Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE FRANCES LEAR FOUNDATION
C/O O'CONNOR DAVIES, LLP

A Employer identification number
04-3489966

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
665 FIFTH AVENUE

B Telephone number
212-286-2600

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10022

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 10,663,375.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	76.	76.		STATEMENT 1
	4 Dividends and interest from securities	208,415.	206,045.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	646,516.			
	b Gross sales price for all assets on line 6a 8,139,684.				
	7 Capital gain net income (from Part IV, line 2)		646,516.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	5,202.	402.		STATEMENT 3
	12 Total Add lines 1 through 11	860,209.	853,039.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,500.	0.		12,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	5,875.	0.		5,875.
	c Other professional fees STMT 5	83,833.	83,833.		0.
	17 Interest				
	18 Taxes STMT 6	35,459.	10,507.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	8,747.	0.		8,747.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	146,414.	94,340.		27,122.
	25 Contributions, gifts, grants paid	838,500.			838,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	984,914.	94,340.		865,622.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<124,705.>			
	b **Net investment income** (if negative, enter -0-)		758,699.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	126,531.	90,833.	90,833.
	2 Savings and temporary cash investments	244,948.	250,044.	250,044.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	678,705.	1,052,964.	1,052,964.
	b Investments - corporate stock STMT 10	6,278,343.	6,857,483.	6,857,483.
	c Investments - corporate bonds STMT 11	1,564,918.	1,298,129.	1,298,129.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	1,063,981.	1,113,922.	1,113,922.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	9,957,426.	10,663,375.	10,663,375.
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			
	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** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	9,957,426.	10,663,375.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	9,957,426.	10,663,375.	
	31 **Total liabilities and net assets/fund balances**	9,957,426.	10,663,375.	

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	9,957,426.
2	Enter amount from Part I, line 27a	2	<124,705.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	830,654.
4	Add lines 1, 2, and 3	4	10,663,375.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,663,375.

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	SALES OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	SALES OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	5,242,078.		5,266,546.	<24,468.>
b	2,855,300.		2,226,622.	628,678.
c	42,306.			42,306.
d				
e				

	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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<24,468.>
b				628,678.
c				42,306.
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	646,516.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	598,616.	9,645,467.	.062062
2011	674,317.	10,174,436.	.066276
2010	682,164.	9,884,823.	.069011
2009	618,840.	8,928,723.	.069309
2008	799,193.	11,191,289.	.071412

2	Total of line 1, column (d)	2	.338070
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	.067614
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,173,472.
5	Multiply line 4 by line 3	5	687,869.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,587.
7	Add lines 5 and 6	7	695,456.
8	Enter qualifying distributions from Part XII, line 4	8	865,622.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	7,587.
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	7,587.
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	7,587.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 13,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	13,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	5,413.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 5,413. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ O'CONNOR DAVIES, LLP Telephone no. ▶ 212-286-2600

Located at ▶ 665 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶ 10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

		Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		12,500.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CAPITAL GUARDIAN TRUST COMPANY C/O PIMTAX, 6455 IRVINE CENTER DR, C-2B IRVINE, CA 92618	INVESTMENT ADVISORY	83,833.
		0.

Total number of others receiving over $50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,008,936.
b	Average of monthly cash balances	1b	319,462.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,328,398.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,328,398.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	154,926.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,173,472.
6	**Minimum investment return.** Enter 5% of line 5	6	508,674.

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	508,674.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 7,587.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	7,587.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	501,087.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	501,087.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	501,087.

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	865,622.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	865,622.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	7,587.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	858,035.

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				501,087.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 — 244,729.				
b From 2009 — 176,354.				
c From 2010 — 196,479.				
d From 2011 — 178,335.				
e From 2012 — 128,498.				
f **Total** of lines 3a through e	924,395.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 865,622.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				501,087.
e Remaining amount distributed out of corpus	364,535.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,288,930.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	244,729.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	1,044,201.			
10 Analysis of line 9:				
a Excess from 2009 — 176,354.				
b Excess from 2010 — 196,479.				
c Excess from 2011 — 178,335.				
d Excess from 2012 — 128,498.				
e Excess from 2013 — 364,535.				

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☒ 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACADEMY OF HEALING ARTS FOR TEENS 111 EAST ARRELLAGA STREET SANTA BARBARA, CA 93101	N/A	PC	GENERAL SUPPORT	10,000.
BALLET HISPANICO 167 WEST 89TH STREET NEW YORK, NY 10024	N/A	PC	GENERAL SUPPORT	250,000.
BRAVEWELL COLLABORATIVE 1818 OLIVER AVENUE SOUTH MINNEAPOLIS, MN 55405	N/A	PC	GENERAL SUPPORT	10,000.
CELIAC DISEASE CENTER AT COLUMBIA 630 WEST 168TH STREET NEW YORK, NY 10032	N/A	PC	GENERAL SUPPORT	20,000.
CENTRAL PARK CONSERVANCY 14 E 60TH ST 8TH FL NEW YORK, NY 10022	N/A	PC	GENERAL SUPPORT	7,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	838,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	76.	
4 Dividends and interest from securities			14	208,415.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	646,516.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME			01	402.	
b IRS REFUND			01	4,800.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		860,209.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 860,209.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Maggie Lear | 4/1/14 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only				
Print/Type preparer's name: CHRISTOPHER PETERMANN	Preparer's signature	Date: 3/31/14	Check ☐ if self-employed	PTIN: P00097440
Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no. (212)286-2600	

THE FRANCES LEAR FOUNDATION
C/O O'CONNOR DAVIES, LLP 04-3489966

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COLUMBIA GRAMMAR AND PREPARATORY SCHOOL 5 WEST 93RD STREET NEW YORK, NY 10025	N/A	PC	GENERAL SUPPORT	10,000.
FILMAID INTERNATIONAL 24 EAST 23RD STREET 3RD FL. NEW YORK, NY 10010	N/A	PC	GENERAL SUPPORT	10,000.
GODDARD RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVE. NEW YORK, NY 10024-1998	N/A	PC	GENERAL SUPPORT	20,000.
GOOD SHEPHERD SERVICES 305 SEVENTH AVE., 9TH FL. NEW YORK, NY 10001	N/A	PC	GENERAL SUPPORT	10,000.
GRIST 710 SECOND AVE. SUITE 860 SEATTLE, WA 98104	N/A	PC	GENERAL SUPPORT	29,000.
HEALTHCORPS 191 7TH AVE APT 2N NEW YORK, NY 10011	N/A	PC	GENERAL SUPPORT	10,000.
HUNTER COLLEGE 695 PARK AVENUE NEW YORK, NY 10065	N/A	PC	GENERAL SUPPORT	2,500.
IN OUR BACKYARDS, INC. 41 EAST 11TH STREET NEW YORK, NY 10003	N/A	PC	GENERAL SUPPORT	10,000.
INTERNATIONAL RESCUE COMMITTEE, INC. 122 E 42ND ST NEW YORK, NY 10168	N/A	PC	WOMEN'S REFUGEE COMMISSION	20,000.
LAND IS LIFE	N/A	PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				541,000.

