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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation THE A & A FUND		A Employer identification number 04-3127721
Number and street (or P O box number if mail is not delivered to street address) C/O BRINCK LOWERY, TRUSTEE 101 ARCH STREET, 18TH FLOOR	Room/suite	B Telephone number (see instructions) (617) 423-3900
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02110-1109		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,294,274.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	136,006.	136,006.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	514,793.			
b	Gross sales price for all assets on line 6a	2,120,193.			
7	Capital gain net income (from Part IV, line 2)		514,793.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 2	55,151.	26,188.		
12	Total. Add lines 1 through 11	705,950.	676,987.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 3	12,884.	12,240.		644.
c	Other professional fees (attach schedule) *	75,645.	60,516.		15,129.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 5	16,105.	1,005.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	5,112.	5,096.		16.
24	Total operating and administrative expenses. Add lines 13 through 23	109,746.	78,857.		15,789.
25	Contributions, gifts, grants paid	398,500.			398,500.
26	Total expenses and disbursements. Add lines 24 and 25	508,246.	78,857.	0	414,289.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	197,704.			
b	Net investment income (if negative, enter -0-)		598,130.		
c	Adjusted net income (if negative, enter -0-)				

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				
	2	Savings and temporary cash investments		279,746.	246,803.	246,803.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) **		2,875,684.	2,520,565.	2,550,661.
	b	Investments - corporate stock (attach schedule) ATCH 8		2,879,715.	3,566,394.	4,738,513.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9		548,466.	448,569.	757,262.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe ATCH 10)		2,051.	1,035.	1,035.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		6,585,662.	6,783,366.	8,294,274.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		6,585,662.	6,783,366.	
	30	Total net assets or fund balances (see instructions)		6,585,662.	6,783,366.	
	31	Total liabilities and net assets/fund balances (see instructions)		6,585,662.	6,783,366.	

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	6,585,662.
2	Enter amount from Part I, line 27a	2	197,704.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	6,783,366.
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	6,783,366.

**ATCH 7

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Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)

1a	SEE PART IV SCHEDULE		
b			
c			
d			
e			

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

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

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

2 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	514,793.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }	3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	387,824.	7,823,856.	0.049569
2011	393,755.	7,442,282.	0.052908
2010	387,601.	7,414,532.	0.052276
2009	380,999.	6,955,840.	0.054774
2008	452,716.	8,061,389.	0.056159

2 Total of line 1, column (d)	2	0.265686
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	0.053137
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,138,555.
5 Multiply line 4 by line 3	5	432,458.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,981.
7 Add lines 5 and 6	7	438,439.
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	414,289.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
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	11,963.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	11,963.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,963.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 10,834.			
b Exempt foreign organizations - tax withheld at source 6b			
c Tax paid with application for extension of time to file (Form 8868) 6c 9,000.			
d Backup withholding erroneously withheld 6d			
7 Total credits and payments. Add lines 6a through 6d		7	19,834.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	7,871.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 7,871. Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA, _____		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address NONE				
14	The books are in care of MARCUM, LLP Telephone no 949-236-5600			
Located at 1920 MAIN STREET, SUITE #950 IRVINE, CA ZIP+4 92614				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				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)?		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0	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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		75,645.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	7,999,023.
b	Average of monthly cash balances	1b	263,469.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	8,262,492.
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	8,262,492.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	123,937.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,138,555.
6	Minimum investment return. Enter 5% of line 5	6	406,928.

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	406,928.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,963.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,963.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	394,965.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	394,965.
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	394,965.

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	414,289.
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	414,289.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	414,289.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				394,965.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 57,737.				
b From 2009 35,267.				
c From 2010 25,644.				
d From 2011 27,749.				
e From 2012 5,919.				
f Total of lines 3a through e	152,316.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>414,289.</u>				
a Applied to 2012, 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 2013 distributable amount				394,965.
e Remaining amount distributed out of corpus	19,324.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	171,640.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	57,737.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	113,903.			
10 Analysis of line 9				
a Excess from 2009 35,267.				
b Excess from 2010 25,644.				
c Excess from 2011 27,749.				
d Excess from 2012 5,919.				
e Excess from 2013 19,324.				

