,392		0
9					

702 RENT EXPENSES

Expense	
Bank Service Charges	149 80
Dues and Subscriptions	140 00
Management Fees	1,977 60
Professional Fees	104 00
Repairs	345 00
Taxes	9,022 04
Total Expense	11,738 44

ITC RENT EXPENSES

Expense	
Cleaning	27,701 04
Dues and Subscriptions	140 00
Fire Suppression	2,499 49
Insurance	11,678 00
Lease Commission	31,896 00
Locksmith	222 16
Management Fees	11,816 95
Professional Fees	355 00
Rent	3,370 00
Repairs	79,170 43
Supplies	26 00
Taxes	25,983 46
Utilities	37,405 63
Total Expense	232,264 16

ATC RENT EXPENSES

Expense	
Advertising	5,600 00
Bank Charges	367 69
Brokers Commission	34,318 00
Cleaning	37,400 00
Contributions	891 50
Dues and Subscriptions	140 00
Fire Suppression	1,730 84
Gardening	23,137 34
Insurance	19,893 96
Locksmith	434 92
Management Fees	22,890 40
Office Expense	628 12
Pest Control	559 50
Postage and Delivery	460.00
Printing and Reproduction	53 45
Professional Fees	625 00
Property Taxes	119,427 56
Reconciliation Discrepancies	-0 80
Refund of Rent Overpayment	1,035 00
Repairs	65,332 20
Security	24,800 00
Signs	315 03
Supplies	3,077 28
Telephone	4,127 19
Utilities	122,236 30
Total Expense	489,480 48

Part I, Line 19 (990-PF) - Depreciation and depletion

	Revenue and Expenses per Books	Net Investment income	Adjusted Net Income
ATC DEPRECIATION EXPENSE - SEE ATTACHED SCHEDULE	40,342	40,342	
ITC DEPRECIATION EXPENSE - SEE ATTACHED SCHEDULE	10,991	10,991	
702 DEPRECIATION EXPENSE - SEE ATTACHED SCHEDULE	4,410	4,410	
CONDO DEPRECIATION SCHEDULE - SEE ATTACHED SCHEDULE	6,465	6,465	
TOTAL DEPRECIATION EXPENSE	62,208	62,208	

Part I, Line 19

ATC DEPRECIATION EXPENSE

11/30/2013

	Description	Date acquired	Method	Life	Unadjusted Cost or Basis	Basis for Depreciation	Amount of Depreciation
1	Land	1/23/2011	L		6,740,000	6,740,000	0
2	Building	1/23/2011	SL	39	2,360,000	2,360,000	40,342
	Grand total				9,100,000	9,100,000	40,342

Part I, Line 19

ITC DEPRECIATION EXPENSE

11/30/2013

Description	Date acquired	Method	Life	Unadjusted Cost or Basis	Basis for Depreciation	Amount of Depreciation
1 Land	1/23/2011	L		3,857,000	3,857,000	0
2 Building	1/23/2011	SL	39	643,000	643,000	10,991
Grand total				4,500,000	4,500,000	10,991

Part I, Line 19

702 DEPRECIATION EXPENSE

11/30/2013

Description	Date acquired	Method	Life	Unadjusted Cost or Basis	Basis for Depreciation	Amount of Depreciation
1 LAND	1/23/2011	L		722,000	722,000	0
3 BUILDING	1/23/2011	SL	39	258,000	258,000	4,410
Grand total				980,000	980,000	4,410

Part I, Line 19

CONDO DEPRECIATION EXPENSE

11/30/2013

Description	Date acquired	Method	Life	Unadjusted Cost or Basis	Basis for Depreciation	Amount of Depreciation
1 BUILDING	11/10/2011	SL	27.5	266,667	266,667	6,465
2 LAND	11/10/2011	L		133,333	133,333	0
Grand total				400,000	400,000	6,465

Part II, Line 7 (990-PF) - Other Notes

	Borrower's Name	Check "X" if Business	Check "X" if 501(c)(3) Org	Original Amount	Net Balance Due Beginning of Year	1,899,732		Allowance for Doubtful Accts End of Year	FMV of Other Notes	Security Provided	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Purpose of Loan	Consideration Description	Consideration FMV	Relationship
						0	0											
1	AIR SEA FORWARDERS INC NOTE #1				0	1,049,460	0	1,049,460	1,049,460									
2	AIR SEA FORWARDERS INC NOTE #2				0	250,000	0	250,000	250,000									
3	AIR SEA FORWARDERS INC ESOP NOTE				0	570,272	0	570,272	570,272									
4					0		0											
5					0		0											
6					0		0											
7					0		0											
8					0		0											
9					0		0											
10					0		0											

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		14,980,000	62,208	0	14,917,792	14,980,000
		Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	CONDO UNIT 306	400,000	6,465		393,535	400,000
2	ATC BLDG	9,100,000	40,342	0	9,059,658	9,100,000
3	702 BLDG	980,000	4,410	0	975,590	980,000
4	ITC BLDG	4,500,000	10,991	0	4,489,009	4,500,000
5				0	0	
6				0	0	
7				0	0	
8				0	0	
9				0	0	
10				0	0	

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			0	236,753	236,753
1	2006 MEDINA DRILLING PROJECT			15,000	15,000
2	2003-2 IGM			5,000	5,000
3	2004-2 IGM			10,000	10,000
4	2005-1 IGM			5,000	5,000
5	SMPH SANTA MARIA			100,000	100,000
6	TURNER			40,000	40,000
7	ALLSTAR GROWTH FUND LLC			61,753	61,753
8					
9					
10					

Part II, Line 22 (990-PF) - Other Liabilities

0 167,800

Description		Beginning Balance	Ending Balance
1	SECURITY DEPOSITS-ATC		134,280
2	SECURITY DEPOSITS-ITC		25,520
3	SECURITY DEPOSITS-702 BLDG		8,000
4			
5			
6			
7			
8			
9			
10			

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

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

1	TRANSFER OF ASSETS FROM ERWIN RAUTENBERG FOUNDATION T I N # 95-4509340	1	7,740,950
2	Total	2	7,740,950

NAME: THE ERWIN RAUTENBERG FOUNDATION	ID NO:	45-5514206	FISCAL YEAR END:
			11/30/2013
	BOOK VALUE - BEG	BOOK VALUE - END	FMV - END

PART II LINE 10a INVESTMENTS - US AND STATE GOVERNMENT OBLIGATIONS

CNI HIGH YIELD BOND CL A	0 00	880,956 08	890,293 92
05948KF61 BANC OF AMERICA ALTERNATIVE LOA	0 00	25,000 00	23,242 00
05946X2V4 BANC OF AMERICA FUND CORPORATION	0 00	24,351 05	24,540 51
05946XT37 BANC OF AMERICA FUND CORPORATION	0 00	25,000 00	25,511 50
05946XT45 BANC OF AMERICA FUND CORPORATION	0 00	25,000 00	25,390 25
05946XTQ6 BANK OF AMERICA FUND CORPORATION	0 00	28,632 45	29,366 01
05946XY64 BANC OF AMERICA FUND CORPORATION	0 00	1,243 15	1,235 52
05949CQB5 BANK OF AMERICA MORTGAGE SECURITIES	0 00	7,235 10	7,103 49
05946XS95 BANK OF AMERICA FUND CORPORATION	0 00	13,047 92	13,056 53
05949CLS3 BANK OF AMERICA MORTGAGE INC	0 00	4,973 52	4,982 87
05949AN55 BOAMS-1 1A6 CMO	0 00	9,477 11	9,385 56
16162WKT5 CHASE FUND MTG FINANCE	0 00	12,276 80	12,658 98
16162WKK4 CHASE MTG FIN TR	0 00	14,091 84	14,419 05
172973Z28 CITICORP MORTGAGE SEC INC	0 00	11,759 36	11,766 18
172973P52 CITICORP MORTGAGE SEC INC	0 00	12,348 88	12,652 17
172973N96 CITICORP MORTGAGE SECURITIES	0 00	5,000 00	5,010 95
172973Z85 CITICORP MORTGAGE SECURITIES	0 00	2,458 52	2,547 67
172973M71 CITICORP MTG SECS INC	0 00	3,817 90	3,812 13
172973Y94 CITICORP MTG SECS INC	0 00	4,727 93	4,859 69
12669GFB2 COUNTRYWIDE HOME LOANS MTG ASS	0 00	42,000 00	42,514 50
126694X37 COUNTRYWIDE HM LNS	0 00	9,361 04	8,524 06
12669EK47 COUNTRYWIDE HM LN MTG SER 2003	0 00	4,006 32	4,103 43
12669ESZ0 COUNTRYWIDE HOME LOANS MTG ASS	0 00	24,429 38	25,023 02
12669EXP6 COUNTRYWIDE HM LNS	0 00	35,000 00	35,255 15
12669FE90 COUNTRYWIDE HOME LOANS MTG ASSN	0 00	13,426 04	13,468 60
12669G3R0 COUNTRYWIDE HOME LOANS MRG ASSN	0 00	11,007 43	10,432 95
12669EEU6 COUNTRYWIDE HM LNS	0 00	25,000 00	25,575 75
225458TQ1 CS FIRST BOSTON MORTGAGE	0 00	42,824 85	43,269 80
22541QVP4 CREDIT SUISSE FIRST BOSTON MTG	0 00	11,563 80	11,774 84
225458TJ7 CSFB 2005-52A3 CMO	0 00	5,820 80	5,723 07
31393NVW6 FEDERAL HOME LN MTG	0 00	67,478 74	74,674 00
32051DG71 FIRST HORIZON ASSET SEC INC	0 00	757 62	770 22
32051DX64 FIRST HORIZON MTG PASSTHRU TRU	0 00	12,000 00	12,204 00
313598NU7 FEDERAL NATL MTG ASSN GTD REMI	0 00	4,332 01	4,886 64
313921Y85 FEDERAL NATL MTG ASSN GTD REMI	0 00	2,124 14	2,359 81
31393X5K9 FEDERAL NATL MTG ASSN REMIC PA	0 00	12,000 00	13,206 00
31394DHW3 FNMA 2005-29 CLASS JC	0 00	2,721 44	2,771 02
38373WFM5 GOVERNMENT NATL MRG ASSN GTD R	0 00	1,714 71	1,906 07
38374BDD2 GOVERNMENT NATL MTG ASSN REMIC	0 00	6,244 78	6,896 48
38374LWE7 GOVERNMENT NATL MTG ASSN REMIC	0 00	135,000 00	145,983 60
362334CY8 GSR MTG LN TRUST	0 00	11,663 88	10,995 65
863576CE2 STRUCTURED ASSET SECURITIES CORPORATION	0 00	9,477 24	9,534 86
86359BDK4 STRUCTURED ASSET SECURITIES CORP	0 00	10,000 00	9,808 90
949814AH0 WELLS FARGO MORTGAGE BACK SECURITIES	0 00	25,000 00	24,983 75
949832AP4 WELLS FARGO MORTGAGE BACK SECURITIES	0 00	9,650 31	10,218 23
03255LDY2 ANAHEIM CALIF PUB FING AUTH LE	0 00	85,000 00	85,380 80
274252BA2 EAST PALO ALTO CALIF REDEV AGY	0 00	50,000 00	45,572 00
45455CDS4 INDIAN WELLS CALIF REDEV AGY R	0 00	20,000 00	20,053 80
54240TAS2 LONG BEACH CALIF BD FIN AUTH R REV	0 00	35,000 00	27,504 40
54240TAT0 LONG BEACH CALIF BD FIN AUTH R REV	0 00	50,000 00	38,047 00