Part XV **Supplementary Information**

3 **Grants and Contributions Paid During the Year (Continuation)**

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
NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH INC. 470 PARK AVENUE SOUTH 7TH FLOOR NEW YORK, NY 10016	N/A	PC	GENERAL SUPPORT	10,000.
NEW PRESS 6344 SAUNDERS STREET REGO PARK, NY 11374	N/A	PC	GENERAL SUPPORT	20,000.
NEW YORK RESTORATION PROJECT 254 W. 31ST ST. FL. 10 NEW YORK, NY 10001	N/A	PC	GENERAL SUPPORT	10,000.
PAL-O-MINE EQUESTRIAN, INC. 829 OLD NICHOLS ROAD ISLANDIA, NY 11749	N/A	PC	GENERAL SUPPORT	32,000.
PARTNERS IN HEALTH P.O. BOX 845578 BOSTON, MA 02284	N/A	PC	GENERAL SUPPORT	30,000.
PEOPLE FOR THE AMERICAN WAY FOUNDATION 1460 BROADWAY NEW YORK, NY 10036	N/A	PC	GENERAL SUPPORT	75,000.
RAINFOREST ALLIANCE 665 BROADWAY, SUITE 500 NEW YORK, NY 10012	N/A	PC	GENERAL SUPPORT	85,000.
STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	N/A	PC	GENERAL SUPPORT	10,000.
TECTONIC THEATER PROJECT 520 EIGHTH AVE., #313 NEW YORK, NY 10018	N/A	PC	GENERAL SUPPORT	2,500.
THE UCLA FOUNDATION 10920 WILSHIRE BOULEVARD, SUITE 900 LOS ANGELES, CA 90024	N/A	PC	GENERAL SUPPORT	25,000.
Total from continuation sheets				

THE FRANCES LEAR FOUNDATION
C/O O'CONNOR DAVIES, LLP 04-3489966

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TIDES FOUNDATION P.O. BOX 29903 SAN FRANCISCO, CA 94129	N/A	PC	GENERAL SUPPORT	40,000.
URBAN JUSTICE CENTER 666 BROADWAY NEW YORK, NY 10012	N/A	PC	GENERAL SUPPORT	50,000.
WEST SIDE COALITION AGAINST HUNGER 263 WEST 86TH STREET NEW YORK, NY 10024	N/A	PC	GENERAL SUPPORT	10,000.
YOUTH REPRESENT 342 BROADWAY NEW YORK, NY 10013	N/A	PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
IRS REFUND INTEREST	76.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	76.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THRU CAPITAL GUARDIAN	250,721.	42,306.	208,415.
TOTAL TO FM 990-PF, PART I, LN 4	250,721.	42,306.	208,415.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	402.	402.	
IRS REFUND	4,800.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,202.	402.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	5,875.	0.		5,875.
TO FORM 990-PF, PG 1, LN 16B	5,875.	0.		5,875.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES	83,833.	83,833.		0.
TO FORM 990-PF, PG 1, LN 16C	83,833.	83,833.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	10,507.	10,507.		0.
EXCISE TAX PAID	24,952.	0.		0.
TO FORM 990-PF, PG 1, LN 18	35,459.	10,507.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SOFTWARE	4,294.	0.		4,294.
POSTAGE	653.	0.		653.
DUES	3,800.	0.		3,800.
TO FORM 990-PF, PG 1, LN 23	8,747.	0.		8,747.

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

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN ON INVESTMENTS	830,654.
TOTAL TO FORM 990-PF, PART III, LINE 3	830,654.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.7/17	X		1,052,964.	1,052,964.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,052,964.	1,052,964.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,052,964.	1,052,964.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.17/17	6,857,483.	6,857,483.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,857,483.	6,857,483.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.8/17	1,298,129.	1,298,129.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,298,129.	1,298,129.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.17/17	FMV	1,113,922.	1,113,922.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,113,922.	1,113,922.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATE BRECKIR LEAR C/O O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
MAGGIE LEAR C/O O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK, NY 10022	DIRECTOR 1.00	12,500.	0.	0.
DANIEL R. KATZ C/O O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
DR. JONATHAN LAPOOK C/O O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
THOMAS R. ASHER C/O O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK, NY 10022	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		12,500.	0.	0.

CAPITAL GROUP™

Detailed Holdings List by Country

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
Cash and Cash Equivalents									
SSGA US GOV MONEY MARKET FUND	208,107	1.00	208,107	1.00	208,107	2.0	0	0	0.0
PENDING PURCHASES/SALES			41,937		41,937	0.4			
Total Cash and Cash Equivalents			**250,044**		**250,044**	**2.4**	**0**	**0**	**0.0**
Fixed Income									
AUSTRALIA									
BHP BILLITON FIN SR UNSEC 1 625% 2/24/17	10,000	99.73	9,973	100.27	10,027	0.1	54	163	1.6
TOTAL AUSTRALIA			**9,973**		**10,027**	**0.1**	**54**	**163**	**1.6**
CANADA									
CANADIAN NATIONAL RAILWAY 4.95% 01/15/2014-	15,000	112.01	16,802	100.16	15,023	0.1	(1,778)	743	4.9
ENBRIDGE INC 5.60% 04/01/17	15,000	95.72	14,359	110.80	16,620	0.2	2,261	840	5.1
ENBRIDGE INC SR UNSEC 4 0% 10-01-23	10,000	99.00	9,900	98.21	9,821	0.1	(79)	400	4.1
TOTAL CANADA			**41,060**		**41,464**	**0.4**	**404**	**1,983**	**4.8**
CAYMAN ISLANDS									
TRANSOCEAN INC SR UNSEC 3.80% 10/15/22	5,000	91.68	4,584	94 78	4,739		155	190	4.0
TOTAL CAYMAN ISLANDS			**4,584**		**4,739**		**155**	**190**	**4.0**