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT 15				398,500.
Total			▶ 3a	398,500.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	136,006.	
5 Net rental income or (loss) from real estate					.	
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	514,793.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b ATCH 13			-606.		55,757.	
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)			-606.		706,556.	
13 Total. Add line 12, columns (b), (d), and (e)						705,950.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

[illegible]

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

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

**Sign
Here**

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


Signature of officer or trustee

✓ Nov. 13, 2001
Date

☒ Trustee
 Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

GARY POLICH

Preparer's signature _____

Date

11/12/14

Check		
-------	--	--

PTIN

P00953753

Firm's name ► MARCUM LLP

Firm's address ► 1920 MAIN STREET, SUITE 950
IRVINE, CA

Firm's EIN	11-1986323
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Phone no 949-236-5600

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-9.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					160,436.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					22,419.	
23,361.		200 SHS BERKSHIRE HATHAWAY INC PROPERTY TYPE: SECURITIES 22,736.				P	10/04/2013	10/25/2013
							625.	
31,566.		570 SHS DAVITA HEALTHCARE PARTHERS INC. PROPERTY TYPE: SECURITIES 32,656.				P	01/22/2013	10/25/2013
							-1,090.	
107,751.		670 SHS SPDR S&P 500 UNIT SER 1 PROPERTY TYPE: SECURITIES 105,710.				P	04/23/2013	07/02/2013
							2,041.	
17,000.		669.028 SHS TWEEDY BROWNE PROPERTY TYPE: SECURITIES 15,602.				P	12/27/2012	06/18/2013
							1,398.	
102,859.		100,000 U.S. TSY NOTES 4.25% DUE 8/15/14 PROPERTY TYPE: SECURITIES 102,855.				P	06/25/2013	12/03/2013
							4.	
120,579.		6920 SHS ALPS ETF TR ALERIAN MLP PROPERTY TYPE: SECURITIES 107,844.				P	08/15/2012	09/24/2013
							12,735.	
65,969.		3160 SHS CISCO SYSTEMS PROPERTY TYPE: SECURITIES 50,379.				P	08/11/2011	04/23/2013
							15,590.	
26,230.		800 SHS MICROSOFT CORP PROPERTY TYPE: SECURITIES 20,396.				P	03/23/2011	05/02/2013
							5,834.	
39,462.		500 SHS PROCTOR & GAMBLE PROPERTY TYPE: SECURITIES 30,383.				P	03/23/2011	06/18/2013
							9,079.	
		930 SHS REPUBLIC SERVICES INC.				P	02/28/2012	10/25/2013

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
31,152.		PROPERTY TYPE: SECURITIES 27,606.					3,546.	
		70 SHS SPDR S&P 500 UNIT SER 1				P	09/22/2011	07/02/2013
11,258.		PROPERTY TYPE: SECURITIES 7,919.					3,339.	
		1400 SHS VODAFONE GROUP PLC				P	10/05/2012	11/21/2013
51,830.		PROPERTY TYPE: SECURITIES 41,044.					10,786.	
		600 SHS WELLS FARGO & CO				P	11/22/2011	06/18/2013
24,470.		PROPERTY TYPE: SECURITIES 14,561.					9,909.	
		720 SHS EATON CORP PLC				P	04/11/2012	04/23/2013
41,847.		PROPERTY TYPE: SECURITIES 33,175.					8,672.	
		2340 SHS BERKSHIRE HATHAWAY INC.				P	05/22/1991	10/25/2013
148,628.		PROPERTY TYPE: SECURITIES 7,615.					141,013.	
		269.251 SHS FAIRHOLME FUND				P	04/06/2009	06/18/2013
10,000.		PROPERTY TYPE: SECURITIES 5,460.					4,540.	
		9384.384 SHS HUSSMAN STRATEGIC GROWTH				P	07/28/2009	01/22/2013
98,442.		PROPERTY TYPE: SECURITIES 125,000.					-26,558.	
		1210 SHS ISHARES MSCI EMERGING MARKETS				P	03/10/2009	06/03/2013
50,561.		PROPERTY TYPE: SECURITIES 26,967.					23,594.	
		750 SHS PHILLIPS 66				P	04/06/2004	07/25/2013
43,954.		PROPERTY TYPE: SECURITIES 12,040.					31,914.	
		100,000 U.S. TSY NOTE 3.625% DUE 5/15/13				P	08/17/2009	05/15/2013
100,000.		PROPERTY TYPE: SECURITIES 100,000.						
		150,000 U.S. TSY NOTES 4.25% DUE 8/15/13				P	11/17/2009	08/15/2013
150,000.		PROPERTY TYPE: SECURITIES 150,000.						

