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 LITTLEJOHN FAMILY FOUNDATION

A Employer identification number: 13-3948281

Number and street (or P O box number if mail is not delivered to street address): 18 WEST HARRIS STREET | Room/suite

B Telephone number

City or town, state or province, country, and ZIP or foreign postal code: SAVANNAH, GA 31401

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 [X] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

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

H Check type of organization: [ ] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [X] 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)* ▶$ 3,564,692.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,251,500.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	42,513.	42,513.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	64,213.			
	b Gross sales price for all assets on line 6a 562,640.				
	7 Capital gain net income (from Part IV, line 2)		64,213.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,358,226.	106,726.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	1,500.	0.		0.
	c Other professional fees STMT 3	15,942.	15,942.		0.
	17 Interest				
	18 Taxes STMT 4	1,489.	1,489.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,385.	2,385.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,316.	19,816.		0.
	25 Contributions, gifts, grants paid	948,000.			948,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	969,316.	19,816.		948,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	388,910.			
	b **Net investment income** (if negative, enter -0-)		86,910.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	450,705.	253,062.	253,062.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,538,989.	2,435,425.	3,028,919.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	578,072.	281,516.	281,516.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	0.	1,195.	1,195.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,567,766.	2,971,198.	3,564,692.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,567,766.	2,567,766.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	403,432.	
	30 **Total net assets or fund balances**	2,567,766.	2,971,198.	
	31 **Total liabilities and net assets/fund balances**	2,567,766.	2,971,198.	

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	2,567,766.
2	Enter amount from Part I, line 27a	2	388,910.
3	Other increases not included in line 2 (itemize) ▶ BOOK/TAX DIFFERENCE	3	14,522.
4	Add lines 1, 2, and 3	4	2,971,198.
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	2,971,198.

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	CHARLES SCHWAB STATEMENT		VARIOUS	12/31/13
b	CHARLES SCHWAB STATEMENT		VARIOUS	12/31/13
c	BOURGEON PAERTNERSHIP PASS THROUGH	P	VARIOUS	12/31/13
d	BOURGEON PAERTNERSHIP PASS THROUGH	P	VARIOUS	12/31/13
e	CAPITAL GAINS DIVIDENDS			

	(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	255,208.		270,901.	-15,693.
b	278,758.		226,458.	52,300.
c			1,068.	-1,068.
d	12,710.			12,710.
e	15,964.			15,964.

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				-15,693.
b				52,300.
c				-1,068.
d				12,710.
e				15,964.

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 64,213.

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? [X] 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			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		1	1,738.
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	1,738.
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	1,738.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,509.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 229.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,738.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	1.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	Refunded ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
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) ▶ NONE			
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	

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

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

Website address ▶ N/A

14 The books are in care of ▶ ANGUS C. LITTLEJOHN Telephone no.▶215-641-8300

Located at ▶18 WEST HARRIS STREET, SAVANNAH, GA ZIP+4 ▶31401

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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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)*

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANGUS C. LITTLEJOHN 18 WEST HARRIS STREET SAVANNAH, GA 31401	PRESIDENT 1.00	0.	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
NONE		

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 SEE STATEMENT 10	0.
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	2,397,623.
b	Average of monthly cash balances			1b	351,883.
c	Fair market value of all other assets			1c	429,794.
d	**Total** (add lines 1a, b, and c)			1d	3,179,300.
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	3,179,300.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	47,690.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,131,610.
6	**Minimum investment return.** Enter 5% of line 5			6	156,581.

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	156,581.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,738.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,738.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	154,843.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	154,843.
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	154,843.

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	948,000.
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	948,000.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	948,000.

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

Form **990-PF** (2013)

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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				154,843.
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 596,154.				
b From 2009 630,384.				
c From 2010 3,210,386.				
d From 2011 593,307.				
e From 2012 555,430.				
f **Total** of lines 3a through e	5,585,661.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 948,000.				
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				154,843.
e Remaining amount distributed out of corpus	793,157.			
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	6,378,818.			
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	596,154.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	5,782,664.			
10 Analysis of line 9:				
a Excess from 2009 630,384.				
b Excess from 2010 3,210,386.				
c Excess from 2011 593,307.				
d Excess from 2012 555,430.				
e Excess from 2013 793,157.				