CAPITAL GROUP℠

Detailed Holdings List by Country

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
FRANCE									
BNP PARIBAS FRN SR UNSEC (L 59) 12-12-16	10,000	100 00	10,000	100.22	10,022	0.1	22	83	0.8
TOTAL FRANCE			**10,000**		**10,022**	**0.1**	**22**	**83**	**0.8**
NETHERLANDS									
PETROBRAS SR UNSEC 3.0% 01-15-19	10,000	99.35	9,935	93.83	9,383	0.1	(552)	300	3.2
TOTAL NETHERLANDS			**9,935**		**9,383**	**0.1**	**(552)**	**300**	**3.2**
NORWAY									
STATOIL ASA SR UNSEC 2.45% 01-17-23	5,000	99.68	4,984	91.33	4,567		(417)	123	2 7
TOTAL NORWAY			**4,984**		**4,567**		**(417)**	**123**	**2.7**
UNITED KINGDOM									
GLAXOSMITHKLINE CAPITAL PLC SR UNSEC 0.75% 05/08/2015	5,000	99.75	4,987	100.43	5,022		34	38	0.8
RIO TINTO FINANCE SR UNSEC 2.25% 12-14-18	10,000	99.09	9,909	99.51	9,951	0.1	42	225	2.3
ROYAL BK OF SCOTLAND SR UNSEC 4.375% 03/16/16	10,000	101.73	10,173	106.72	10,672	0.1	499	438	4.1
TOTAL UNITED KINGDOM			**25,069**		**25,644**	**0.2**	**575**	**700**	**2.7**

ATTACHMENT A PAGE 2 OF 17
000300 5/29

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
UNITED STATES									
ABBVIE INC 2.90% 11/06/2022	10,000	93.53	9,353	93.47	9,347	0.1	(7)	290	3.1
AIG GROUP SR UNSEC 4.125% 02-15-24	10,000	100.15	10,015	99.42	9,942	0.1	(73)	413	4.2
ALTRIA GROUP INC SR UNSEC 4.0% 01-31-24	10,000	99 38	9,938	97 74	9,774	0.1	(164)	400	4.1
ANHEUSER-BUSCH INBEV SR UNSEC FRN 07/14/2014	5,000	100.00	5,000	100.20	5,010		10	30	0.6
AVALONBAY COMMUNITIES INC SR UNSEC 3 625 10-01-20	10,000	100 03	10,003	101.09	10,109	0.1	106	363	3.6
BANK OF AMERICA CORP SR UNSEC 2.6% 01-15-19	10,000	99.98	9,998	100.56	10,056	0.1	58	260	2.6
BERKSHIRE HATHAWAY SR UNSEC 2.0% 08-15-18	10,000	99.98	9,998	100.06	10,006	0.1	8	200	2.0
BSCMS 06-PW13 AAB 5.53% 09/11/41	5,558	107.19	5,958	99.94	5,555	0.1	(403)	307	5.5
CA ST GO TAXABLE BAB 5 75% 03/01/17	25,000	100.36	25,091	111 88	27,969	0.3	2,878	1,438	5.1
CHEVRON CORP SR UNSEC 1.718% 06-24-18	5,000	100.00	5,000	99.62	4,981		(19)	86	1.7
CITIGROUP INC SR UNSEC 2.5% 09-26-18	10,000	99 56	9,956	100.51	10,051	0.1	94	250	2.5
COCA-COLA CO SR UNSEC 2.45% 11-01-20	15,000	99.86	14,979	97.13	14,570	0.1	(409)	368	2.5
COMCAST CORP NEW NT 5.7% DUE 05/15/2018	5,000	119.27	5,963	114.83	5,741	0.1	(222)	285	5.0

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
CORPORATE OFFICE PROP LP SR UNSEC 5.25% 02-15-24	10,000	98.78	9,878	101.57	10,157	0.1	279	525	5.2
CSMC 06-C4 A3 5.467% 09-15-39/8-15-16	23,414	112 28	26,288	108.78	25,470	0 2	(818)	1,280	5.0
DEVON ENERGY CORP SR UNSEC 2.25% 12-15-18	5,000	99.83	4,991	98.95	4,948		(44)	113	2.3
DEVON ENERGY CORP SR UNSEC 3 25% 5/15/22	5,000	100.28	5,014	95.36	4,768		(246)	163	3.4
DOW CHEMICAL SR UNSEC 4.125% 11/15/21	5,000	99.60	4,980	103.30	5,165		185	206	4.0
DUKE ENERGY CORP SR UNSEC 3.95% 10-15-23	20,000	100 12	20,025	100.03	20,006	0.2	(19)	790	4.0
ERP OPERATING LP SR UNSEC 4.625% 12-15-21	5,000	112.24	5,612	105.43	5,271		(341)	231	4.4
FGLMC 3.0 TBA 01/14 01-01-44	25,000	94.85	23,713	94.72	23,680	0.2	(33)	750	3.2
FHLB 1.875% 03-13-20	50,000	98.55	49,273	96.40	48,201	0.5	(1,072)	938	1.9
FHLMC 0 75% 11/25/14	10,000	99.97	9,997	100.53	10,053	0.1	56	75	0 8
FHLMC 1.0% 06/29/17	5,000	99.48	4,974	99.40	4,970		(4)	50	1.0
FHLMC 1.75% 05/30/19	25,000	99.98	24,995	98.23	24,558	0.2	(438)	438	1 8
FHMS K013 A2 3.974% 01/25/21	14,000	100.99	14,139	105.71	14,800	0.1	661	556	3.8
FHMS K703 A2 2.699% 05/25/18	15,000	101.00	15,150	103.32	15,497	0.1	348	405	2.6
FHMS K705 A2 (MF) 2 303% 09/25/18	50,000	102.04	51,021	101.07	50,537	0.5	(484)	1,152	2.3
FL HURRICANE CATASTROPHE FUND FIN CORP 13A TAXABLE 2.995% 07-01-20	30,000	100.00	30,000	94.63	28,390	0.3	(1,610)	899	3.2
FNA 13-M4 ASQ2 (MF) 1 45128% 02-25-18	20,000	101.00	20,200	99.03	19,806	0.2	(394)	290	1.5