NAME:	THE ERWIN RAUTENBERG FOUNDATION	ID NO:	45-5514206	FISCAL YEAR END:	11/30/2013
		BOOK VALUE - BEG	BOOK VALUE - END	FMV - END	
40431ATD4 HSBC BANK USA CTFS DEP		0 00	15,000 00		21,813 00
74526QGY2 PUERTO RICO ELEC PWR AUTH PWR REV REF-QQ		0 00	5,000 00		5,025 65
834101AK3 SOLANA BEACH CALIF REDEV AGY TAX ALLOC REV		0 00	10,000 00		9,961 50
696627BP2 PALM DESERT CALIF SPL TA OID		0 00	39,706 40		39,628 80
13063APM0 CALIFORNIA ST GENL OBLIG		0 00	5,015 65		5,016 90
834101AL1 SOLANA BEACH CALIF REDEV AGY TAX ALLO OID		0 00	9,999 80		9,918 70
074406CT4 BEAUMONT CALIF FING AUTH LOC AGY REV-B		0 00	77,812 50		77,292 00
675358DN2 OCEANSIDE CALIF CMNTY DEV COMM N TAX ALLOC		0 00	85,901 00		85,482 80
67227RCL8 OAKLAND CALIF JT PWRS FING AUTH REV REF SER-A-1		0 00	144,797 90		146,351 40
834101AN7 SOLANA BEACH CALIF REDEV AGY TAX ALLOC REV		0 00	9,999 50		9,857 40
842475HK4 SOUTHERN CA PUB PWR AUTH PWR REF SER A PALO VE		0 00	120,397 20		120,384 00
842475HK4 SOUTHERN CA PUB PWR AUTH PWR REF SER A PALO VE		0 00	25,073 75		25,080 00
735000JU6 PORT OAKLAND CALIF INTER LIEN REV REF SER-B		0 00	292,677 50		289,170 00
714370AQ6 PERRIS CALIF ELEM SCH DIST SPL TAX REV-A		0 00	60,677 40		60,322 20
074406GB9 BEAUMONT CALIF FING AUTH LOC AGY REV-C		0 00	50,432 00		45,126 45
67232PAY9 OAKLAND CALIF REDEV AGY REV		0 00	10,000 00		10,554 30
714370AR4 PERRIS CALIF ELEM SCH DIST SPL TAX REV-A		0 00	65,685 75		65,293 15
13063BUG5 CALIFORNIA ST GENL OBLIG		0 00	82,225 60		80,627 20
899116AG2 TULARE CA REDEV AGY TAX ALLOC HSG		0 00	25,000 00		27,111 00
074406ER6 BEAUMONT CALIF FING AUTH LOC AGY REV-A		0 00	25,487 25		25,065 75
675358DS1 OCEANSIDE CALIF CMNTY DEV COMMN TAX ALLOC REV		0 00	75,363 00		74,909 25
777870JE7 ROSEVILLE CALIF SPL TA OID		0 00	51,103 00		50,429 50
979568EU2 WOODLAND CALIF SPL TAX		0 00	25,808 25		25,434 50
769123FM7 RIVERSIDE CNTY CALIF REDEV AGY TAX ALLO OID		0 00	25,000 00		25,700 00
797300WA4 SAN DIEGO CALIF REDEV AY HORT ON PLAZA REDEV		0 00	35,082 95		35,073 15
378452EU6 GLENDALE CALIF REDEV AGY TAX ALLOC REV SUBORD		0 00	108,143 00		112,698 00
168515BP8 CHICO CALIF REDEV AGY TAX ALLOCATION		0 00	51,402 50		50,112 50
283331AC0 EL MONTE CALIF PUB FING AUTH LEASE REV-B BUILD		0 00	5,000 00		5,007 85
798142BS3 SAN JOSE CA CMNTY FACS DIST SPL TAX REV NO-6		0 00	15,017 10		15,011 55
378452EV4 GLENDALE CALIF REDEV AGY TAX ALLOC REV		0 00	111,890 00		114,742 00
148685HR4 CASTRO VALLEY CALIF UNI SCH DIST		0 00	25,769 75		25,299 00
79765RLC1 SAN FRANCISCO CALIF CITY & CNTY PUB UTILS COMMN		0 00	53,501 00		51,972 50
67232PBA0 OAKLAND CALIF REDEV AGY REV		0 00	25,000 00		27,218 75
128043AQ9 CALABASAS CA SPL TAX REF-CMNTY FACS DIST 98-1 LTD		0 00	30,066 00		30,008 40
291195EA9 EMERYVILLE CA PUB FING AUTH REV SHELLMOUND		0 00	99,999 00		93,452 00
358082HX6 FRESNO CALIF PENSION OBLIG REF		0 00	25,000 00		22,702 50
544646XY3 LOS ANGELES CALIF UNI SCH DIST-KRY BUILD AMERICA		0 00	596,755 00		565,960 00
79771PU78 SAN FRANCISCO CALIF CITY & CNTY REDEV FING REV		0 00	25,000 00		26,661 00
854733DX7 STANTON CALIF REDEV AGY TAX		0 00	50,000 00		53,577 50
854733DX7 STANTON CALIF REDEV AGY TAX		0 00	10,000 00		10,715 50
130685A75 CALIFORNIA ST PUB WKS BRD LEASE REV BABDP A-2		0 00	54,887 00		54,949 00
36546EN3 GARDENA CALIF CTFS PARTN REV REFINANCING PROJ-B		0 00	10,000 00		9,136 30
50420ABJ2 LA QUINTA CALIF FING AUTH LOC AGY SUB REV-A		0 00	25,000 00		26,089 25
769123FU9 RIVERSIDE CNTY CALIF REDEV AGY TAX ALLO OID		0 00	30,000 00		31,504 50
769123FU9 RIVERSIDE CNTY CALIF REDEV AGY TAX ALLO OID		0 00	25,000 00		26,253 75
79729PBS6 SAN DIEGO CALIF PUB FACS FING AUTH REV SER-A		0 00	15,000 00		13,172 40
67232PBB8 OAKLAND CALIF REDEV AGY SUB HSG REV A-T		0 00	15,000 00		16,539 45
67232PBB8 OAKLAND CALIF REDEV AGY SUB HSG REV A-T		0 00	35,000 00		38,592 05
67232PBB8 OAKLAND CALIF REDEV AGY SUB HSG REV A-T		0 00	15,000 00		16,539 45
953322CB8 WEST HOLLYWOOD CALIF CMNTY DEV		0 00	30,000 00		33,058 80
		0 00	4,746,678 89		4,736,859 98

NAME: THE ERWIN RAUTENBERG FOUNDATION ID NO: 45-5514206 FISCAL YEAR END: 11/30/2013

BOOK VALUE - BEG BOOK VALUE - END FMV - END

PART II LINE 10b CORPORATE STOCKS

1000 ALTRIA GROUP INC	0 00	34,260 00	36,980 00
25 AMAZON COM INC	0 00	6,171 28	9,840 50
25 AMAZON COM INC	0 00	5,152 97	9,840 50
200 AMERICAN INT'L GROUP INC	0 00	5,818 40	9,950 00
300 AMERICAN INT'L GROUP INC	0 00	9,638 07	14,925 00
200 AMERICAN INT'L GROUP INC	0 00	6,768 49	9,950 00
1000 AMERICAN INT'L GROUP INC	0 00	34,086 05	49,750 00
300 AMERICAN INT'L GROUP INC	0 00	10,953 93	14,925 00
1000 AMERICAN INT'L GROUP INC	0 00	39,470 00	49,750 00
1000 AMERICAN CAPITAL AGENCY	0 00	33,530 50	20,380 00
1000 AMERICAN CAPITAL AGENCY	0 00	31,154 14	20,380 00
1000 AMERICAN CAPITAL AGENCY	0 00	14,566 70	13,110 00
1000 AMERICAN CAPITAL AGENCY	0 00	14,546 00	8,900 00
1000 AMERICAN CAPITAL AGENCY	0 00	9,892 38	13,901 75
1000 AMERICAN CAPITAL AGENCY	0 00	14,633 75	13,901 75
1000 AMERICAN CAPITAL AGENCY	0 00	10,000 00	8,897 12
1000 AMERICAN CAPITAL AGENCY	0 00	8,395 02	3,036 00
1000 AMERICAN CAPITAL AGENCY	0 00	6,469 80	5,060 00
1000 AMERICAN CAPITAL AGENCY	0 00	3,783 68	3,567 00
1000 AMERICAN CAPITAL AGENCY	0 00	14,814 00	13,644 00
1000 AMERICAN CAPITAL AGENCY	0 00	28,470 00	23,505 00
1000 AMERICAN CAPITAL AGENCY	0 00	14,247 27	14,103 00
1000 AMERICAN CAPITAL AGENCY	0 00	20,300 00	23,505 00
1000 AMERICAN CAPITAL AGENCY	0 00	40,600 00	47,010 00
1000 AMERICAN CAPITAL AGENCY	0 00	25,084 56	28,206 00
1000 AMERICAN CAPITAL AGENCY	0 00	42,424 97	47,010 00
1000 AMERICAN CAPITAL AGENCY	0 00	23,882 63	23,505 00
100 BREITBURN ENERGY PRTNERS	0 00	1,757 11	1,891 00
200 BREITBURN ENERGY PRTNERS	0 00	3,515 14	3,782 00
200 BREITBURN ENERGY PRTNERS	0 00	3,518 19	3,782 00
1000 BREITBURN ENERGY PRTNERS	0 00	19,320 00	18,910 00
500 BREITBURN ENERGY PRTNERS	0 00	9,460 46	9,455 00
1000 BREITBURN ENERGY PRTNERS	0 00	15,568 56	18,910 00
1000 BRISTOL MYERS SQUIBB	0 00	34,497 23	51,380 00
500 BROADCOM CORP	0 00	17,511 73	13,345 00
400 CAMECO CORP	0 00	8,604 00	8,204 00
300 CAMERON INTNL CORP	0 00	16,726 50	16,617 00
500 CANADIAN OIL SANDS LTD	0 00	14,510 24	9,384 50
200 CARRIZO OIL & GAS INC	0 00	7,888 68	8,088 00
300 CARRIZO OIL & GAS INC	0 00	13,268 44	12,132 00
100 CHESAPEAKE ENERGY COR CHK	0 00	6,737 50	2,687 00
200 CHESAPEAKE ENERGY COR CHK	0 00	8,159 24	5,374 00
200 CHESAPEAKE ENERGY COR CHK	0 00	7,111 37	5,374 00
3000 CHIMERA INVESTMENT CORP	0 00	12,420 00	8,850 00
1000 CHIMERA INVESTMENT CORP	0 00	4,035 30	2,950 00
2775 CHIMERA INVESTMENT CORP	0 00	10,912 91	8,186 25
300 CITIGROUP INC	0 00	14,553 00	15,876 00
500 CITIGROUP INC	0 00	26,510 20	26,460 00
300 CLEAN ENERGY FUELS CORP	0 00	4,171 22	3,747 00
11 00 COMCAST CORP	0 00	45,248 50	54,857 00
50 0 CONOCOPHILLIPS	0 00	29,220 00	36,400 00
10 00 CONOCOPHILLIPS	0 00	58,440 00	72,800 00

NAME:	THE ERWIN RAUTENBERG FOUNDATION	ID NO:	45-5514206	FISCAL YEAR END:	11/30/2013
		BOOK VALUE - BEG	BOOK VALUE - END	FMV - END	
500 CONOCOPHILLIPS		0 00	32,644 85	36,400 00	
675 CRESTWOOD EQUITY PARTNERS LP-NAME CHANGE 10/9/13 FROM INERGY LP		0 00	26,507 68	10,381 50	
325 CRESTWOOD EQUITY PARTNERS LP-NAME CHANGE 10/9/13 FROM INERGY LP		0 00	12,260 83	4,998 50	
1000 CRESTWOOD EQUITY PARTNERS LP-NAME CHANGE 10/9/13 FROM INERGY LP		0 00	36,077 52	15,380 00	
291 6 CRESTWOOD MIDSTREAM PARTNERS		0 00	6,919 67	6,601 82	
140 4 CRESTWOOD MIDSTREAM PARTNERS		0 00	3,331 69	3,178 66	
432 CRESTWOOD MIDSTREAM PARTNERS		0 00	10,251 36	9,780 48	
500 DE MASTER BLNDR 1753 NV ORD		0 00	7,832 22	8,475 64	
1500 DEUTSCHE TELECOM AG U ORD IADS		0 00	16,395 00	23,805 00	
125 DHT HOLDINGS INC		0 00	22,502 77	696 25	
125 DHT HOLDINGS INC		0 00	16,225 53	696 25	
500 DU PONT EI DE NEMOURS & CO		0 00	24,665 00	30,690 00	
2000 DURATA THERAPEUTICS		0 00	16,836 82	24,640 00	
150 EATON CORPORATION		0 00	6,280 18	10,899 00	
1000 EATON CORPORATION		0 00	63,390 00	72,660 00	
550 ENBRIDGE ENERGY PARTNERS LP		0 00	16,199 72	16,549 50	
500 ENBRIDGE ENERGY PARTNERS LP		0 00	15,518 54	15,045 00	
900 ENBRIDGE ENERGY PARTNERS LP		0 00	30,710 70	27,081 00	
800 ENERGY TRANSFER PARTNERS LP		0 00	37,856 00	43,328 00	
300 ENERPLUS CORP		0 00	4,365 00	5,529 00	
3000 EXELIS INC		0 00	31,997 90	53,010 00	
1000 EXELIS INC		0 00	11,901 10	17,670 00	
1000 EXELIS INC		0 00	13,326 35	17,670 00	
500 FACEBOOK INC		0 00	19,000 00	23,505 00	
300 FACEBOOK INC		0 00	14,601 97	14,103 00	
3021 FORD MOTOR COMPANY		0 00	23,601 56	51,598 68	
1600 FORD MOTOR COMPANY		0 00	5,649 28	27,328 00	
1445 FORD MOTOR COMPANY		0 00	4,753 76	24,680 60	
306 2 FORD MOTOR CO DEL WTS		0 00	6,077 74	5,229 90	
6 12 4 FORD MOTOR CO DEL WTS		0 00	12,607 23	10,459 79	
6 12 4 FORD MOTOR CO DEL WTS		0 00	15,936 00	10,459 79	
300 FREEPORT MCMORAN CP & GLD		0 00	9,957 45	10,407 00	
254 FREEPORT MCMORAN CP & GLD-CONVERT FR RBC ELKS FCX BOT 2/28/13		0 00	10,000 00	8,811 26	
700 FREEPORT MCMORAN CP & GLD		0 00	23,900 32	24,283 00	
500 GENERAL ELECTRIC COMPANY		0 00	10,357 88	13,330 00	
1000 GENERAL ELECTRIC COMPANY		0 00	7,225 19	26,660 00	
2000 GENERAL ELECTRIC COMPANY		0 00	47,240 00	53,320 00	
500 GENERAL ELECTRIC COMPANY		0 00	11,536 67	13,330 00	
500 GENERAL ELECTRIC COMPANY		0 00	11,021 20	13,330 00	
200 GILEAD SCIENCE		0 00	12,813 92	14,962 00	
100 HERBALIFE LTD		0 00	5,710 00	6,968 00	
400 HERBALIFE LTD		0 00	26,654 99	27,872 00	
100 HILLSHIRE BRANDS COMPANY		0 00	3,487 66	3,342 00	
500 HOLLYFRONTIER CORP COM		0 00	21,345 14	23,990 00	
500 HOLLYFRONTIER CORP COM		0 00	20,115 05	23,990 00	
300 HOLLYFRONTIER CORP COM		0 00	11,598 38	14,394 00	
300 HOLLYFRONTIER CORP COM		0 00	13,612 56	14,394 00	
650 HOLLYFRONTIER CORP COM		0 00	29,213 10	31,187 00	
300 HONEYWELL INTERNATIONAL INC		0 00	22,158 00	26,553 00	
300 HONEYWELL INTERNATIONAL INC		0 00	22,158 00	26,553 00	
1000 INVESCO MORTGAGE CAPITAL INC		0 00	21,626 90	15,100 00	
750 JARDEN CORP		0 00	24,878 70	42,180 00	
300 JOHNSON & JOHNSON		0 00	27,039 74	28,398 00	
500 JPMORGAN CHASE & CO		0 00	24,960 30	28,610 00	
600 JPMORGAN CHASE & CO		0 00	31,473 86	34,332 00	