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
100,000.		100,000 U.S. TSY NOTE 4.25% DUE 11/15/13 PROPERTY TYPE: SECURITIES 100,000.				P	09/28/2005	11/15/2013
102,703.		100,000 U.S. TSY NOTES 4.25% DUE 8/15/14 PROPERTY TYPE: SECURITIES 101,427.				P	10/01/2009	12/16/2013
319,974.		281,838 U.S. TSY INFL INDX 2.625% 7/15/17 PROPERTY TYPE: SECURITIES 304,144.				P	05/21/2009	10/04/2013
117,751.		1380 SHS VANGUARD TOTAL STK MKT ETF PROPERTY TYPE: SECURITIES 59,881.				P	10/27/2008	06/18/2013
TOTAL GAIN (LOSS)							<u>514,793.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
U.S. TSY NOTE/BOND INTEREST	93,227.	93,227.
ACCURED INTEREST	1,577.	1,577.
LESS: BOND PREMIUM AMORTIZATION	-26,410.	-26,410.
TIPS INFLATION ADJUSTMENT	5,386.	5,386.
ACCRETION	1,864.	1,864.
DIVIDENDS FROM SECURITIES	55,262.	55,262.
OTHER INTEREST	5,100.	5,100.
TOTAL	<u>136,006.</u>	<u>136,006.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME - FDC VENTURE PRTRRS	-15.	-15.
PARTNERSHIP INCOME - EQUITY RESOURCE 22	7,025.	7,025.
PARTNERSHIP INCOME - EQUITY RESOURCE 23	8,516.	8,516.
PARTNERSHIP INCOME - CENTURY PARK II	-1,721.	-1,721.
PARTNERSHIP INCOME - MONTAUK TRIGUARD	-2,659.	-2,188.
PARTNERSHIP INCOME - ACI CAPITAL INV II	-370.	-370.
PARTNERSHIP INCOME - EQUITY RESOURCE 24	2,995.	2,995.
PARTNERSHIP INCOME - BEACON COMM. FD LP	15,061.	15,061.
FDC INVESTMENT PARTNERS III, LLC	-4,327.	-4,193.
LITIGATION PROCEEDS	1,078.	1,078.
NONDIVIDEND DISTRIBUTION	29,568.	
TOTALS	<u>55,151.</u>	<u>26,188.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	12,884.	12,240.		644.
TOTALS	<u>12,884.</u>	<u>12,240.</u>		<u>644.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	75,645.	60,516.	15,129.
TOTALS	<u>75,645.</u>	<u>60,516.</u>	<u>15,129.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES PAID	1,005.	1,005.	
FED. NET INV. INC. EXCISE TAX	15,100.		
TOTALS	<u>16,105.</u>	<u>1,005.</u>	

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN FEES	5,019.	5,019.	
MASS. STATE FILING FEES	70.	54.	16.
MISC	23.	23.	
TOTALS	<u>5,112.</u>	<u>5,096.</u>	<u>16.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 7</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 14	2,520,565.	2,550,661.
US OBLIGATIONS TOTAL	<u>2,520,565.</u>	<u>2,550,661.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 14	3,566,394.	4,738,513.
TOTALS	<u>3,566,394.</u>	<u>4,738,513.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 14	448,569.	757,262.
TOTALS	<u>448,569.</u>	<u>757,262.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDENDS RECEIVABLE	1,035.	1,035.
TOTALS	<u>1,035.</u>	<u>1,035.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BRINCK LOWERY 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	TRUSTEE 4.00	0	0	0
SHEILA K. HIXON 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0	0	0
ALEXANDRA H. BALLARD 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0	0	0
DYLAN H. HIXON 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0	0	0
SHANTI S. HIXON 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0	0	0
INDIA T. RADFAR 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FOSTER DYKEMA CABOT & CO. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	INVESTMENT MGMT.	75,645.
TOTAL COMPENSATION		<u>75,645.</u>