CAPITAL GROUP℠

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
FNCI 2.5 AB7084 85K MAX 11-01-27	44,246	105.00	46,458	99.31	43,941	0.4	(2,518)	1,106	2.5
FNCI 3.0 AL2908 08-01-27	75,156	102.52	77,047	102.16	76,779	0.7	(268)	2,255	2.9
FNCL 5.0 AI5236 MHA 06-01-41	27,200	107.86	29,338	109.14	29,687	0 3	349	1,360	4.6
FNMA 0.5% 03-28-16/14	50,000	100.08	50,040	99.89	49,945	0.5	(96)	250	0.5
FNMA 1 0% 11-15-17/13	50,000	99.93	49,965	98.38	49,188	0.5	(778)	500	1.0
FNMA 1.25% 01/30/17	25,000	99.84	24,960	101.20	25,301	0.2	341	313	1.2
FNMA POOL #AV1699 2.50% 11/01/2028	49,555	98.09	48,610	99.08	49,101	0.5	491	1,239	2.5
FNR 07-33 HE PAC 5.5% 04/25/2037	16,961	100.22	16,999	108.69	18,435	0.2	1,436	933	5.1
FREDDIE MAC SER 3272 CL PA 6% 02/15/2037	13,848	101.96	14,119	109.89	15,218	0.1	1,098	831	5.5
GENERAL ELEC CAP CORP UNSEC 3.1% 1-9-23	10,000	95.57	9,557	94.88	9,488	0.1	(69)	310	3.3
GENERAL ELECTRIC CO 5 25% 12/06/17	10,000	115.75	11,575	113.19	11,319	0.1	(255)	525	4.6
GILEAD SCIENCES INC UNSEC 4.4% 12-1-21	10,000	108.80	10,880	106.80	10,680	0.1	(200)	440	4.1
GOLDMAN SACHS GROUP SR UNSEC 2 9% 07-19-18	10,000	100 25	10,025	101.77	10,177	0 1	152	290	2.9
HARRIS CNTY TX TOLL RD TAXABLE 12D 1.061% 08-15-16	25,000	100.00	25,000	98.93	24,732	0.2	(269)	265	1.1
ILLINOIS ST GO PENSION TAXABLE 4 026% 03/01/14	5,000	100 00	5,000	100.55	5,028		28	201	4.0
INTERCONTINENTAL EXCHANGE SR UNSEC 4 0% 10-15-23	10,000	99.79	9,979	100.59	10,059	0.1	81	400	4.0
JP MORGAN CHASE SR UNSEC 1 625% 05-15-18	10,000	99 84	9,984	97.92	9,792	0.1	(192)	163	1.7

CAPITAL GROUP™

Detailed Holdings List by Country

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
KINDER MORGAN ENGY SR UNSEC 3.95% 9-1-22	10,000	104.57	10,457	97.45	9,745	0.1	(712)	395	4.1
MEDCO HEALTH SOLUTIONS SR UNSEC 4 125% 09/15/2020	10,000	109.94	10,994	103 54	10,354	0 1	(640)	413	4.0
NATIONAL RURAL UTIL SR SEC 1ST LIEN 1.0% 02/02/15	5,000	99.68	4,984	100.59	5,029		45	50	1.0
NJ TRANSIT TRUST 13B TAXABLE 1 087% 12-15-16	25,000	100 00	25,000	99.53	24,881	0.2	(119)	272	1.1
NOVARTIS CAPITAL CORP SR UNSEC 2.9% 04/24/15	10,000	99.52	9,952	103.33	10,333	0.1	381	290	2.8
ORACLE CORP SR UNSEC 2 375% 01-15-19	10,000	99.65	9,965	100.90	10,090	0.1	124	238	2.4
PACIFICORP 5 65% 07/15/18	10,000	112.36	11,236	114.87	11,487	0.1	251	565	4.9
PROCTER & GAMBLE CO SR UNSEC 1 8% 11/15/15	15,000	99.18	14,877	102 31	15,347	0.1	469	270	1.8
PROGRESS ENERGY INC SR UNSEC 7.05% 03-15-19	10,000	126.27	12,627	119.86	11,986	0.1	(641)	705	5.9
PROLOGIS INC SR UNSEC 2 75% 02-15-19	5,000	99.97	4,998	99.31	4,965		(33)	138	2.8
PRUDENTIAL FINANCIAL INC FRN SR UNSEC (L+78) 08-15-18	10,000	100.00	10,000	100.32	10,032	0.1	32	102	1.0
SIMON PROPERTY GROUP 5.25% 12/01/16	10,000	98 98	9,899	110.69	11,069	0.1	1,170	525	4.7
STARBUCKS CORP SR UNSEC 2.0% 12-05-18	5,000	99.79	4,990	99.14	4,957		(33)	100	2.0
TIME WARNER INC SR UNSEC 4.05% 12-15-23	5,000	99 70	4,985	99.71	4,985		0	203	4.1