NAME:	THE ERWIN RAUTENBERG FOUNDATION	ID NO:	45-5514206	FISCAL YEAR END:	11/30/2013
		BOOK VALUE - BEG	BOOK VALUE - END	FMV - END	
1000 KEYCORP NEW		0 00	9,124 07	12,750 00	
1000 KEYCORP NEW		0 00	9,152 29	12,750 00	
450 KINDER MORGAN ENERGY PTRS LP		0 00	38,637 00	36,886 50	
300 LAS VEGAS SANDS CORP		0 00	13,242 24	21,504 00	
475 LEHMAN BROTHERS (EXCH 9/08 W/ 25000 CUSIP#282645EB2 LEH)		0 00	25,000 00	0 00	
650 LINN ENERGY LLC UTS REP LTD LI		0 00	24,595 17	19,773 00	
300 LINN ENERGY LLC UTS REP LTD LI		0 00	11,810 39	9,126 00	
300 LORILLARD INC		0 00	11,701 13	15,399 00	
200 LORILLARD INC		0 00	8,040 40	10,266 00	
500 LORILLARD INC		0 00	22,596 86	25,665 00	
500 LORILLARD INC		0 00	26,478 53	25,665 00	
600 LYONDELLBASELL NV CL-A		0 00	40,817 71	46,308 00	
1000 MANULIFE FINANCIAL CORP		0 00	15,556 41	19,330 00	
1000 MANULIFE FINANCIAL CORP		0 00	18,123 62	19,330 00	
300 MARATHON OIL CO		0 00	10,689 40	10,812 00	
300 MONDELEZ INTL INC		0 00	8,334 29	10,059 00	
200 MONDELEZ INTL INC		0 00	6,934 54	6,706 00	
300 NATIONAL OILWELL VARCO		0 00	24,080 05	24,450 00	
1000 NISKA GAS STORAGE PTNRS		0 00	13,396 59	15,200 00	
1000 NORDIC AMERICAN TANKERS LTD		0 00	10,247 45	8,100 00	
1000 NORDIC AMERICAN TANKERS LTD		0 00	10,177 56	8,100 00	
200 NORTHERN TIER ENERGY LP		0 00	5,386 12	5,080 00	
300 NORTHERN TIER ENERGY LP		0 00	7,556 52	7,620 00	
300 NORTHERN TIER ENERGY LP		0 00	7,402 01	7,620 00	
500 NORTHERN TIER ENERGY LP		0 00	11,241 81	12,700 00	
300 OCCIDENTAL PETROLEUM CORP		0 00	26,285 76	28,488 00	
500 OCCIDENTAL PETROLEUM CORP		0 00	41,440 00	47,480 00	
650 PENN WEST ENERGY TRUST		0 00	25,061 27	5,525 00	
750 PENN WEST ENERGY TRUST		0 00	26,116 42	6,375 00	
900 PENN WEST ENERGY TRUST		0 00	9,837 00	7,650 00	
1425 PERMIAN BASIN RLTY TR UNIT BI		0 00	18,026 25	19,793 25	
500 PFIZER INCORPORATED		0 00	8,948 84	15,865 00	
100 PIONEER NATURAL RESOURCES CO		0 00	19,133 50	17,775 00	
500 PROGRESSIVE CORP OHIO		0 00	11,231 02	13,965 00	
500 PROSPECT CAPITAL CORP		0 00	6,050 52	5,705 00	
1000 RBC CONTINGENT 11 75% AUTOCALL ON FCX		0 00	10,000 00	10,240 00	
500 RIO TINTO PLC SPON ADR		0 00	24,278 00	26,525 00	
300 SEADRILL LTD		0 00	10,298 90	12,813 00	
300 SEADRILL LTD		0 00	11,154 00	12,813 00	
400 SEADRILL LTD		0 00	14,556 89	17,084 00	
600 SEADRILL LTD		0 00	24,918 71	25,626 00	
500 SEADRILL LTD		0 00	21,069 73	21,355 00	
600 SEADRILL LTD		0 00	28,231 73	25,626 00	
200 SEQUANS COMMUNICATION - ADR		0 00	2,088 00	386 00	
300 SIEMENS AKTIENGESELLSCHAFT		0 00	32,661 00	39,636 00	
400 SIEMENS AKTIENGESELLSCHAFT		0 00	43,548 00	52,848 00	
2000 SIRIUS XM RADIO INC		0 00	4,897 16	7,540 00	
3000 SIRIUS XM RADIO INC		0 00	9,779 70	11,310 00	
3000 SIRIUS XM RADIO INC		0 00	10,751 36	11,310 00	
4000 SIRIUS XM RADIO INC		0 00	13,482 90	15,080 00	
2000 SIRIUS XM RADIO INC		0 00	7,730 69	7,540 00	
993 SPYGLASS RESOURCES CORP		0 00	2,740 68	1,678 17	
200 STARBUCKS CORP		0 00	16,252 22	16,292 00	
1000 SUPERVALU INC		0 00	11,292 78	6,450 00	
2000 TEEKAY CORPORATION		0 00	6,188 76	8,850 00	

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	BOOK VALUE - BEG	BOOK VALUE - END	FMV - END
300 THE EXONE COMPANY	0 00	20,508 10	16,020 00
300 THE EXONE COMPANY	0 00	19,309 77	16,020 00
200 THE MOSAIC CO (HLDG CO)	0 00	12,300 00	9,580 00
100 THE MOSAIC CO (HLDG CO)	0 00	6,150 00	4,790 00
400 THE MOSAIC CO (HLDG CO)	0 00	24,600 00	19,160 00
136 THE MOSAIC CO (HLDG CO)	0 00	9,488 84	6,514 40
500 TRANSOCEAN LTD	0 00	28,134 27	25,190 00
1000 TRIUS THERAPEUTICS INC	0 00	0 00	0 00
20 USEC INC - 25 reversed split 7/2/13	0 00	242 50	189 40
200 VALE S A SPON ADR	0 00	6,541 74	3,064 00
1000 VALE S A SPON ADR	0 00	19,319 80	15,320 00
1000 VALE S A SPON ADR	0 00	16,393 82	15,320 00
1000 VALE S A SPON ADR	0 00	14,656 31	15,320 00
400 WASTE MGMT INC	0 00	15,798 51	18,272 00
500 WEATHERFORD INTERNATIONAL LTD	0 00	11,385 54	7,830 00
300 WEATHERFORD INTERNATIONAL LTD	0 00	6,633 29	4,698 00
200 WEATHERFORD INTERNATIONAL LTD	0 00	2,650 35	3,132 00
500 WEATHERFORD INTERNATIONAL LTD	0 00	8,200 69	7,830 00
1 19 WELLS FARGO COMPANY	0 00	23,474 43	5,238 38
200 WESTPORT INNOVATIONS INC	0 00	9,077 94	4,294 00
500 WHITING PETROLEUM CORP NEW	0 00	33,579 67	30,200 00
500 WILLIAMS CO INC	0 00	18,029 21	17,610 00
300 XILINX INC	0 00	14,205 36	13,329 00
500 YAHOO INC	0 00	15,517 07	18,490 00
1250 ALLIANZ NFJ DIVID INT	0 00	21,154 38	22,300 00
1200 ALPINE GLOBAL PREMIER PROPER	0 00	16,836 77	8,555 99
600 ALPINE GLOBAL PREMIER PROPER	0 00	8,422 59	4,277 99
100 ALPINE GLOBAL PREMIER PROPER	0 00	1,022 28	712 99
900 ALPINE GLOBAL PREMIER PROPER	0 00	9,211 31	6,416 99
1000 ALPINE GLOBAL PREMIER PROPER	0 00	7,285 24	7,129 99
131 ALPINE GLOBAL PREMIER PROPER	0 00	928 27	934 02
2337 477 ALPINE GLOBAL PREMIER PROPER	0 00	18,699 81	16,666 20
494 255 ALPINE GLOBAL PREMIER PROPER-REINVESTMENT	0 00	3,924 25	3,524 03
21 25 ALPINE TOTAL DYNAMIC DIVIDEND FUND	0 00	42,500 00	8,754 99
1263 361 ALPINE TOTAL DYNAMIC DIVIDEND FUND	0 00	0 00	5,205 04
1036 595 ALPINE TOTAL DYNAMIC DIVIDEND FUND-REINVESTMENTS	0 00	0 00	4,270 77
129 895 ALPINE TOTAL DYNAMIC DIVIDEND FUND-REINVESTMENTS	0 00	10,472 50	535 16
500 ARES CAPITAL CORP	0 00	8,990 55	9,190 00
1000 ARES CAPITAL CORP	0 00	18,540 00	18,380 00
1800 ARES CAPITAL CORP	0 00	32,767 40	33,084 00
1500 ARES CAPITAL CORP	0 00	26,669 04	27,570 00
10 678 ARES CAPITAL CORP-REINVESTMENTS	0 00	175 00	196 26
2400 BLACKROCK BUILD AMERICA BD TR	0 00	50,182 48	44,184 00
2500 BLACKROCK BUILD AMERICA BD TR	0 00	49,685 15	46,025 00
1300 BLACKROCK BUILD AMERICA BD TR	0 00	25,979 01	23,933 00
1300 BLACKROCK BUILD AMERICA BD TR	0 00	24,236 46	23,933 00
57 59 BLACKROCK CAL MUNI INC TRUST	0 00	94,793 14	77,170 60
2000 BLACKROCK CREDIT ALL INC TR IV	0 00	28,060 00	25,280 00
21 00 BLACKROCK CREDIT ALL INC TR IV	0 00	26,451 13	26,544 00
1900 BLACKROCK GLBL OPP EQ TR	0 00	25,938 46	27,759 00
51 00 BLACKROCK GLBL OPP EQ TR	0 00	75,317 18	74,511 00
600 BLACKROCK KELSO CAPITAL CORP	0 00	7,275 73	5,934 00
400 BLACKROCK KELSO CAPITAL CORP	0 00	4,857 21	3,956 00
500 BLACKROCK KELSO CAPITAL CORP	0 00	5,200 73	4,945 00
950 BLACKROCK KELSO CAPITAL CORP	0 00	10,012 73	9,395 00