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

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
PARTNERSHIP INCOME NONDIVIDEND DISTRIBUTION LITIGATION PROCEEDS	531110	-606.	14	25,110.
			01	29,569.
			01	1,078.
TOTALS		<u>-606.</u>		<u>55,757.</u>

ATTACHMENT 14FORM 990PF, PART IIPART II - US OBLIGATIONS

	ENDING BOOK VALUE	ENDING FMV
250,000 US TREASURY NOTES 4.250% 11/15/14	251,936.	258,818
350,000 US TREASURY NOTES 4.250% 08/15/15	361,079.	372,354.
200,000 US TREASURY NOTES 2.000% 01/31/16	202,459.	206,562
150,000 US TREASURY NOTES 3.250% 07/31/16	150,818.	160,184
200,000 US TREASURY NOTES 3.000% 08/31/16	213,782.	212,438
280,000 US TIPS 1.375% 07/15/18	321,414.	328,700
250,000 US TREASURY NOTES 4.000% 08/15/18	272,330.	277,285
150,000 US TREASURY NOTES 2.750% 02/15/19	146,509.	157,172.
100,000 US TREASURY NOTES 1.000% 08/31/19	99,531.	94,570
350,000 US TREASURY NOTES 3.625% 02/15/20	396,738.	380,953
100,000 US TREASURY NOTES 2 625% 11/15/20	103,969.	101,625.
TOTAL	<u>2,520,565.</u>	<u>2,550,661.</u>

PART II - CORPORATE STOCK

150,000 BERKSHIRE HATHAWAY INC.	154,358.	149,203
55,598 VANGUARD ST INV GRADE FUND (ADM)	595,649.	594,901
22,480 ALERIAN MLP ETF	368,186.	399,919
4,013 FAIRHOLME FUND	97,376.	157,295
13,683 MATTHEWS ASIA PACIFIC EQUITY	201,170.	213,451
11,294 TWEEDY BROWNE	204,506.	300,647.
850 CHEVRONTXACO CORP	84,008.	106,173
880 DEVON ENERGY CORP	48,028	54,446
910 EXXON MOBIL CORPORATION	53,588	92,092
850 NATIONAL OILWELL INC	55,224.	67,601
2,000 ULTRA PETROLEUM	43,052.	43,300
2,200 DIRECTV	111,494.	151,932.
500 CVS/CAREMARK CORP	31,985	35,785
1,010 DAVITA HEALTHCARE PARTNERS INC	57,864.	64,004
1,500 VALEANT PHARMACEUTICALS	68,351.	176,100
3,000 BANK OF AMERICA CORP	23,053	46,710

ATTACHMENT 14FORM 990PF, PART IIPART II - CORPORATE STOCK CONTINUED

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
2 BERKSHIRE HATHAWAY, INC. CL A	17,710	355,800
660 BERKSHIRE HATHAWAY, INC. CL. B	3,896.	78,250
1,800 JPMORGAN CHASE & CO	64,849.	105,264
3,550 WELLS FARGO & CO NEW COM	96,247.	161,170.
550 INTERNATIONAL BUSINESS MACHINES	99,954.	103,163.
4,040 MICROSOFT CORP	110,774.	151,136
3,910 ORACLE CORP	118,992.	149,597
1,380 ISHARES MSCI EMERGING MRKT INDEX	30,756.	57,677
2,870 VANGUARD FTSE EUROPE ETF	163,331.	168,756
3,120 SPDR S&P 500 UNIT SER 1	460,263.	576,233
1,700 VANGUARD DIVDIEND APPRECIATION ETF	120,044.	127,908
50,000 MOBIUS MOTORS LTD UNSECURED CONVERTIBLE	50,000.	50,000.
ACI II HT, LLC	31,686	-
TOTAL	<u>3,566,394.</u>	<u>4,738,513</u>