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THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
UNITED HEALTH GROUP SR UNSEC 2.75% 02-15-23	5,000	99.84	4,992	91.57	4,578		(414)	138	3.0
US TREASURY BOND 4.0% 02/15/2015	140,000	105.16	147,225	104.24	145,939	1.4	(1,287)	5,600	3.8
US TREASURY BOND 7.25% 05/15/2016	25,000	124.79	31,197	115.78	28,945	0.3	(2,252)	1,813	6.3
US TREASURY I/L FRN 0 125% 01-15-23	10,119	101.89	10,310	94.45	9,557	0 1	(753)	13	0.1
US TREASURY I/L FRN 0.125% 04/15/16	68,780	104.06	71,574	102.68	70,623	0.7	(951)	86	0.1
US TREASURY I/L FRN 0.375% 07-15-23	15,055	98.81	14,875	96.45	14,519	0.1	(356)	56	0.4
US TREASURY NOTE 0.375% 03-15-16	220,000	99.65	219,238	99.84	219,657	2.1	419	825	0.4
US TREASURY NOTE 1 5% 07/31/16	120,000	102.50	123,000	102.28	122,737	1.2	(263)	1,800	1.5
US TREASURY NOTE 1.875% 08/31/17	70,000	100.53	70,369	102.66	71,859	0.7	1,490	1,313	1.8
US TREASURY NOTE 2.125% 08/15/21	20,000	101.18	20,237	96.88	19,375	0.2	(862)	425	2.2
US TREASURY NOTE 2.375% 05-31-18	170,000	106.47	181,002	103.81	176,469	1.7	(4,534)	4,038	2.3
US TREASURY NOTE 2.50% 08/15/2023	25,000	97.06	24,265	96.03	24,008	0.2	(257)	625	2.6
US TREASURY NOTE 2.75% 11-15-23	10,000	98.84	9,884	97.83	9,783	0.1	(101)	275	2.8
US TREASURY NOTES 4.5% 05/15/17	125,000	115.71	144,640	111.59	139,493	1 3	(5,148)	5,625	4.0
VERIZON COMMUNICATIONS SR UNSEC 5.15% 09-15-23	17,000	99.68	16,945	107.58	18,288	0.2	1,343	876	4.8
VIACOM INC SR UNSEC 2.5% 09-01-18	10,000	99 41	9,941	100.81	10,081	0.1	139	250	2.5
VIRGINIA ELEC & PWR SR UNSEC 5.4% 04/30/18	15,000	111.88	16,782	113.50	17,025	0.2	243	810	4.8
WBCMT 05-C20 A7 VAR 07/15/42	23,519	108.63	25,548	105.38	24,785	0.2	(763)	1,204	4.9
WBCMT 06-C23 AM 5.466% 01-15-45/16	10,000	111.36	11,136	107.74	10,774	0.1	(362)	547	5.1
WBCMT 07-C30 A5 5.342% 12-15-43	25,000	113.46	28,366	109.97	27,493	0.3	(874)	1,336	4 9
WBCMT 07-C31 AM 5.591% 04-15-47	10,000	111.97	11,197	108.88	10,888	0.1	(309)	559	5.1

Total for U.S. Government Obligations $1,298,129

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

As of December 31, 2013
Reporting Currency. USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
WELLS FARGO CO HLD FRN SR UNSEC 0.52375%	5,000	94.25	4,713	99 97	4,998		286	22	0.4
WILLIAMS PARTNERS LP SR UNSEC 4 5% 11-15-23	20,000	99 40	19,879	99.32	19,864	0.2	(15)	900	4.5
TOTAL UNITED STATES			**2,263,320**		**2,245,247**	**21.2**	**(18,073)**	**58,324**	**2.6**
Total Fixed Income			**2,368,925**		**2,351,093**	**22.2**	**(17,832)**	**61,864**	**2.6**
		less: U.S. Gov't Obligations			1,298,129				
Equity					1,052,964				
AUSTRALIA									
BHP BILLITON LTD (AUD)	914	18.58	16,980	33.94	31,020	0.3	14,040	931	3.0
COCA-COLA AMATIL LTD	2,774	14.10	39,104	10.75	29,812	0.3	(9,291)	1,388	4.7
TOTAL AUSTRALIA			**56,084**		**60,832**	**0.6**	**4,749**	**2,319**	**3.8**
BERMUDA									
SIGNET JEWELERS LTD	575	40.13	23,074	78.70	45,253	0.4	22,179	345	0.8
TOTAL BERMUDA			**23,074**		**45,253**	**0.4**	**22,179**	**345**	**0.8**
CANADA									
CENOVUS ENERGY INC C$	300	24.00	7,199	28.54	8,563	0.1	1,365	273	3.2
ENBRIDGE INC	425	43.44	18,463	43.58	18,520	0.2	57	0	0.0
FIRST QUANTUM MINERALS LTD C$	1,071	16.18	17,331	17.97	19,248	0.2	1,916	174	0.9
TOTAL CANADA			**42,993**		**46,332**	**0.4**	**3,338**	**447**	**1.0**

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
CAYMAN ISLANDS									
WYNN MACAU LTD	3,600	2.79	10,062	4.53	16,320	0.2	6,259	576	3.5
TOTAL CAYMAN ISLANDS			**10,062**		**16,320**	**0.2**	**6;259**	**576**	**3.5**
CHINA									
BANK OF CHINA LTD H	65,107	0.39	25,322	0.46	29,977	0.3	4,655	1,844	6.2
TOTAL CHINA			**25,322**		**29,977**	**0.3**	**4,655**	**1,844**	**6.2**
DENMARK									
NOVO NORDISK A/S B	498	111.51	55,532	183 59	91,426	0.9	35,894	1,656	1.8
TOTAL DENMARK			**55,532**		**91,426**	**0.9**	**35,894**	**1,656**	**1.8**
FINLAND									
SAMPO OYJ A SHS	1,778	26.57	47,249	49 22	87,508	0.8	40,258	3,307	3.8
TOTAL FINLAND			**47,249**		**87,508**	**0.8**	**40,258**	**3,307**	**3.8**
FRANCE									
BNP PARIBAS	906	51.91	47,029	78.06	70,718	0.7	23,689	1,873	2.7
DANONE	613	56.92	34,892	72.09	44,191	0.4	9,298	1,225	2.8
ESSILOR INTL	289	18.76	5,421	106.48	30,773	0.3	25,351	350	1.1
L'AIR LIQUIDE (L)	378	35.80	13,534	141.64	53,541	0.5	40,007	1,302	2.4
L'OREAL	99	74 08	7,334	175.95	17,419	0.2	10,086	314	1.8
PERNOD RICARD SA	590	78.41	46,263	114.10	67,319	0.6	21,056	1,333	2.0
SCHNEIDER ELECTRIC SA	866	62 00	53,688	87.36	75,650	0.7	21,962	2,231	3.0
TOTAL FRANCE			**208,162**		**359,611**	**3.4**	**151,449**	**8,628**	**2.4**