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		BOOK VALUE - BEG	BOOK VALUE - END	FMV - END
1900 BLACKROCK KELSO CAPITAL CORP		0 00	20,158 59	18,791 00
2000 BLACKROCK MUNIYLD CAL FD INC		0 00	33,360 00	27,100 00
3500 BLACKROCK REAL ASSET EQUITY		0 00	36,225 00	30,869 99
1800 BLACKROCK REAL ASSET EQUITY		0 00	22,588 45	15,875 99
40 926 BLACKROCK REAL ASSET EQUITY		0 00	489 24	360 96
800 BLACKROCK RES & COMM STRAT TR		0 00	13,171 83	9,192 00
1250 BLACKSTONE/GSO STRAT CREDIT FD		0 00	25,000 00	22,112 50
3334 CALAMOS STRG TTL RETURN FD		0 00	35,084 34	35,807 16
2500 CLEARBRIDGE AMERN ENGY MLP FND		0 00	50,000 00	45,875 00
1250 CLEARBRIDGE AMERN ENGY MLP FND		0 00	26,026 34	22,937 50
1300 CLEARBRIDGE AMERN ENGY MLP FND		0 00	25,022 86	23,855 00
881 COHEN & STEERS INFRASTRUCTURE FD		0 00	17,796 20	17,734 53
600 CUSHING MLP TOTAL RETURN FUND		0 00	5,930 71	4,854 00
1700 CUSHING MLP TOTAL RETURN FUND		0 00	16,808 84	13,753 00
2100 DOUBLELINE INCOME SOLUTIONS FD		0 00	47,294 30	42,735 00
1200 DOUBLELINE INCOME SOLUTIONS FD		0 00	25,756 69	24,420 00
1400 DOUBLELINE INCOME SOLUTIONS FD		0 00	29,888 00	28,490 00
5300 EATON VAN TAX MG CEF		0 00	48,217 42	57,293 00
1250 EATON VAN TAX MG CEF		0 00	13,502 15	13,512 50
2500 EATON VANCE TAX-MANAGED GLOBAL DIVERSIFIED		0 00	50,000 00	24,750 00
1000 EATON VANCE TAX-MANAGED GLOBAL DIVERSIFIED		0 00	16,282 68	9,900 00
1000 EATON VANCE TAX-MANAGED GLOBAL DIVERSIFIED		0 00	16,280 02	9,900 00
700 EATON VANCE TAX-MANAGED GLOBAL DIVERSIFIED		0 00	6,427 66	6,930 00
300 EATON VANCE TAX-MANAGED GLOBAL DIVERSIFIED		0 00	2,761 38	2,970 00
2000 EATON VANCE TAX-MANAGED GLOBAL DIVERSIFIED		0 00	22,518 51	19,800 00
10100 EATON VANCE TAX-MANAGED GLOBAL DIVERSIFIED		0 00	86,391 30	99,990 00
2000 EATON VANCE TAX-MANAGED GLOBAL DIVERSIFIED		0 00	18,945 06	19,800 00
2000 EATON VANCE TAX-MANAGED BUY-WRITE OPPORT		0 00	36,569 97	27,220 00
50 EATON VANCE TAX-MANAGED BUY-WRITE OPPORT		0 00	851 92	680 50
1800 EATON VANCE TAX-MANAGED BUY-WRITE OPPORT		0 00	30,435 51	24,498 00
50 EATON VANCE TAX-MANAGED BUY-WRITE OPPORT		0 00	844 92	680 50
1000 EATON VANCE TAX-MANAGED BUY-WRITE OPPORT		0 00	13,241 46	13,610 00
21 00 EATON VANCE TAX-MANAGED BUY-WRITE OPPORT		0 00	27,543 51	28,581 00
700 ESC DWS RREEF RL EST II LIQ TR		0 00	0 00	0 00
1300 ESC DWS RREEF RL EST II LIQ TR		0 00	0 00	0 00
300 GAMCO GLOBAL GOLD NAT RES		0 00	4,342 00	2,739 02
700 GAMCO GLOBAL GOLD NAT RES		0 00	9,890 00	6,391 06
1000 GAMCO GLOBAL GOLD NAT RES		0 00	13,350 78	9,130 09
1000 GAMCO GLOBAL GOLD NAT RES		0 00	13,413 45	9,130 09
1000 GAMCO GLOBAL GOLD NAT RES		0 00	12,690 79	9,130 09
13 833 GAMCO GLOBAL GOLD NAT RES		0 00	182 47	126 29
20 00 GOLDMAN SACHS MLP INC OPPTY FD		0 00	40,000 00	40,000 00
54 50 ING GLOBAL EQTY DIV & PRE OPP		0 00	49,019 44	49,213 50
26 50 ING GLOBAL EQTY DIV & PRE OPP		0 00	25,039 01	23,929 50
75 87 INVESCO VAN KAMPEN CALIF VALUE		0 00	102,727 98	82,394 82
20 0 ISHARES MSCI BRAZIL INDEX FUND		0 00	15,974 36	9,390 00
10 0 ISHARES MSCI BRAZIL INDEX FUND		0 00	6,486 93	4,695 00
10 0 ISHARES MSCI BRAZIL INDEX FUND		0 00	5,429 32	4,695 00
80 0 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	6,757 63	6,632 00
20 0 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	1,694 43	1,658 00
10 0 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	896 51	829 00
20 0 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	1,796 39	1,658 00
80 0 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	7,209 02	6,632 00
80 0 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	7,209 85	6,632 00
1149 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	10,457 17	9,525 21

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		BOOK VALUE - BEG	BOOK VALUE - END	FMV - END	
100 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	910 70	829 00	
1051 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	9,582 22	8,712 79	
100 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	841 32	829 00	
200 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	1,683 55	1,658 00	
900 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	7,580 91	7,461 00	
1800 MADISON/CLAYMORE COVERED CALL & EQUITY STRATEGY		0 00	15,167 00	14,922 00	
922 NEXPOINT CREDITS STRATEGIES FD		0 00	6,914 52	8,233 46	
5800 NEXPOINT CREDITS STRATEGIES FD		0 00	50,130 10	51,794 00	
167 587 NEXPOINT CREDITS STRATEGIES FD		0 00	1,256 81	1,496 55	
100 NUVEEN BUILD AMER BD		0 00	2,047 22	1,823 99	
300 NUVEEN BUILD AMER BD		0 00	6,143 69	5,471 99	
400 NUVEEN BUILD AMER BD		0 00	8,192 88	7,295 99	
100 NUVEEN BUILD AMER BD		0 00	2,049 22	1,823 99	
400 NUVEEN BUILD AMER BD		0 00	8,199 17	7,295 99	
1300 NUVEEN BUILD AMER BD		0 00	23,933 54	23,711 99	
15000 NUVEEN BUILD AMER BD		0 00	314,400 00	273,599 99	
500 NUVEEN BUILD AMER BD		0 00	9,534 68	9,119 99	
2300 NUVEEN BUILD AMER BD		0 00	48,415 10	41,951 99	
106 508 NUVEEN BUILD AMER BD		0 00	2,206 45	1,942 70	
7100 NUVEEN CAL DIV ADV MUNI FD 2		0 00	110,973 00	89,389 00	
1000 NUVEEN CORE EQUITY ALPHA FUND		0 00	13,011 44	16,929 90	
200 NUVEEN CORE EQUITY ALPHA FUND		0 00	2,604 83	3,385 98	
1300 001 NUVEEN EQTY PRE ADV FD		0 00	16,523 01	16,328 01	
2100 NUVEEN EQTY PRE ADV FD		0 00	26,404 90	26,376 00	
65 623 NUVEEN EQTY PRE ADV FD		0 00	834 07	824 22	
1300 NUVEEN EQTY PREMIUM INCM FD		0 00	15,559 11	16,211 00	
2000 NUVEEN EQTY PREMIUM INCM FD		0 00	25,595 27	24,940 00	
1000 NUVEEN LONG/SHT CMDTY TTL RTN		0 00	25,000 00	16,820 00	
500 NUVEEN LONG/SHT CMDTY TTL RTN		0 00	10,702 24	8,410 00	
4200 NUVEEN REAL EST INC FD		0 00	51,164 26	45,611 58	
4700 NUVEEN REAL EST INC FD		0 00	49,740 49	51,041 53	
2400 NUVEEN REAL EST INC FD		0 00	24,771 60	26,063 76	
1000 PIMCO DYNAMIC CREDIT INC FD		0 00	25,000 00	22,180 00	
1000 PIMCO DYNAMIC CREDIT INC FD		0 00	25,191 02	22,180 00	
1000 PIMCO DYNAMIC CREDIT INC FD		0 00	23,540 50	22,180 00	
2300 PIMCO DYNAMIC CREDIT INC FD		0 00	51,203 85	51,014 00	
2000 PIMPCO FLOATING RATE		0 00	40,000 00	20,340 00	
4250 POWERSHARES QQQ TR		0 00	293,122 50	364,352 50	
900 VANGUARD DIVIDEND APPRECIATION		0 00	58,752 00	66,771 00	
1700 WELLS FARGO ADVANTAGE GLOBAL D		0 00	34,000 00	23,953 00	
2000 WELLS FARGO ADVANTAGE GLOBAL D		0 00	28,756 41	28,180 00	
12 04 WELLS FARGO ADVANTAGE GLOBAL D		0 00	184 11	169 64	
1600 WESTERN ASSET GLOBAL HIGH INCOME FD INC		0 00	21,442 68	19,904 00	
1400 WESTERN ASSET GLOBAL HIGH INCOME FD INC		0 00	18,093 10	17,416 00	
3700 WESTERN ASSET GLOBAL HIGH INCOME FD INC		0 00	49,900 63	46,028 00	
2000 WESTERN ASSET GLOBAL HIGH INCOME FD INC		0 00	25,013 23	24,880 00	
71 5 ARES CAPITAL CORP PREFERRED		0 00	18,290 00	18,482 75	
500 ARES CAPITAL CORP PREFERRED		0 00	12,875 00	12,925 80	
1000 ARES CAPITAL CORP PREFERRED		0 00	25,401 40	25,850 00	
36 268 CLEARBRIDGE AGGRESSIVE GWTH A		0 00	20,000 00	24,308 85	
12 791 CLEARBRIDGE AGGRESSIVE GWTH A		0 00	20,000 00	22,817 86	
15 53 76 CLEARBRIDGE TACTICAL DIV INC A		0 00	25,000 00	28,993 16	
14 40 092 CLEARBRIDGE TACTICAL DIV INC A		0 00	25,000 00	26,872 11	
42 20 597 CLEARBRIDGE TACTICAL DIV INC A		0 00	75,000 00	78,756 33	
16 46 542 CLEARBRIDGE TACTICAL DIV INC A		0 00	30,000 00	30,724 47	

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		BOOK VALUE - BEG	BOOK VALUE - END	FMV - END
2464 403 CLEARBRIDGE TACTICAL DIV INC A		0 00	45,000 00	45,985 75
1117 943 CLEARBRIDGE TACTICAL DIV INC A		0 00	20,000 00	20,860 81
5571 031 CLEARBRIDGE TACTICAL DIV INC A		0 00	100,000 00	103,955 43
2858 405 CLEARBRIDGE TACTICAL DIV INC A		0 00	50,000 00	53,337 83
12345 679 FRANKLIN INCOME A		0 00	30,000 00	29,506 17
66 318 FRANKLIN INCOME A		0 00	160 49	158 50
66 954 FRANKLIN INCOME A		0 00	161 36	160 02
67 037 FRANKLIN INCOME A		0 00	162 23	160 22
10162 602 FRANKLIN INCOME A		0 00	25,000 00	24,288 62
12500 FRANKLIN INCOME A		0 00	31,000 00	29,875 00
13934 426 FRANKLIN INCOME A		0 00	34,000 00	33,303 28
257 699 FRANKLIN INCOME A		0 00	633 94	615 90
186 811 FRANKLIN INCOME A		0 00	444 61	446 48
370 027 FRANKLIN INCOME A		0 00	976 87	884 36
842 915 FRANKLIN INCOME A		0 00	2,183 15	2,014 57
14223 926 LEGG MASON BW GLB OPPORT BD A		0 00	165,553 02	154,329 60
136480 809 OPPENHEIMER GLB STRAT INC A		0 00	595,056 32	563,665 74
36641 662 OPPENHEIMER INTL BOND FD CL A		0 00	239,636 46	222,781 30
27496 909 OPPENHEIMER ROCH CA MUNI A		0 00	241,972 79	218,600 43
148347 302 OPPENHEIMER ROCH HI YLD MUNI A		0 00	1,131,889 91	995,410 40
1379 368 PIMCO LOW DURATION A		0 00	14,580 27	14,317 84
27855 153 WESTERN ASSET GLB HI YLD A		0 00	200,000 00	202,785 51
16021 362 WESTERN ASSET GLB HI YLD A		0 00	120,000 00	116,635 52
6684 492 WESTERN ASSET GLB HI YLD A		0 00	50,000 00	48,663 10
3984 064 WESTERN ASSET GLB HI YLD A		0 00	30,000 00	29,003 99
5420 054 WESTERN ASSET GLB HI YLD A		0 00	40,000 00	39,457 99
20463 847 WESTERN ASSET GLB HI YLD A		0 00	150,000 00	148,976 81
500 NORTHERN TIER ENERGY LP		0 00	11,420 70	12,700 00
2450 BLACKROCK BUILD AMERICA BD TR		0 00	49,740 03	45,104 50
1000 GAMCO GLOBAL GOLD NAT RES		0 00	11,022 02	9,130 10
2797 985 CLEARBRIDGE TACTICAL DIV INC A		0 00	50,006 50	52,210 40
CITY NATL CORP DEP SH REPSTG		0 00	122,052 70	100,950 00
CNI MULTI-ASSET FUND CL		0 00	200,085 00	206,070 23
ROCHDALE DIV & INCOME PORT CLASS		0 00	220,000 00	255,103 16
1480 AMERICAN CAPITAL AGENCY CORP		0 00	50,009 20	30,162 40
5000 BROOKFIELD MORTGAGE OPPORTUNITY		0 00	100,000 00	81,050 00
3400 DOUBLELINE INCOME SOLUTIONS FD		0 00	85,000 00	69,190 00
1200 DOUBLELINE OPPORTUNISTIC CREDIT FD		0 00	30,000 00	27,588 00
1000 ENERPLUS CORP		0 00	18,543 90	18,430 00
2500 GOLDMAN SACHS MLP INCOME OPPORTUNITES FUND		0 00	50,000 00	50,000 00
1720 SHARES MADISON STRATEGIC SECTOR PREMIUM FUND		0 00	20,988 60	20,774 85
1000 NUVEEN LONG/SHORT COMMODITY TOTAL		0 00	25,000 00	16,820 00
2000 NUVEEN PREFERRED & INCOME TERM FUND		0 00	50,000 00	44,460 00
2000 PIMCO DYNAMIC CREDIT INCOME FUND		0 00	50,000 00	44,360 00
9478 237 DOUBLELINE TOTAL RETURN BOND FD I		0 00	107,142 94	103,407 57
21679 888 CITY NATIONAL ROCHDALE FIXED INCOME		0 00	590,000 00	594,462 53
12019 231 CITY NATIONAL ROCHDALE HIGH YIELD		0 00	106,730 77	105,168 27
35778 175 EATON VANCE FLOATING-RATE ADVANTAGE		0 00	401,431 12	400,357 78
22222 222 PIMCO EMERGING LOCAL BOND FUND		0 00	240,666 66	209,555 55
67859 017 VANGUARD HIGH YIELD CORPORATE FUND		0 00	415,975 77	409,868 46
44347 412 CITY NATIONAL ROCHDALE EMERGING MARKETS		0 00	1,500,000 00	1,597,393 78
27146 992 MATTHEWS PACIFIC TIGER		0 00	679,760 68	688,719 19
475 3M COMPANY		0 00	50,012 75	63,417 25
5900 ALTRIA GROUP INC		0 00	200,415 33	218,182 00
121 AMERICAN CAP LTD		0 00	1,765 39	1,851 30