PART II - OTHER INVESTMENTS

1.00 BEACON COMMUNITIES FUND I LP	36,047	105,983
2.00 EQUITY RESOURCE FUND 22 QP	15,232.	92,938
1.50 EQUITY RESOURCE FUND 23 QP	52,655	253,783
0.50 EQUITY RESOURCE FUND 24 QP	60,303	36,305
112,500 ACI CAPITAL INV II, LP	20,776	16,045
200,000 CENTURY PARK CAPITAL PARTNERS, II	91,900.	69,624.
800,000 FDC INVESTMENT PARTNERS III LC	68,477.	73,371
300,000 MONTAUK TRIGUARD FUND III-A LP	62,484.	89,657
26.67 FDC VENTURE PARTNERS MEMO ENTRY	40,695.	19,556
	<u>448,569.</u>	<u>757,262</u>

ATTACHMENT 15

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME OF RECIPIENT	RELATIONSHIP TO FOUNDATION		FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	MANAGER OR SUBSTANTIAL CONTRIBUTOR				
BUDDHIST LITERARY HERITAGE PROJECT/KHYENTSE FOUNDATION	N/A		PUBLIC	GENERAL PURPOSE	5,000.
CHICAGO THEATRE GROUP/GOODMAN THEATRE	N/A		PUBLIC	GENERAL PURPOSE	15,000.
DESIGN REVOLUTION	N/A		PUBLIC	GENERAL PURPOSE	20,000.
DUNGKAR GONPA SOCIETY	N/A		PUBLIC	GENERAL PURPOSE	150,000.
ECHOING GREEN	N/A		PUBLIC	GENERAL PURPOSE	10,000.
GARRISON INSTITUTE	N/A		PUBLIC	GENERAL PURPOSE	5,000.
GLOBAL ACTION TO PREVENT WAR/LAWYERS COMMITTEE ON NUCLEAR POLICY	N/A		PUBLIC	GENERAL PURPOSE	15,000.
GLOBAL LEADERSHIP FOUNDATION (USA)	N/A		PUBLIC	GENERAL PURPOSE	10,000.
JEWEL HEART CORPORATION	N/A		PUBLIC	GENERAL PURPOSE	10,000.
NYU/CENTER FOR THE STUDY OF TRANSFORMATIVE LIVES	N/A		PUBLIC	GENERAL PURPOSE	15,000.
PATRISTIC SOCIETY	N/A		PUBLIC	GENERAL PURPOSE	8,500.
PEACEMAKER COMMUNITY	N/A		PUBLIC	GENERAL PURPOSE	40,000.
QUEST SCHOLARS PROGRAM	N/A		PUBLIC	GENERAL PURPOSE	20,000.
SMART BEGINNINGS/EASY PREVENTIONS	N/A		PUBLIC	GENERAL PURPOSE	20,000.
SPIRIT AWAKENING FOUNDATION	N/A		PUBLIC	GENERAL PURPOSE	10,000.
ST VLADIMIR'S ORTHODOX THEOLOGICAL SEMINARY	N/A		PUBLIC	GENERAL PURPOSE	5,000.
THE LINEAGE PROJECT	N/A		PUBLIC	GENERAL PURPOSE	20,000.
TRICYCLE FOUNDATION (BUDDHIST RAY)	N/A		PUBLIC	GENERAL PURPOSE	10,000.
VISUAL UNDERSTANDING IN EDUCATION	N/A		PUBLIC	GENERAL PURPOSE	10,000
TOTAL					398,500.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

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

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

OMB No 1545-0092

2013

Name of estate or trust

THE A & A FUND

Employer identification number

04-3127721

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

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	282,537.	279,559.		2,978.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	-9.
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6	()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶			7	2,969.

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	1,654,810.	1,325,841.		328,969.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			12	160,436.
13 Capital gain distributions			13	22,419.
14 Gain from Form 4797, Part I			14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15	()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶			16	511,824.

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

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		2,969.
18 Net long-term gain or (loss):			
a Total for year	18a		511,824.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		514,793.