CAPITAL GROUP℠

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Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
GERMANY									
BAYER AG	626	83.89	52,517	140.68	88,065	0.8	35,548	1,639	1.9
BMW AG	533	81.10	43,228	117.81	62,791	0.6	19,563	1,836	2.9
DAIMLER AG	217	68.20	14,799	86.90	18,857	0.2	4,058	658	3.5
SIEMENS AG NAMEN	188	104.77	19,697	137.09	25,774	0.2	6,077	777	3.0
TOTAL GERMANY			**130,241**		**195,487**	**1.8**	**65,246**	**4,910**	**2.5**
HONG KONG									
AIA GROUP LTD	18,200	2.98	54,316	5.02	91,310	0.9	36,994	906	1.0
BOC HONG KONG HOLDINGS LTD	4,000	2 35	9,381	3.20	12,820	0.1	3,439	639	5.0
LI & FUNG LTD	4,000	1.47	5,890	1.29	5,159		(731)	160	3.1
SUN HUNG KAI PROP	1,000	5.62	5,619	12.68	12,684	0.1	7,065	432	3.4
TOTAL HONG KONG			**75,206**		**121,973**	**1.2**	**46,767**	**2,137**	**1.8**
INDIA									
HDFC BANK LTD	500	33 33	16,664	34.44	17,220	0.2	556	128	0.7
TOTAL INDIA			**16,664**		**17,220**	**0.2**	**556**	**128**	**0.7**
IRELAND									
ACCENTURE PLC US$	200	53.63	10,726	82.22	16,444	0.2	5,718	372	2 3
EATON CORP PLC	1,250	51.66	64,569	76.12	95,150	0.9	30,581	2,100	2.2
TOTAL IRELAND			**75,295**		**111,594**	**1.1**	**36,299**	**2,472**	**2.2**

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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
JAPAN									
AJINOMOTO CO INC	2,000	11.29	22,585	14.46	28,920	0.3	6,336	380	1.3
DENSO CORP	300	31.78	9,535	52.73	15,819	0.1	6,284	268	1.7
FANUC CO	350	110.08	38,527	182.89	64,011	0.6	25,484	515	0.8
HAMAMATSU PHOTONIC KK	1,100	37.06	40,769	39.95	43,946	0.4	3,177	523	1.2
HITACHI	3,000	5.50	16,487	7.56	22,688	0.2	6,201	285	1.3
KEYENCE CORP	260	159.05	41,352	427.53	111,159	1.1	69,807	148	0.1
MURATA MANUFACTURING CO LTD	300	43.64	13,092	88.74	26,621	0.3	13,529	342	1.3
SMC CORP	300	97.64	29,291	251.77	75,531	0.7	46,240	456	0.6
SOFTBANK CORP	1,200	19.38	23,254	87.41	104,888	1.0	81,634	456	0.4
SUMITOMO MITSUI FINANCIAL GROUP INC	1,300	45.48	59,125	51.49	66,942	0.6	7,817	1,482	2.2
SUMITOMO MITSUI TRUST HOLDIN	5,000	5.02	25,095	5.26	26,317	0.2	1,222	475	1.8
SYSMEX CORP	300	33.13	9,940	59.00	17,700	0.2	7,760	120	0.7
TREND MICRO INC	1,200	31 12	37,345	34.96	41,955	0.4	4,610	969	2.3
TOTAL JAPAN			**366,397**		**646,497**	**6.1**	**280,101**	**6,419**	**1.0**
KOREA, REPUBLIC OF									
SAMSUNG ELEC GDS N/V PF	99	67.50	6,683	479.75	47,495	0.4	40,813	15	0.0
TOTAL KOREA, REPUBLIC OF			**6,683**		**47,495**	**0.4**	**40,813**	**15**	**0.0**
LIBERIA									
ROYAL CARIBBEAN CRUISES	500	38.38	19,192	47.42	23,710	0 2	4,518	500	2.1
TOTAL LIBERIA			**19,192**		**23,710**	**0.2**	**4,518**	**500**	**2.1**

CAPITAL GROUP

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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
LUXEMBOURG									
SES FDR CL A (PARIS)	1,733	25.69	44,519	32 42	56,185	0.5	11,666	2,316	4.1
TOTAL LUXEMBOURG			**44,519**		**56,185**	**0.5**	**11,666**	**2,316**	**4.1**
NETHERLANDS									
ASML HOLDING NV	643	53.05	34,109	93.75	60,281	0.6	26,172	470	0.8
GEMALTO NV	544	75.68	41,172	110.24	59,972	0.6	18,800	255	0.4
KONINKLIJKE DSM NV	265	52.06	13,796	78.76	20,871	0.2	7,075	555	2.7
NIELSEN HOLDINGS NV US$	2,250	28.48	64,079	45.89	103,253	1.0	39,173	1,800	1.7
TOTAL NETHERLANDS			**153,156**		**244,376**	**2.3**	**91,220**	**3,079**	**1.3**
NORWAY									
SEADRILL LTD	776	33.14	25,715	40.82	31,673	0 3	5,958	2,993	9.5
TOTAL NORWAY			**25,715**		**31,673**	**0.3**	**5,958**	**2,993**	**9.5**
PANAMA									
CARNIVAL CORP COMMON PAIRED STOCK	400	30.25	12,102	40.17	16,068	0.2	3,966	400	2 5
TOTAL PANAMA			**12,102**		**16,068**	**0.2**	**3,966**	**400**	**2.5**
SINGAPORE									
AVAGO TECHNOLOGIES LTD	475	45.27	21,503	52.88	25,118	0.2	3,614	475	1.9
DBS GROUP HOLDINGS LTD	5,255	8.23	43,260	13.55	71,191	0.7	27,931	2,331	3.3
SINGAPORE TELECOMM	13,000	2.66	34,538	2.90	37,695	0.4	3,157	1,730	4 6
TOTAL SINGAPORE			**99,301**		**134,003**	**1.3**	**34,702**	**4,537**	**3.4**