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		BOOK VALUE - BEG	BOOK VALUE - END	FMV - END	
4700	AMERICAN ELECTRIC POWER CO INC	0 00	207,603 80	221,182 00	
3530	APARTMENT INVT & MGMT CO CL A	0 00	107,559 10	88,638 30	
400	APPLE INC	0 00	180,832 00	222,428 00	
21440	ASSOCIATED ESTATES RLTY CORP REIT	0 00	321,293 92	341,110 40	
6000	AT & T	0 00	213,237 00	211,260 00	
2085	AXA S A SPONS ADR	0 00	35,716 05	54,793 80	
8000	CABLEVISION SYSTEMS CORP CL A	0 00	119,360 00	134,160 00	
1500	CHEVRON CORP	0 00	180,285 00	183,660 00	
2400	DR PEPPER SNAPPLE GROUP INC	0 00	112,008 00	115,824 00	
2500	DU PONTE E I DE NEMOURS & CO	0 00	122,225 00	153,450 00	
3100	DUKE ENERGY CORP	0 00	203,121 30	216,876 00	
2000	EPR PROPERTIES REIT	0 00	105,016 80	100,580 00	
2500	EXXON MOBIL CORP	0 00	226,450 00	233,700 00	
5400	FIRSTENERGY CORP	0 00	201,057 12	176,202 00	
6000	GENERAL ELECTRIC CO	0 00	138,600 00	159,960 00	
100	GOOGLE INC	0 00	80,266 00	105,959 00	
8100	GOVERNMENT PPTYS INCOME REIT	0 00	197,251 39	200,961 00	
2600	HEALTH CARE PROPERTY INVTS REIT	0 00	128,466 00	95,602 00	
3600	HEALTH CARE PROPERTY INVTS REIT	0 00	230,780 08	201,564 00	
18500	HEALTH CARE TR AMER INC A REIT	0 00	197,126 95	187,775 00	
7000	INTEL CORP COM	0 00	152,810 00	166,880 00	
3000	JPMORGAN CHSE & CO COM NEW	0 00	143,310 00	171,660 00	
3000	KRAFT FOODS GROUP INC COM	0 00	157,505 10	159,360 00	
5600	LIBERTY PPRPTY TRUST REIT	0 00	197,078 56	181,384 00	
2500	LILLY ELY & CO COM	0 00	125,317 50	125,550 00	
5400	LTC PPTYS INC COM	0 00	198,642 24	207,954 00	
4950	MATTEL INC COM	0 00	207,388 80	229,036 50	
4995	MICROSOFT CORP COM	0 00	141,708 15	190,459 35	
10000	NATRIONAL RETAIL PPTYS INC REIT	0 00	332,451 00	317,500 00	
1600	NOVARTIS AG SPONS ADR	0 00	112,704 00	126,592 00	
1500	PHILIP MORRIS INTL INC COM	0 00	138,000 00	128,310 00	
6500	PPL CORP COM	0 00	191,599 40	199,615 00	
18700	PROSPECT CAPITAL CORPORATION	0 00	211,029 50	213,367 00	
1500	QUALCOMM INC COM	0 00	100,020 00	110,370 00	
4300	SCANA CORP NEW COM	0 00	198,709 02	202,831 00	
2400	SELECT INCOME REIT	0 00	63,638 88	65,856 00	
4000	STATOIL ASA ADR	0 00	97,600 00	90,160 00	
6200	SYSCO CORP COM	0 00	204,420 20	208,506 00	
1365	TARGET CORP COM	0 00	94,253 25	87,264 45	
4500	TRANSCANADA CORP COM	0 00	202,788 45	199,755 00	
1300	UNITEDHEALTH GROUP INC COM	0 00	73,606 00	96,824 00	
6000	VECTOR GROUP LTD COM	0 00	97,216 80	98,280 00	
3500	VERIZON COMMUNICATIONS COM	0 00	171,595 00	173,670 00	
7300	XCEL ENERGY INC COM	0 00	201,778 57	204,546 00	
3500	AMERIGAS PARTNERS L P LTD PARTNERSHIP	0 00	162,676 25	151,270 00	
3000	BROOKFIELD INFRAST PARTNERS LIMITED PARTNERSHIP	0 00	105,102 00	114,840 00	
3100	BUCKEYE PARTNERS L P SHS BENE INT	0 00	207,383 80	211,079 00	
3500	EL PASO PIPELINE PARTNERS LIMITED PARTNERSHIP	0 00	138,891 55	145,530 00	
10000	ENBRIDGE ENERGY PARTNERS L P LTD PARTNERSHIP INT	0 00	293,849 00	300,900 00	
3900	ENERGY TRANSFER PARTNERS L P PARTNERSHIP INT	0 00	205,508 16	211,224 00	
3450	ENTERPRISE PRODS PARTNERS LTS PARTNERSHIP	0 00	199,807 79	217,246 50	
2500	KINDER MORGAN ENERGY PARTNERS L P SHS BENE INT	0 00	209,334 94	204,925 00	
7000	NUSTAR ENERGY LIMITED PARTNERSHIP	0 00	295,052 60	373,450 00	
4400	SUBURBAN PROPANE PARTNERS L P SHS BENE INT	0 00	202,338 24	201,916 00	
3610	ISHARES CORE S&P MID-CAP ETF FUND	0 00	412,731 30	470,852 30	

NAME:	THE ERWIN RAUTENBERG FOUNDATION	ID NO:	45-5514206	FISCAL YEAR END:
				11/30/2013
		BOOK VALUE - BEG	BOOK VALUE - END	FMV - END
47619 528 FS INVESTMENT CORPORATION II		0 00	500,005 00	500,005 00
45045 500 CORPORATE CAPITAL TRUST, INC		0 00	500,005 00	500,005 00
255 SHIP FINANCE INTERNATIONAL		0 00	4,470 15	4,309 50
4450 AT&T INC COM		0 00	152,010 61	156,684 50
7750 BLACKROCK BUILD AMER BD TR SHS		0 00	149,414 03	142,677 50
1330 ENERGYTRANSFER PARTNERS LP UT LTD PARTNERSHIP INT		0 00	62,347 07	72,032 80
3500 FRANCE TELECOM SPONS ADR REP CONTINGENT VALUE RT		0 00	0 00	0 00
16400 GAMCOM GLOBAL GOLD NAT RES & INCOME COM		0 00	182,063 73	149,732 00
4160 INTEL CORP		0 00	99,208 97	99,174 40
930 ISHARES CORE S&P MID-CAP ETF		0 00	106,150 20	121,299 90
860 ISHARES INTERNATIONAL DEVELOP PROPERTY ETF		0 00	33,260 11	32,293 00
950 ISHARES ASIA DEVELOP REAL ESTATE ETF		0 00	33,029 95	31,853 50
2650 ISHARES MORTGAGE REAL ESTATE CAPPED ETF		0 00	33,180 65	30,872 50
318 MAGNUM HUNTER RES CORP DEL COM		0 00	1,338 78	2,302 32
12200 NUVEEN EQUITY PREMIUM INCOME FUND		0 00	150,064 84	152,134 00
12450 NUVEEN EQTY PREM ADVANTAGE CLOSED END FD		0 00	155,180 16	156,372 00
13100 NUVEEN REAL ESTATE INCOME FD		0 00	148,756 20	142,266 00
3400 NUVEEN TAX ADVANTAGE DIVID GROWTH FD		0 00	50,004 95	52,292 00
17400 NUVEEN BUILD AMER BD TD COM		0 00	362,094 00	317,376 00
4000 NUVEEN TAX ADVANTAGE TOTAL RETURN STRAGEDY		0 00	50,016 75	54,320 00
1750 VERIZON COMMUNICATIONS		0 00	86,590 00	86,835 00
1450 WISDOMETREE EMERG MKTS EQUITY INCOME FUND		0 00	79,576 00	75,023 00
1845 700 ALPINE INTERNATIONAL REAL ESTATE EQUITY		0 00	44,629 03	42,930 98
1735 810 AMERICAN CAPITAL INCOME BUILDER CL F2		0 00	100,025 00	100,850 56
21811 411 COHEN AND STEERS INT REALTY INC CL		0 00	257,810 88	254,757 28
3281 817 DIREXION INDEXED COMMODITY STRATEGY		0 00	66,391 16	63,010 88
19493 965 DOUBLELINE TOTAL RETURN BOND FD CL		0 00	221,639 42	212,679 15
1573 604 FIRST EAGLE GLOBAL CLASS		0 00	80,442 64	87,508 11
19956 416 PRICIPAL PREFERED SECURITIES INSTL		0 00	213,135 89	203,355 87
670 BP PRUDEHOE BAY RTE TR UNIT BEN INT		0 00	55,087 40	50,946 80
31 MAGNUM HUNTER RESOURCES CORPORATION CONTRA		0 00	0 00	0 00
1619 PIMCO FUNDS TOTAL RETURN FD		0 00	17,485 20	17,614 72
1401 VANGUARD SHORT-TERM INVESTMENT		0 00	14,990 70	15,074 76
3611 72 EATON VANCE FLOATING RATE & HIGH INCOME FUND		0 00	32,324 90	32,649 95
7747 969 EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND CLASS I		0 00	74,907 36	72,830 91
4034 31 PIMCO HIGH YIELD FUND		0 00	37,893 41	38,810 06
2450 649 WELLS FARGO ADVANTAGE FUNDS INTERNATIONAL BOND		0 00	26,554 48	27,324 74
911 23 T ROWE PRICE MID CAP GROWT FUND #64		0 00	61,054 16	68,077 99
671 234 T ROWE PRICE NEW HORIZONS FUND #42		0 00	26,856 50	32,212 52
2136 865 NATIONWIDE HIGHMARK SMALL CAP CORE FUND INSTL SERVICE		0 00	50,878 96	59,447 58
1297 808 TIAA-CREF MID CAP VALUE INSTL FUND #1063		0 00	27,735 57	31,004 63
531 699 COLUMBIA SMALL CAP VALUE FUND II CLASS Z		0 00	9,144 37	10,479 79
4574 784 ARBITRAGE FUND CLASS I		0 00	58,389 45	58,877 47
877 03 JP MORGAN RESEARCH MARKET NEUTRAL FUND INSTL		0 00	13,342 76	13,392 25
2332 829 FORUM FUNDS ABSOLUTE STRATEGIES FUND CLASS I		0 00	26,345 66	25,661 12
8079 758 AQR MANAGED FUTURES STRATEGY FUND CLASS I		0 00	81,681 00	84,191 08
12069 487 NATIONWIDE BAILARD INTERNATIONAL EQUITIES FUND INSTL		0 00	85,190 85	99,693 96
5639 706 SCHRODER EMERGING MARKET EQUITY FUND		0 00	70,495 34	76,981 99
1555 057 MFS INTERNATIONAL GROWTH FUND CLASS I		0 00	42,999 57	48,268 97
2281 116 DODGE & COX INTERNATIONAL STOCK FUND #1048		0 00	87,688 18	98,133 61
2474 273 PIMCO ALL ASSET ALL AUTHORITY FUND INSTITUTIONAL SHARES		0 00	25,028 92	25,410 78
35 CABOT OIL & GAS CORP		0 00	1,242 62	1,205 75
135 CALPINE CORP		0 00	2,703 92	2,552 85
40 CHEVRON CORP NEW		0 00	4,745 30	4,897 60
10 DRILL-QUIP INC		0 00	1 150 60	1,085 60