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

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 19, column (3) or **b** \$3,000 **20** ()

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013Attachment
Sequence No **12A**

Name(s) shown on return

THE A & A FUND

Social security number or taxpayer identification number

04-3127721

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

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	200 SHS BERKSHIRE HATHAWAY INC	10/04/2013	10/25/2013	23,361.	22,736.			625.
	570 SHS DAVITA HEALTHCARE PARTHER	01/22/2013	10/25/2013	31,566.	32,656.			-1,090.
	670 SHS SPDR S&P 500 UNIT SER 1	04/23/2013	07/02/2013	107,751.	105,710.			2,041.
	669.028 SHS TWEEDY BROWNE	12/27/2012	06/18/2013	17,000.	15,602.			1,398.
	100,000 U.S. TSY NOTE 4.25% DUE 8/15/14	06/25/2013	12/03/2013	102,859.	102,855.			4.
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►			282,537.	279,559.			2,978.

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

For Paperwork Reduction Act Notice, see your tax return instructions.

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

THE A & A FUND

Social security number or taxpayer identification number

04-3127721

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

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

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

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

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

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

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

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	6920 SHS ALPS ETF TR ALERIAN MLP	08/15/2012	09/24/2013	120,579.	107,844.			12,735.
	3160 SHS CISCO SYSTEMS	08/11/2011	04/23/2013	65,969.	50,379.			15,590.
	800 SHS MICROSOFT CORP	03/23/2011	05/02/2013	26,230.	20,396.			5,834.
	500 SHS PROCTOR & GAMBLE	03/23/2011	06/18/2013	39,462.	30,383.			9,079.
	930 SHS REPUBLIC SERVICES INC.	02/28/2012	10/25/2013	31,152.	27,606.			3,546.
	70 SHS SPDR S&P 500 UNIT SER 1	09/22/2011	07/02/2013	11,258.	7,919.			3,339.
	1400 SHS VODAFONE GROU PLC	10/05/2012	11/21/2013	51,830.	41,044.			10,786.
	600 SHS WELLS FARGO & CO	11/22/2011	06/18/2013	24,470.	14,561.			9,909.
	720 SHS EATON CORP PLC	04/11/2012	04/23/2013	41,847.	33,175.			8,672.
	2340 SHS BERKSHIRE HATHAWAY INC.	05/22/1991	10/25/2013	148,628.	7,615.			141,013.
	269.251 SHS FAIRHOLME FUND	04/06/2009	06/18/2013	10,000.	5,460.			4,540.
	9384.384 SHS HUSSMAN STRATEGIC GROWTH	07/28/2009	01/22/2013	98,442.	125,000.			-26,558.
	1210 SHS ISHARES MSCI EMERGING MARKETS	03/10/2009	06/03/2013	50,561.	26,967.			23,594.
	750 SHS PHILLIPS 66	04/06/2004	07/25/2013	43,954.	12,040.			31,914.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				1,654,810.	132,584.			328,969.

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

Social security number or taxpayer identification number

04-3127721

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

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

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

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

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

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

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

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

THE A & A FUND

04-3127721

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

C/O BRINCK LOWERY, TRUSTEE

City, town or post office, state, and ZIP code. For a foreign address, see instructions

BOSTON, MA 02110-1109

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

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

- The books are in the care of ► MARCUM, LLP

Telephone No ► 949 236-5600FAX No ► 949 236-5601

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 13 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	19,834.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	10,834.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	9,000.

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

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

Form **8868** (Rev. 1-2014)

JSA

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PAGE 1

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|----------------|--|
| Part II | Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed) |
|----------------|--|

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE A & A FUND	Enter filer's identifying number, see instructions Employer identification number (EIN) or 04-3127721
	Number, street, and room or suite no. If a P.O. box, see instructions C/O BRINCK LOWERY, TRUSTEE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BOSTON, MA 02110-1109	
	State, county, and ZIP code. For a foreign address, see instructions MA 02110-1109	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► MARCUM, LLP, 1920 MAIN STREET, SUITE #950 IRVINE, CA 92614
Telephone No ► 949 236-5600 Fax No ► 949 236-5601
- If the organization does not have an office or place of business in the United States, check this box ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► ☐ If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 2014
5 For calendar year 2013, or other tax year beginning _____, 20____, and ending _____, 20____
6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE
INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	19,834
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	19,834
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ▶ CPA

Date ► 08/15/2014

Form 8868 (Rev 1-2014)

JSA