THE FRANCES LEAR FOUNDATION
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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
SPAIN									
INDITEX	101	126.80	12,807	165.07	16,672	0.2	3,865	306	1.8
TOTAL SPAIN			**12,807**		**16,672**	**0.2**	**3,865**	**306**	**1.8**
SWEDEN									
ASSA ABLOY AB B	857	27.98	23,982	52.86	45,301	0 4	21,319	680	1.5
TOTAL SWEDEN			**23,982**		**45,301**	**0.4**	**21,319**	**680**	**1.5**
SWITZERLAND									
ACE LTD	150	72.27	10,840	103.53	15,530	0.1	4,690	378	2.4
COMPAGNIE FINANCIERE RICHEMONT SA REG	705	31.15	21,958	99.74	70,318	0.7	48,360	792	1.1
NESTLE SA REG	1,181	30.56	36,096	73.35	86,622	0.8	50,526	2,719	3.1
NOVARTIS AG NAMEN	663	51.14	33,904	79.97	53,022	0.5	19,118	1,713	3.2
ROCHE HOLDING AG GENUSSCHEIN	150	193.01	28,952	279.91	41,986	0.4	13,034	1,238	3.0
SYNGENTA AG	164	360.34	59,096	398.97	65,431	0.6	6,334	1,750	2.7
TE CONNECTIVITY LTD US$	400	17.03	6,812	55.11	22,044	0 2	15,232	400	1.8
TOTAL SWITZERLAND			**197,657**		**354,952**	**3.4**	**157,294**	**8,990**	**2.5**
UNITED KINGDOM									
AON PLC	200	49 05	9,810	83.89	16,778	0.2	6,969	140	0 8
BARCLAYS PLC	12,250	4.41	54,063	4.50	55,174	0.5	1,111	1,466	2.7
BG GROUP PLC	500	17.61	8,804	21.48	10,742	0.1	1,938	161	1.5
DIAGEO PLC	1,400	21.76	30,465	33.12	46,370	0.4	15,906	1,221	2.6
ENSCO PLC-CL A	725	56 01	40,605	57 18	41,456	0.4	851	1,631	3.9

CAPITAL GROUP℠

THE FRANCES LEAR FOUNDATION
Account Number: XXXX42300

As of December 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
HSBC HOLDINGS PLC UKP	6,359	6.57	41,752	10.97	69,765	0.7	28,012	3,223	4.6
IMPERIAL TOBACCO PLC	879	27.52	24,194	38.71	34,028	0.3	9,834	1,883	5.5
LLOYDS TSB GROUP PLC	20,100	1.17	23,580	1.31	26,260	0 2	2,681	0	0.0
MEGGITT PLC	2,216	8.23	18,230	8.73	19,345	0 2	1,115	496	2.6
NATIONAL GRID PLC	3,300	8.33	27,486	13.04	43,048	0.4	15,562	2,481	5.8
RIO TINTO PLC REG	382	44.08	16,839	56.47	21,572	0.2	4,733	806	3.7
STANDARD CHARTERED	3,103	18.39	57,058	22.52	69,880	0.7	12,822	2,830	4.1
UNILEVER PLC	1,500	41.31	61,961	41.10	61,647	0.6	(314)	2,463	4.0
WHITBREAD PLC	500	32.27	16,134	62.12	31,059	0.3	14,925	549	1.8
TOTAL UNITED KINGDOM			**430,980**		**547,125**	**5.2**	**116,145**	**19,351**	**3.5**
UNITED STATES									
3M COMPANY	80	78.08	6,247	140.25	11,220	0.1	4,973	274	2.4
ABBVIE INC	325	44.73	14,538	52.81	17,163	0.2	2,625	520	3.0
AIR PRODUCTS & CHEMICALS INC	325	42 55	13,829	111.78	36,329	0 3	22,500	923	2.5
ALLEGHENY TECHNOLOGIES INC	450	33.14	14,912	35.63	16,034	0.2	1,122	324	2.0
ALLERGAN INC	250	28.20	7,049	111.08	27,770	0.3	20,721	50	0.2
AMERICAN TOWER CORP	800	43.96	35,167	79.82	63,856	0.6	28,689	928	1.5
APPLE INC	130	156.54	20,350	561.02	72,933	0.7	52,583	1,586	2.2
AUTOMATIC DATA PROCESSING INC	450	72.92	32,814	80.80	36,360	0.3	3,546	864	2.4
B/E AEROSPACE INC	475	68 42	32,499	87.03	41,339	0.4	8,840	0	0.0
BEAM INC	700	53.98	37,785	68.06	47,642	0.5	9,857	630	1.3
BLACKROCK INC	190	173.35	32,937	316.47	60,129	0 6	27,193	1,277	2.1
BOEING CO	525	75.77	39,780	136.49	71,657	0.7	31,877	1,533	2.1
BRISTOL-MYERS SQUIBB CO	2,250	32 80	73,795	53.15	119,588	1.1	45,793	3,240	2.7
BROADCOM CORP	1,025	27.11	27,784	29.65	30,386	0.3	2,602	451	1.5
CATERPILLAR INC	500	85 90	42,952	90 81	45,405	0.4	2,453	1,200	2.6

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THE FRANCES LEAR FOUNDATION
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As of December 31, 2013
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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
CERNER CORP	700	9.34	6,537	55.74	39,018	0.4	32,481	0	0.0
CHEVRON CORP	350	65.81	23,032	124.91	43,719	0 4	20,687	1,400	3.2
CME GROUP INC	1,000	57.32	57,317	78.46	78,460	0.7	21,143	1,800	2.3
COACH INC	1,200	49.52	59,421	56.13	67,356	0.6	7,935	1,620	2.4
COBALT INTERNATIONAL ENERGY	550	30.02	16,513	16.45	9,048	0.1	(7,465)	0	0.0
COMCAST CORP CL A (NEW)	1,950	18 91	36,884	51.97	101,332	1.0	64,448	1,521	1.5
DANAHER CORP	775	35.71	27,672	77.20	59,830	0.6	32,158	78	0.1
DAVITA HEALTHCARE PARTNERS INC	200	14.82	2,964	63.37	12,674	0.1	9,710	0	0.0
DOW CHEMICAL CO	400	29.82	11,930	44.40	17,760	0.2	5,830	512	2.9
ECOLAB INC	100	30.50	3,050	104.27	10,427	0.1	7,377	110	1.1
EXPRESS SCRIPTS HOLDING CO	1,250	49.83	62,288	70.24	87,800	0.8	25,512	0	0.0
FEDEX CORP	70	48.80	3,416	143.77	10,064	0 1	6,648	42	0.4
GENPACT LTD	1,600	15.97	25,551	18.37	29,392	0.3	3,841	0	0.0
GILEAD SCIENCES INC	2,975	24.22	72,050	75.10	223,423	2 1	151,372	0	0 0
GOLDMAN SACHS GROUP INC	530	93.63	49,622	177.26	93,948	0.9	44,325	1,166	1.2
GOOGLE INC CL A	95	354.65	33,692	1,120.71	106,467	1.0	72,776	0	0.0
HALLIBURTON CO	1,825	32.47	59,256	50.75	92,619	0.9	33,363	1,095	1.2
HEXCEL CORP	500	40.73	20,367	44.69	22,345	0.2	1,978	0	0.0
HOME DEPOT INC	925	34.25	31,682	82.34	76,165	0.7	44,483	1,443	1.9
IDEX CORP	300	48.90	14,671	73.85	22,155	0.2	7,484	276	1.3
ILLINOIS TOOL WORKS INC	125	29.49	3,687	84.08	10,510	0.1	6,823	210	2.0
IRON MOUNTAIN INC	1,034	25.27	26,130	30.35	31,382	0.3	5,252	1,117	3.6
IRONWOOD PHARMACEUTICALS INC CL A	1,400	14.96	20,950	11.61	16,254	0.2	(4,696)	0	0.0
JABIL CIRCUIT INC	2,000	20.65	41,303	17.44	34,880	0.3	(6,423)	640	1.8
JACK HENRY & ASSOC INC	900	33.37	30,035	59.21	53,289	0.5	23,254	720	1.4
JPMORGAN CHASE & CO	800	35.78	28,622	58.48	46,784	0.4	18,162	1,216	2.6