NAME:	THE ERWIN RAUTENBERG FOUNDATION	ID NO:	45-5514206	FISCAL YEAR END:	11/30/2013
		BOOK VALUE - BEG	BOOK VALUE - END	FMV - END	
15 EOG RES INC COM		0 00	2,018 65	2,475 00	
105 EXXON MOBIL CORP COM		0 00	9,445 99	9,815 40	
90 HALLIBURTON CO COM		0 00	3,801 75	4,741 20	
60 OCCIDENTAL PETE CORP DEL COM		0 00	5,387 70	5,697 60	
25 PHILLIPS 66 COM		0 00	1,469 00	1,740 25	
50 SOUTHWESTERN ENERGY CO COM		0 00	1,850 30	1,933 00	
40 MONSANTO CO		0 00	4,015 40	4,533 20	
35 ROCK TENN CO		0 00	3,557 85	3,304 70	
95 AMETEK INC		0 00	3,998 75	4,675 90	
20 BOEING CO		0 00	2,041 80	2,685 00	
630 GENERAL ELECTRIC CO		0 00	14,693 48	16,795 80	
20 PRECISION CASTPARTS CORPS		0 00	4,500 65	5,169 00	
5 MASTERCARD INC		0 00	3,387 75	3,804 05	
25 VISA INC		0 00	4,609 40	5,086 50	
25 AMERCO		0 00	4,667 50	5,793 25	
50 UNION PAC CORP		0 00	7,800 10	8,102 00	
70 VISTEON CORP		0 00	4,365 95	5,504 80	
30 RALP LAUREN CORP		0 00	4,969 20	5,256 90	
25 LAS VEGAS SANDS CORP		0 00	1,293 65	1,792 00	
85 MCDONALDS CORP		0 00	8,440 10	8,276 45	
30 WYNDHAM WORLDWIDE CORP		0 00	1,748 10	2,151 30	
80 COMCAST CORP NEW		0 00	3,275 50	3,989 60	
10 AMAZON COM INC		0 00	2,780 35	3,936 20	
145 EBAY INC		0 00	7,573 60	7,325 40	
150 HOME DEPOT INC		0 00	11,523 70	12,100 50	
55 LOWES COS INC		0 00	2,271 40	2,611 40	
115 MACYS INC		0 00	5,504 30	6,124 90	
60 CVS CAREMARK CORPORATION		0 00	3,469 05	4,017 60	
65 WAL-MART STORES INC		0 00	4,881 85	5,265 65	
295 ALTRIA GROUP INC		0 00	10,322 02	10,909 10	
250 HILLSHIRE BRANDS CO		0 00	8,268 79	8,355 00	
85 MONDELEZ INTL INC		0 00	2,449 25	2,850 05	
125 PHILIP MORRIS INTL		0 00	10,930 55	10,692 50	
190 PROCTOR & GAMBLE CO		0 00	14,773 25	16,001 80	
310 BOSTON SCIENTIFIC CORP		0 00	2,931 08	3,589 80	
35 WELLPOINT INC		0 00	2,839 20	3,250 80	
295 ABBOTT LABS COM		0 00	10,454 63	11,266 05	
140 ABBVIE INC		0 00	6,015 00	6,783 00	
25 ALLERGAN INC		0 00	2,136 50	2,426 25	
75 AMGEN INC		0 00	7,411 20	8,556 00	
20 BIOGEN IDEC INC		0 00	4,277 95	5,819 40	
125 JOHNSON & JOHNSON		0 00	10,892 49	11,832 50	
40 MERCK & CO INC		0 00	1,875 90	1,993 20	
255 PFIZER INC		0 00	7,172 44	8,091 15	
15 PHARMACYCLICS INC		0 00	1,963 50	1,867 80	
110 WEYERHAEUSER CO		0 00	3,091 16	3,314 30	
65 CITIGROUP INC		0 00	3,118 35	3,439 80	
155 KEYCORP		0 00	1,737 10	1,976 25	
215 WELLS FARGO & CO		0 00	8,924 09	9,464 30	
90 AMERICAN EXPRESS CO		0 00	6,734 65	7,722 00	
35 AMERIPRISE FINL INC		0 00	2,850 55	3,788 75	
45 DISCOVER FINL SVCS		0 00	2,146 45	2,398 50	
70 GOLDMAN SACHS GROUP INC		0 00	10,640 00	11,825 80	
80 JPMORGAN CHASE & CO		0 00	4,242 60	4,577 60	
30 PRICE T ROWE GROUP INC		0 00	2,211 40	2,413 80	

NAME: THE ERWIN RAUTENBERG FOUNDATION ID NO: 45-5514206 FISCAL YEAR END: 11/30/2013

	BOOK VALUE - BEG	BOOK VALUE - END	FMV - END
140 ALLSTATE CORP	0 00	6,945 10	7,597 80
20 CHUBB CORP	0 00	1,690 25	1,929 00
115 TRAVELERS COMPANIES INC	0 00	9,242 65	10,435 10
80 COMPUTER SCIENCES CORP	0 00	3,637 05	4,209 60
315 MICROSOFT CORP	0 00	10,826 13	12,010 95
25 APPLE INC	0 00	10,026 20	13,901 75
260 CISCO SYS INC	0 00	6,365 44	5,525 00
35 INTERNATIONAL BUSINESS MACHINE	0 00	6,773 85	6,288 80
175 QUALCOMM INC	0 00	10,749 49	12,876 50
390 XEROX CORP	0 00	4,063 41	4,438 20
45 ALTERA CORP	0 00	1,511 80	1,451 25
260 TELEPHONE & DATA SYS INC	0 00	7,732 06	7,230 60
240 AMEREN CORP	0 00	8,135 90	8,604 00
335 GREAT PLAINS ENERGY INC	0 00	7,557 74	7,952 90
105 SCHLUMBERGER LTD	0 00	7,614 30	9,284 10
125 SUNCOR ENERGY INC	0 00	3,665 40	4,335 00
165 INGERSOLL-RAND PLC	0 00	9,146 55	11,784 30
270 TYCO INTERNATIONAL LTD	0 00	8,862 43	10,297 80
20 ALLIED WRLD ASSUR COM	0 00	1,820 25	2,253 00
245 AMDOCS LTD	0 00	9,086 81	9,912 70
	0 00	30,389,318 29	30,541,629 49

PART II LINE 10c INVESTMENTS - CORPORATE BONDS

46625HBV1 JPMORGAN CHASE & CO SUB NT	0 00	100,000 00	103,474 00
94980VAA6 WELLS FARGO BK NATL ASSN	0 00	100,000 00	104,628 00
02586JAB2 AMERICAN EXPRESS CR CORP INTER 6 9%	0 00	100,000 00	108,978 00
61747YCG8 MORGAN STANLEY SR NT 7 3%	0 00	100,000 00	122,637 00
13063A5E0 CALIFORNIA ST GO BDS	0 00	75,000 00	97,643 25
780097AU5 ROYAL BK SCOTLAND RBS 7 64% FIXED 9/29/2017 FLTS	0 00	25,000 00	23,972 50
780097AU5 ROYAL BK SCOTLAND RBS 7 64% FIXED 9/29/2017	0 00	27,000 00	25,890 30
37042GYU4 GENERAL MOTORS ACCEPTANCE CORP	0 00	65,876 85	64,983 75
707882AE6 PENN VIRGINIA CORPORATION	0 00	25,000 00	26,906 25
03512TAD3 ANGLOGOLD HOLDINGS PLC	0 00	10,000 00	10,475 00
0077903AU1 ADVANCED MICRO DEVICES, INC	0 00	20,000 00	19,900 00
79771PK53 SAN FRANCISCO CALIF CITY & CNTY REDEV	0 00	273,400 00	264,177 50
13033FXZ8 CALIFORNIA HEALTH FACS FING AUTH REV	0 00	540,060 00	528,795 00
26442CAK0 DUKE ENERGY CAROLINAS LLC 3 9% 6/15/2021	0 00	50,000 00	52,871 50
742718DV8 PROCTOR & GAMBLE CO NOTES DTD 8/15/2011	0 00	50,000 00	50,970 00
94974BFC9 WELLS FARGO CO MTN NOTE DTD 3/8/2012	0 00	50,000 00	50,568 50
36962GP65 GENERAL ELEC CAP CORP MTN BE 4 875% 3/4/2015	0 00	50,000 00	52,710 00
46625HHU7 JP MORGAN CHASE & CO NOTE 4 25% 10/15/2020	0 00	50,000 00	53,176 00
50000 BANK OF NOVA SCOTIA 2 55	0 00	50,000 00	52,009 00
50000 BMO BANK OF MONTREAL 1 45%	0 00	50,000 00	49,173 50
50000 BP CAPITAL MARKETS PLC 4 5% GTD	0 00	50,000 00	54,496 00
	0 00	1,861,336 85	1,918,435 05

NAME: THE ERWIN RAUTENBERG FOUNDATION	ID NO: 45-5514206	FISCAL YEAR END: 11/30/2013
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BOOK VALUE - BEG	BOOK VALUE - END	FMV - END
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PART II LINE 12 INVESTMENTS -
MORTGAGE LOANS

ALLSTAR FINANCIAL SERVICES, INC			
ROBSAG REAL ESTATE, LLC	0 00	99,695 19	99,695 19
JACK S HADDAD	0 00	79,487 43	79,487 43
LITTLE ZION CHURCH	0 00	64,879 78	64,879 78
R & J DEVELOPMENT	0 00	49,952 19	49,952 19
ROSARIO VIGIL	0 00	50,000 00	50,000 00
LOCKHART	0 00	70,000 00	70,000 00
	0 00	414,014 59	414,014 59

Part IV		Capital Gains and Losses For Tax on Investment Income				
		SALE DATE	PROCEED	PURCH DATE	COST	GAIN(LOSS)
CITY NATIONAL - 48206210						
35919.54	OPPENHEIMER INTL BOND FD-A	5/31/2013	230,245.43	3/28/2013	233,477.01	(3,231.58)
280000	CALIFORNIA ST DEPT 5.0%	6/3/2013	324,251.20	3/28/2013	327,734.40	(3,483.20)
550000	CALIFORNIA ST PUB 5.0%	6/3/2013	594,715.00	3/28/2013	600,627.50	(5,912.50)
300000	FREMONT CALIF UHSD 5.0%	6/3/2013	329,415.00	3/28/2013	332,658.00	(3,243.00)
300000	LOS ANGELES CALIF 5.0%	6/3/2013	336,342.00	3/28/2013	342,924.00	(6,582.00)
505000	M-S-R PUB PWR AGY CA 5.0%	6/3/2013	588,501.75	3/28/2013	593,577.00	(5,075.25)
500000	SAN DIEGO CALIF PUB 4.125%	6/3/2013	575,705.00	3/28/2013	579,780.00	(4,075.00)
355	GOLDMAN SACHS GROUP INC	6/4/2013	57,895.72	3/28/2013	52,483.20	5,412.52
1310	SEALED AIR CORP	6/4/2013	32,028.02	3/28/2013	31,741.30	286.72
1650	JPMORGAN CHASE & CO	6/13/2013	89,850.17	3/28/2013	78,820.50	11,029.67
1190	BAXTER INTL INC	6/13/2013	83,626.74	3/28/2013	85,537.20	(1,910.46)
5500	CORNING INC	6/13/2013	83,846.03	3/28/2013	72,325.00	11,521.03
1425	ADOBE SYSTEMS	6/13/2013	62,790.10	3/28/2013	60,790.50	1,999.60
775	FEDEX CORP	6/25/2013	74,449.15	3/28/2013	75,678.75	(1,229.60)
80	GOOGLE INC	6/25/2013	71,496.75	3/28/2013	64,212.80	7,283.95
1800	NIKE INC	6/25/2013	110,663.51	3/28/2013	105,210.00	5,453.51
2145	STAPLES INC	6/25/2013	33,731.25	3/28/2013	28,657.20	5,074.05
1190	MOLSON COORS BREWING	6/25/2013	57,221.82	3/28/2013	57,703.10	(481.28)
2145	UNILEVER PLC SPONS	6/25/2013	85,253.03	3/28/2013	89,124.75	(3,871.72)
1310	MEDTRONIC INC	6/25/2013	67,736.82	3/28/2013	60,941.20	6,795.62
1400	STRYKER CORP	6/25/2013	91,289.75	3/28/2013	90,818.00	471.75
3500	VAL SA-SP ADR	6/25/2013	47,687.01	3/28/2013	60,900.00	(13,212.99)
2380	NOKIA CORP SPONS	6/25/2013	9,293.02	3/28/2013	7,949.20	1,343.82
2800	SEAGATE TECHNOLOGY	6/25/2013	120,087.10	3/28/2013	102,704.00	17,383.10
2000	ISHARES CORE S & P MID-CAP EFT	6/25/2013	229,885.19	3/28/2013	228,660.00	1,225.19
2500	VANGUARD SMALL CAP VALUE EFT	6/25/2013	206,619.65	3/28/2013	205,325.00	1,294.65
835	STATE STREET CORP	6/25/2013	55,280.28	3/28/2013	49,607.35	5,672.93
5940	SYNOVUS FINL CORP	6/25/2013	15,952.17	3/28/2013	16,572.60	(620.43)
890	BAKER HUGHES INC	7/22/2013	43,569.28	3/28/2013	41,349.40	2,219.88
261	CITIGROUP INC	7/22/2013	13,625.52	3/28/2013	11,604.06	2,021.46
1500	ARCHER DANIELS MIDLAND	7/22/2013	53,656.61	3/28/2013	49,455.00	4,201.61
1100	DIAMOND OFFSHORE DRILLING INC	7/22/2013	78,631.58	3/28/2013	76,736.00	1,895.58
13000	MFA FINANCIAL INC	7/22/2013	105,179.86	3/28/2013	121,160.00	(15,980.14)
9000	VANGUARD FTSE EMERGING MARKETS	7/22/2013	360,482.42	3/28/2013	385,920.00	(25,437.58)
5000	SHAW COMMUNICATIONS INC	7/22/2013	122,965.85	3/28/2013	123,100.00	(134.15)
1485	MCDONALDS CORP	7/30/2013	144,777.99	3/28/2013	146,866.00	(2,088.01)
200	APPLE INC	7/30/2013	87,812.53	3/28/2013	90,416.00	(2,603.47)
8464	COMPANHIA ENERGETICA DE MINAS	7/30/2013	82,226.32	3/28/2013	87,075.00	(4,848.68)
890	CATERPILLAR INC	8/20/2013	76,686.40	3/28/2013	77,341.00	(654.60)
500	CANADIAN IMPERIAL BANK OF COMM	8/20/2013	37,807.34	3/28/2013	38,825.00	(1,017.66)
1300	APACHE CORP	8/20/2013	104,251.03	3/28/2013	98,709.00	5,542.03
3200	MERCK & CO	8/20/2013	153,830.28	3/28/2013	141,120.00	12,710.28
2700	MYLAN INC	8/20/2013	97,738.83	3/28/2013	77,598.00	20,140.83

Part IV		Capital Gains and Losses For Tax on Investment Income				
		SALE DATE	PROCEED	PURCH DATE	COST	GAIN(LOSS)
200	APPLE INC	8/20/2013	100,041.25	3/28/2013	90,416.00	9,625.25
1190	CHINA MOBILE LTD	8/20/2013	64,431.66	3/28/2013	63,200.90	1,230.76
480	RIO TINTO PLC SPONS	9/5/2013	21,660.10	3/28/2013	22,828.80	(1,168.70)
100	APPLE INC	9/5/2013	48,749.65	3/28/2013	45,208.00	3,541.65
2250	COLGATE PALMOLIVE	9/5/2013	129,535.42	3/28/2013	131,310.00	(1,774.58)
2380	WELLS FARGO & CO	9/5/2013	97,740.84	3/28/2013	88,012.40	9,728.44
3700	WASTE MANAGEMENT INC	9/5/2013	149,551.02	3/28/2013	142,894.00	6,657.02
10000	TAIWAN SEMICONDUCTOR MFG	9/5/2013	165,360.11	3/28/2013	171,700.00	(6,339.89)
1200	CENTURYLINK INC	9/5/2013	39,610.35	3/28/2013	42,144.00	(2,533.65)
1310	EDISON INTL	9/5/2013	60,085.90	3/28/2013	66,010.90	(5,925.00)
2500	VANGUARD SMALL CAP EFT	9/5/2013	242,706.27	3/28/2013	227,450.00	15,256.27
750	PUBLIC STORAGE	9/18/2013	116,786.99	3/28/2013	113,400.00	3,386.99
825	NATIONAL GRID PLC SPONS	9/18/2013	48,117.36	3/28/2013	46,810.50	1,306.86
3000	LEGGETT & PLATT INC	9/18/2013	92,128.09	3/28/2013	99,990.50	(7,862.41)
1365	WALT DISNEY CO	9/18/2013	91,004.46	3/28/2013	77,081.55	13,922.91
5000	CONAGRA FOODS INC	9/18/2013	159,265.22	3/28/2013	177,950.00	(18,684.78)
1310	OCCIDENTAL PETROLEUM CORP	9/18/2013	117,140.65	3/28/2013	102,350.30	14,790.35
6500	DUKE REALTY CORP REIT	9/18/2013	98,570.78	3/28/2013	110,890.00	(12,319.22)
2500	GLAXOSMITHKLINE PLC SPONS ADR	9/18/2013	128,443.26	3/28/2013	115,950.00	12,493.26
2500	EMERSON ELECTRIC CO	9/18/2013	160,463.70	3/28/2013	138,400.00	22,063.70
4000	FREEMPORT MCMORAN COPPER & GOLD	9/18/2013	131,774.50	3/28/2013	133,440.00	(1,665.50)
1300	ACCENTURE PLC	9/18/2013	96,769.79	3/28/2013	97,344.00	(574.21)
5000	ORACLE CORP	9/18/2013	162,318.67	3/28/2013	159,750.00	2,568.67
4100	VODAFONE GROUP PLC	9/18/2013	137,591.55	3/28/2013	115,784.00	21,807.55
1000	PG & E CORP	9/18/2013	41,310.28	3/28/2013	44,080.00	(2,769.72)
6000	ARES CAPITAL CORP	9/18/2013	103,652.99	3/28/2013	107,340.00	(3,687.01)
3000	BROADCOM CORP	9/18/2013	76,909.91	3/28/2013	103,920.00	(27,010.09)
200	APPLE INC	11/14/2013	104,055.20	3/28/2013	90,416.00	13,639.20
100	GOOGLE INC	11/14/2013	101,621.73	3/28/2013	80,266.00	21,355.73
2100	KIMBERLY CLARK CORP	11/14/2013	226,453.12	9/5/2013	198,587.96	27,865.16
4000	ABBVIE INC	11/14/2013	191,579.86	3/28/2013	160,600.00	30,979.86
1850	WAL-MART STORES	11/14/2013	143,602.83	3/28/2013	138,343.00	5,259.83
1890	ROCHE HOLDING LTD SPONS	11/14/2013	129,415.49	3/28/2013	109,279.80	20,135.69
35746.202	DOUBLELINE TOTAL RETURN BOND FD-1	11/15/2013	391,413.37	3/28/2013	407,149.24	(15,735.87)
21626.298	PIMCO EMERGING MKTS BD INSTL	11/26/2013	240,700.70	3/28/2013	264,057.10	(23,356.40)
			10,639,663.57		10,488,168.97	151,494.60
MORGAN STANLEY / SMITHBARNEY						
300	ISHARES FTSE/CHINA 25	3/13/2013	11,495.66	10/10/2012	10,857.43	638.23
25000	CORONA USD	3/15/2013	25,617.50	3/11/2013	25,755.00	(137.50)
25000	CA ST GO Ser 2	3/15/2013	25,507.00	3/11/2013	26,022.75	(515.75)
50000	EL DORADO COUNTY	3/18/2013	50,629.50	3/11/2013	49,557.50	1,072.00
200	STARBUCKS CORP	3/19/2013	11,180.26	8/16/2012	9,964.10	1,216.16
900	POWERSHARES DB AGRICULTURE FD	3/19/2013	22,997.87	3/11/2013	23,742.00	(744.13)
1000	ING GROEP NV 6.125%	3/19/2013	24,842.94	3/11/2013	24,940.00	(97.06)

Part IV		Capital Gains and Losses For Tax on Investment Income				
		SALE DATE	PROCEED	PURCH DATE	COST	GAIN(LOSS)
1000	RENAISSANCE 6.08 SERIES C	3/25/2013	25,052.73	3/11/2013	25,420.00	(367.27)
4000	CENTERLINE HOLDINGS	3/26/2013	280.00	3/11/2013	420.00	(140.00)
450	PLAINS ALL AMERICAN PIPLIN	4/1/2013	24,905.02	3/11/2013	24,489.00	416.02
1000	SEADRILL LTD	4/4/2013	35,066.50	2/24/2011	35,438.09	(371.59)
1450	POWERSHARES QQQ TR	4/16/2013	99,639.59	3/11/2013	100,006.50	(366.91)
200	SIEMENS AKTIENGESELLSCHAFT	4/16/2013	20,390.57	3/11/2013	19,669.80	720.77
5600	NUVEEN CALIF DIV ADV MUNI FD	4/23/2013	75,901.26	3/11/2013	77,728.00	(1,826.74)
1550	VANGUARD DIVIDEND APPRECIATION	4/24/2013	101,322.79	3/11/2013	101,184.00	138.79
20000	PENN VIRGINIA CORP	4/25/2013	21,306.80	3/27/2012	20,000.00	1,306.80
1000	MS CIAUTO COH	4/30/2013	10,000.00	3/11/2013	10,000.00	0.00
750	BANK OF AMERICA CORP 8.20%	5/1/2013	18,750.00	8/25/2011	18,300.00	450.00
25000	SUPERVALU INC	5/1/2013	27,252.00	8/18/2010	25,000.00	2,252.00
30000	ALBERTSON'S INC	5/2/2013	23,283.00	7/21/2010	30,000.00	(6,717.00)
500	WISDOMTREE TRUST BOT IN 3/13 & 4/13	5/3/2013	23,894.80	3/13/2013	22,317.16	1,577.64
600	SEASPAN CORP.	5/14/2013	13,332.45	3/11/2013	12,048.00	1,284.45
200	ALLIANCEBERNSTEIN HLDG	5/15/2013	4,769.79	5/11/2010	6,342.95	(1,573.16)
900	POWERSHARES DB AGRICULTURE	5/15/2013	22,729.59	3/11/2013	23,742.00	(1,012.41)
200	OMEGA HEALTHCARE INV. BOT 500 3/19/13	5/16/2013	7,103.08	3/19/2013	5,811.97	1,291.11
1000	COMCAST COMP	5/17/2013	41,956.17	3/11/2013	41,135.00	821.17
50000	PALM DESERT CA	5/20/2013	49,593.00	3/11/2013	49,513.00	80.00
30000	DRYSHIPS INC	5/21/2013	27,494.40	6/27/2011	30,000.00	(2,505.60)
40000	LOS ANGELES CA	5/29/2013	40,000.00	5/23/2013	40,090.40	(90.40)
300	OMEGA HEALTHCARE INV. BOT 500 3/19/13	5/31/2013	9,540.69	3/19/2013	8,717.95	822.74
80000	CALIFORNIA ST	6/4/2013	80,363.20	5/23/2013	80,531.20	(168.00)
36405.083	OPPENHEIMER GLB STRAT	6/7/2013	154,721.60	3/11/2013	158,726.16	(4,004.56)
50000	INDIAN RDA-A BE	6/13/2013	45,984.50	5/23/2013	47,082.50	(1,098.00)
30395.137	OPPENHEIMER LTD TRM CA MUNI	6/25/2013	100,000.00	3/15/2013	104,255.32	(4,255.32)
30930.931	OPPENHEIMER LTD TRM CA MUNI	6/27/2013	103,000.00	3/15/2013	106,093.09	(3,093.09)
7657.658	OPPENHEIMER LTD TRM CA MUNI	6/28/2013	25,500.00	3/15/2013	26,265.77	(765.77)
9036.145	OPPENHEIMER LTD TRM CA MUNI	7/5/2013	30,000.00	3/15/2013	30,973.40	(973.40)
8132.53	OPPENHEIMER LTD TRM CA MUNI	7/9/2013	27,000.00	3/15/2013	27,894.58	(894.58)
450	PLAINS ALL AMERICAN PIPLIN	7/10/2013	24,334.84	3/11/2013	24,489.00	(154.16)
30120.482	OPPENHEIMER LTD TRM CA MUNI	7/12/2013	100,000.00	3/15/2013	103,313.25	(3,313.25)
15363.404	OPPENHEIMER LTD TRM CA MUNI	7/16/2013	51,000.00	3/15/2013	52,696.48	(1,696.48)
7509.306	OPPENHEIMER LTD TRM CA MUNI	7/24/2013	24,774.21	3/15/2013	25,777.49	(1,003.28)
2175	NUVEEN FLOAT RATE	7/16/2013	26,923.65	12/11/2012	27,593.93	(670.28)
500	HOLLYFRONTIER CORP	7/18/2013	20,135.88	9/13/2012	20,212.50	(76.62)
1000	NORDIC AMERICAN TANKER	7/24/2013	9,909.90	2/26/2013	9,218.77	691.13
300	EOG RESOURCES INC	7/24/2013	41,162.42	3/11/2013	38,598.00	2,564.42
10000	RBC CONTINGENT 12% CIAUTO LVS	7/25/2013	10,000.00	1/22/2013	10,000.00	0.00
200	FACEBOOK INC	7/25/2013	6,426.14	12/14/2012	5,607.45	818.69
700	OSRAM LICHT AG-SPUN OFF FROM SIEMENS	7/26/2013	2,104.20	7/25/2013	2,104.20	0.00
10000	PALM DESERT CA BE	7/29/2013	10,300.00	3/11/2013	9,926.60	373.40
25000	TAHOE USD BE	8/1/2013	25,250.00	5/23/2013	25,429.00	(179.00)
5000	BEAUMONT FIN-C BE	8/2/2013	5,000.00	5/23/2013	5,000.00	0.00
300	HERBALIFE LTD	8/8/2013	16,072.05	5/12/2012	16,346.21	(274.16)
100000	INDIO CALIF RE BE 5760	8/16/2013	104,810.00	5/23/2013	106,608.00	(1,798.00)
50000	GARDEN GROVE C BE 4250	8/16/2013	51,778.00	5/23/2013	52,222.50	(444.50)
24691	OPPENHEIMER GLB STRAT INC	8/21/2013	100,979.69	3/11/2013	107,652.76	(6,673.07)
500	BRISTOL MYERS SQUIBB CO	8/22/2013	20,395.53	3/11/2013	18,760.00	1,635.53
800	CLIFFS NATURAL RESOURCES INC	8/22/2013	17,544.04	3/11/2013	19,064.00	(1,519.96)
300	HARTFORD FINANCIAL SERVICES	8/26/2013	8,960.07	11/17/2010	7,262.31	1,697.76
50000	OCEANSIDE CALI BE 5625	9/3/2013	50,000.00	5/23/2013	50,194.00	(194.00)
20000	CHULA VISTA FAC BE 5900	9/3/2013	20,000.00	5/23/2013	20,041.20	(41.20)
500	VERIZON COMMUNICATIONS	9/3/2013	22,548.42	3/11/2013	23,905.00	(1,356.58)
1000	GMAC LLC 7.350%	9/13/2013	25,000.00	8/12/2012	25,000.00	0.00