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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
KLA-TENCOR CORP	100	33.67	3,367	64.46	6,446	0.1	3,079	180	2.8
MARSH & MCLENNAN COS INC	950	28.33	26,909	48.36	45,942	0.4	19,033	950	2.1
MICROSOFT CORP	750	26.72	20,040	37.41	28,058	0.3	8,017	840	3.0
MONSANTO CO NEW COM	575	61.53	35,379	116.55	67,016	0.6	31,637	989	1.5
MOSAIC CO/THE	650	54.43	35,379	47.27	30,726	0.3	(4,654)	650	2.1
NEWELL RUBBERMAID INC	2,500	21.41	53,529	32.41	81,025	0.8	27,496	1,500	1.9
NIKE INC CL B	200	43.46	8,692	78.64	15,728	0.1	7,036	192	1.2
NOBLE ENERGY INC	1,065	42 53	45,292	68.11	72,537	0.7	27,245	596	0.8
NORDSTROM INC	200	30 26	6,051	61.80	12,360	0.1	6,309	240	1.9
NORFOLK SOUTHERN CORP	650	56 79	36,915	92.83	60,340	0.6	23,424	1,352	2.2
ORACLE CORP	1,200	27.66	33,191	38.26	45,912	0.4	12,722	576	1.3
PHILIP MORRIS INTERNATIONAL INC	250	46.95	11,737	87.13	21,783	0.2	10,045	940	4 3
PROCTER & GAMBLE CO	425	79.57	33,819	81.41	34,599	0.3	780	1,023	3.0
PROGRESSIVE CORP OHIO	500	14.13	7,067	27 27	13,635	0.1	6,568	142	1.0
QUALCOMM INC	400	39.85	15,940	74.25	29,700	0.3	13,760	560	1.9
ROSS STORES INC	475	73.86	35,085	74.93	35,592	0.3	507	323	0 9
SCHLUMBERGER LTD	1,100	23.05	25,354	90.11	99,121	0 9	73,767	1,375	1.4
SCHWAB CHARLES NEW	1,125	17 61	19,809	26.00	29,250	0.3	9,441	270	0.9
SCRIPPS NETWORKS INTERACTIVE CL A	575	41.87	24,077	86.41	49,686	0.5	25,609	345	0.7
SEATTLE GENETICS INC	3,000	18.99	56,970	39.89	119,670	1.1	62,700	0	0.0
SIRIUS XM HOLDINGS INC	12,300	3.14	38,640	3.49	42,927	0.4	4,287	0	0.0
STARBUCKS CORP	470	57.27	26,918	78.39	36,843	0.3	9,925	489	1.3
TARGET CORP	550	51.83	28,509	63.27	34,799	0.3	6,290	946	2.7
TEXAS INSTRUMENTS INC	1,300	35.72	46,440	43.91	57,083	0.5	10,643	1,560	2 7
THE WALT DISNEY CO	125	17.10	2,138	76.40	9,550	0.1	7,412	108	1.1
TIFFANY & CO NEW	700	42.48	29,733	92 78	64,946	0 6	35,213	952	1.5

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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
TOWERS WATSON & COMPANY CL A	170	106.65	18,131	127.61	21,694	0.2	3,563	95	0.4
UNITED TECHNOLOGIES CORP	575	50.06	28,786	113.80	65,435	0.6	36,649	1,357	2.1
UNITEDHEALTH GROUP INC	285	26.89	7,664	75.30	21,461	0.2	13,796	319	1.5
VERISIGN INC	1,425	46.17	65,789	59.78	85,187	0.8	19,397	0	0.0
VERIZON COMMUNICATIONS	375	51.38	19,269	49.14	18,428	0.2	(842)	795	4.3
VISA INC CL A	175	62.84	10,997	222.68	38,969	0.4	27,972	280	0.7
WASTE CONNECTIONS INC	425	40.21	17,087	43.63	18,543	0.2	1,455	196	1.1
TOTAL UNITED STATES			**2,075,780**		**3,509,895**	**33.2**	**1,434,113**	**48,904**	**1.4**
MUTUAL FUNDS - EQUITY									
EMERGING MARKETS GROWTH FUND INC	143,362	9.11	1,305,456	7.77	1,113,922	10 5	(191,534)	30,679	2.8
TOTAL MUTUAL FUNDS - EQUITY			**1,305,456**		**1,113,922**	**10.5**	**(191,534)**	**30,679**	**2.8**
Total Equity			**5,539,609**		A **7,971,405**	**75.4**	**2,431,795**	**157,938**	**2.0**
Total Net Assets			**8,158,578**		**10,572,542**	**100.0**	**2,413,963**	**219,802**	**2.1**

equities per above	A	7,971,405
less: mutual funds		(1,113,922)
Corporate Stock		6,857,483