Part IV

Capital Gains and Losses For Tax on Investment Income

		SALE DATE	PROCEED	PURCH DATE	COST	GAIN(LOSS)
1216	SUBIN PROPANE PARTNERS	9/13/2013	54,931.41	3/11/2013	54,953.65	(22.24)
80000	GMAC 6000	9/16/2013	80,000.00	3/11/2013	79,105.60	894.40
10000	MS CIAUTO LULU BOT 6/21/13	9/26/2013	10,000.00	6/21/2013	10,000.00	0.00
1000	TRIUS WAIVE	10/4/2013	13,500.00	7/16/2013	10,891.54	2,608.46
1500	DEUTSCHE TELEKOM AG	10/7/2013	22,540.27	3/11/2013	16,395.00	6,145.27
20000	CALIFORNIA ST BE 4000	10/10/2013	20,000.00	5/23/2013	20,106.80	(106.80)
20000	COMSTOCK RESOURCES INC	10/15/2013	20,837.60	1/31/2012	20,000.00	837.60
600	CITIBANK	10/31/2013	28,966.09	3/1/2013	26,449.61	2,516.48
75000	HUNTINGTON S/D BE 4000	11/5/2013	78,788.25	5/23/2013	79,422.00	(633.75)
75000	HUNTINGTON S/D BE 4000	11/6/2013	78,457.50	5/23/2013	79,422.00	(964.50)
1250	NUVEEN DIVERSIFIED CURRENCY	11/8/2013	12,800.94	4/25/2007	25,000.00	(12,199.06)
3300	NUVEEN CALIF DIV ADV MUNI FD	11/8/2013	37,658.36	3/11/2013	45,804.00	(8,145.64)
20000	CALIFORNIA ST BE 5000	11/8/2013	20,140.50	5/23/2013	20,636.20	(495.70)
100000	SANTA CLARA-I BE 4000	11/13/2013	105,834.00	5/23/2013	108,030.00	(2,196.00)
100000	OAKLAND PWRS BE 5250	11/20/2013	111,466.00	5/23/2013	111,383.00	83.00
750	KEY ENERGY SERVICES	11/22/2013	6,132.50	10/2/2007	12,784.44	(6,651.94)
20000	STONE ENERGY CORP	11/27/2013	21,147.60	6/22/2011	20,000.00	1,147.60
			<u>2,981,014.32</u>		<u>3,027,441.11</u>	<u>(46,426.79)</u>
CITY NATIONAL SECURITIES						
	LEHMAN BROTHERS HLDR BOND MERGER PAYOUT	4/30/2013	1,250.39	4/30/2013	0.00	1,250.39
	LIQUIDATION PAYOUT-LEHMAN BRO HLDR BOND	10/3/2013	1,443.44	4/30/2013	0.00	1,443.44
			<u>2,693.83</u>		<u>0.00</u>	<u>2,693.83</u>
FIDELITY						
21961.102	COHEN AND STEERS INTL REALTY	5/15/2013	270,975.00	3/26/2013	259,580.22	11,394.78
3271.263	DIREXION INDEXED COMMODITY STRATEGY	5/15/2013	64,975.00	3/26/2013	66,177.65	(1,202.65)
2600	ALLIANCEBERSTEIN HLDG LP	5/17/2013	64,105.57	3/26/2013	56,550.00	7,555.57
930	ISHARES CORE S & P	5/17/2013	111,347.80	3/26/2013	106,150.20	5,197.60
250000	SAN FRANCISCO CALIF CITY & CNTY REDEV	8/2/2013	264,382.22	5/24/2013	273,400.00	(9,017.78)
24606.299	PRINCIPAL PREFERRED SECURITIES INSTL	8/26/2013	249,975.00	3/26/2013	262,796.96	(12,821.96)
22316.688	PRINCIPAL PREFERRED SECURITIES INSTL	10/31/2013	226,908.00	3/26/2013	238,343.75	(11,435.75)
			<u>1,252,668.59</u>		<u>1,262,998.78</u>	<u>(10,330.19)</u>
McCOMSEY						
	MARCH 1 - MARCH 31 SALES TRANSACTIONS		1,863.39		1,446.54	416.85
	APRIL 1 - APRIL 30 SALES TRANSACTIONS		7,475.67		7,630.02	(154.35)
	MAY 1 - MAY 31 SALES TRANSACTIONS		10,651.02		10,466.73	184.29
	JUNE 1 - JUNE 30 SALES TRANSACTIONS		72,558.43		72,888.80	(330.37)
			<u>92,548.51</u>		<u>92,432.09</u>	<u>116.42</u>

Part IV						
Capital Gains and Losses For Tax on Investment Income						
		SALE DATE	PROCEED	PURCH DATE	COST	GAIN(LOSS)
UNION BANK						
145	CAPITAL SOURCE INC	7/30/2013	1,755.92	7/10/2013	1,375.15	380.77
0	NUVEEN REAL ESTATE SECS FD CL I #818	9/17/2013	58.85	7/10/2013	0.00	58.85
0	NUVEEN REAL ESTATE SECS FD CL I #818	9/17/2013	92.85	7/10/2013	0.00	92.85
1343.712	NUVEEN REAL ESTATE SECS FD CL I		29,185.43		29,526.50	(341.07)
81.833	MFS INTL GROWTH FD CL I		2,500.00		2,252.86	247.14
635.324	NATIONWIDE BAILARD INTL EQUITIES		5,000.00		4,453.62	546.38
218.436	T ROWE PRICE NEW HORIZONS		10,000.00		8,608.56	1,391.44
1072.961	COLUMBIA S/C VALUE II Z		20,000.00		17,908.63	2,091.37
853.242	NATIONWIDE HM S/C CORE FD IS		22,500.00		19,854.94	2,645.06
812.116	TIAA-CREF MID-CAP VALUE INSTL		18,500.00		17,127.53	1,372.47
1315.789	PIMCO HIGH YIELD INSTL		12,500.00		12,315.79	184.21
5	MCDONALDS CORP	10/1/2013	490.49	6/28/2013	494.30	(3.81)
30	STARWOOD HOTELS & RESORTS WORLWIDE	10/1/2013	2,009.36	6/28/2013	1,917.20	92.16
65	LIBERTY MEDIA CORP CL A	10/1/2013	9,556.78	6/28/2013	8,205.05	1,351.73
10	LOWES CON INC	10/1/2013	478.79	6/28/2013	405.10	73.69
50	WYNDHAM WORLWIDE CORP	10/1/2013	3,099.44	6/28/2013	2,847.70	251.74
10	EBAY INC	10/1/2013	566.39	6/28/2013	515.30	51.09
10	HOME DEPOT INC	10/1/2013	760.68	6/28/2013	755.90	4.78
10	COMCAST CORP CLA	10/1/2013	438.89	6/28/2013	402.70	36.19
50	BEAM INC COM	10/1/2013	3,217.94	6/28/2013	3,150.75	67.19
5	CVS CAREMARK CORPORATION	10/1/2013	290.39	6/28/2013	287.00	3.39
30	HILLSHIRE BRANDS CO COM	10/1/2013	922.18	6/28/2013	991.50	(69.32)
10	MONDELEZ INTL INC CL A	10/1/2013	318.49	6/28/2013	288.50	29.99
25	KRAFT FOODS GROUP INC	10/1/2013	1,311.22	6/28/2013	1,371.80	(60.58)
5	CABOT OIL & GAS CORP COMMN STOCK	10/1/2013	185.94	6/28/2013	179.63	6.31
15	HALLIBURTON CO	10/1/2013	729.73	6/28/2013	624.00	105.73
10	PHILIP MORRIS INTL CORP	10/1/2013	874.48	6/28/2013	875.60	(1.12)
5	OCCIDENTAL PETE CORP	10/1/2013	470.19	6/28/2013	446.50	23.69
5	SCHLUMBERGER LTD	10/1/2013	443.69	6/28/2013	360.40	83.29
55	TESORO CORP COM	10/1/2013	2,462.30	6/28/2013	2,904.15	(441.85)
15	SUNCOR ENERGY	10/1/2013	542.84	6/28/2013	433.80	109.04
10	CITIGROUP IN COM	10/1/2013	488.79	6/28/2013	477.60	11.19
145	INVESCO LTD COM	10/1/2013	4,629.77	6/28/2013	4,638.00	(8.23)
5	WELLS FARGO & COM COM	10/1/2013	207.74	6/28/2013	206.45	1.29
5	JPMORGAN CHASE & CO	10/1/2013	258.89	6/28/2013	263.85	(4.96)
100	LOEWS CORP	10/1/2013	4,723.92	6/28/2013	4,439.25	284.67
10	THE TRAVELERS COS INC COM	10/1/2013	857.78	6/28/2013	799.90	57.88

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Capital Gains and Losses For Tax on Investment Income						
		SALE DATE	PROCEED	PURCH DATE	COST	GAIN(LOSS)
20	TAUBMAN CTRS INC	10/1/2013	1,357.17	6/28/2013	1,501.25	(144.08)
5	WELLPOINT INC COM	10/1/2013	420.79	6/28/2013	401.00	19.79
10	ABBVIE INC COM	10/1/2013	448.99	6/28/2013	435.70	13.29
20	WEYERHAEUSER CO COM	10/1/2013	575.78	6/28/2013	556.20	19.58
20	ABBOTT LABS COM	10/1/2013	670.98	6/28/2013	715.19	(44.21)
40	GENERAL ELEC CO	10/1/2013	963.98	6/28/2013	935.60	28.38
5	ALLERGAN INC	10/1/2013	457.19	6/28/2013	434.40	22.79
10	AMGEN INC	10/1/2013	1,127.28	6/28/2013	997.50	129.78
20	CUMMINS INC	10/1/2013	2,684.55	6/28/2013	2,171.75	512.80
50	CIORGIZANT TECHNOLOGY SOLUTIONS CORP	10/1/2013	4,142.92	6/28/2013	3,200.30	942.62
10	TYCO INTL LTD COM	10/1/2013	351.89	6/28/2013	321.70	30.19
25	PFIZER INC	10/1/2013	710.73	6/28/2013	703.25	7.48
320	GENERAL GROWTH PPTYS INC NEW	10/1/2013	6,182.48	6/28/2013	6,347.08	(164.60)
65	THERMO FISHER SCIENTIFIC INC	10/1/2013	6,034.49	6/28/2013	5,478.70	555.79
5	APPLE COMPUTER INC	10/1/2013	2,425.80	6/28/2013	1,986.60	439.20
20	MICROSOFT CORP	10/1/2013	657.18	6/28/2013	686.99	(29.81)
140	ATT&T INC COM	10/1/2013	4,785.12	6/28/2013	4,975.95	(190.83)
85	FLIR SYS INC	10/1/2013	2,681.70	6/28/2013	2,280.60	401.10
120	POTASH CORP SASK INC	10/1/2013	3,783.54	6/28/2013	4,635.90	(852.36)
20	QUALCOMM INC	10/1/2013	1,380.17	6/28/2013	1,236.40	143.77
20	AMEREN CORP	10/1/2013	701.18	6/28/2013	674.79	26.39
50	GREAT PLAINS ENERGY INC	10/1/2013	1,123.48	6/28/2013	1,121.49	1.99
			<u>206,097.54</u>		<u>193,503.85</u>	<u>12,593.69</u>
	<u>ALLSTAR TRUST DEEDS</u>					
	CARREON	10/8/2013	55,132.31	3/21/2006	55,132.31	0.00
	PINI	10/21/2013	69,436.39	12/8/2008	69,436.39	0.00
			<u>124,568.70</u>		<u>124,568.70</u>	<u>0.00</u>
	GRAND TOTAL		<u><u>15,299,255.06</u></u>		<u><u>15,189,113.50</u></u>	<u><u>110,141.56</u></u>