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).)

ANGUS C. LITTLEJOHN

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				
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37240	NONE	PUBLIC	LITTLEJOHN FAMILY UNDERGRADUATE RESEARCH PROGRAM & LITTLEJOHN FAMILY UNDERGRADUATE RESEARCH PROGRAM	250,000.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET, 433 FRANKLIN BUILDING PHILADELPHIA, PA 19104	NONE	PUBLIC	LITTLEJOHN UNDERGRADUATE RESEARCH	50,000.
MIDDLESEX SCHOOL 1400 LOWELL ROAD CONCORD, MA 01742	NONE	PUBLIC	CHARITABLE PURPOSE	550,000.
THE TRUSTEES OF RESERVATIONS 572 ESSEX STREET BEVERLY, MA 01915	NONE	PUBLIC	COMMUNITY-SUPPORTED-AG PROGRAMS AND CARE FOR 110 RESERVATIONS ACROSS THE STATE.	10,000.
STEPPING STONES MUSEUM FOR CHILDREN 303 WEST AVENUE NORWALK, CT 06850	NONE	PUBLIC	2013 ANNUAL FUND FOR THE OPEN ARMS ACCESSIBILITY INITIATIVE	3,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	948,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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** SEE PURPOSE OF GRANT CONTINUATIONS

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					
4 Dividends and interest from securities			14	42,513.	
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	64,213.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		106,726.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 106,726.

(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).
8	INCOME IS DERIVED THROUGH THE INVESTMENTS OF THE ORGANIZTION, WHICH
8	IS DISTRIBUTED TO CHARITABLE AND NONPROFIT OTGANIZATIONS.

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

▶ X [signature] X 5.19.14 ▶ 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Steven L. Gershman	[signature]	5/14/14		P01405696
Firm's name ▶ Steven L. Gershman, P.C.			Firm's EIN ▶ 23-2778065	
Firm's address ▶ One Crescent Dr, Ste 400 Philadelphia, PA 19112			Phone no. 215-271-6102	

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10-10-13

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Name of the organization	Employer identification number
THE LITTLEJOHN FAMILY FOUNDATION	13-3948281

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☐ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☒ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE LITTLEJOHN FAMILY FOUNDATION	13-3948281

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANGUS C. LITTLEJOHN 648 SMITH RIDGE ROAD NEW CANAAN, CT 06840	$ 1,250,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization: THE LITTLEJOHN FAMILY FOUNDATION

Employer identification number: 13-3948281

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

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

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

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

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

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

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

Name of organization	Employer identification number
THE LITTLEJOHN FAMILY FOUNDATION	13-3948281

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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
WAVENY LIFECARE NETWORK 3 FARM ROAD NEW CANAAN, CT 06840	NONE	PUBLIC	WAVENY LIFECARE NETWORK'S ANNUAL APPEAL	2,500.
THE TAFT SCHOOL 110 WOODBURY ROAD WATERTOWN, CT 06795	NONE	PUBLIC	TAFT ANNUAL FUND	25,000.
NEW CANAAN COMMUNITY FOUNDATION 111 CHERRY STREET NEW CANAAN, CT 06840	NONE	PUBLIC	2013 ANNUAL APPEAL FOR GRANTS TO LOCAL NON-PROFIT ORGANIZATIONS AND TO BUILD RESOURCES IN THE	2,500.
HORIZONS 545 PONUS RIDGE NEW CANAAN, CT 06840	NONE	PUBLIC	STUDENT ENRICHMENT PROGRAM AT NEW CANAAN COUNTRY SCHOOL	5,000.
HORIZONS NATIONAL 120 POST ROAD WEST, SUITE 202 WESTPORT, CT 06880	NONE	PUBLIC	TO SUPPORT THE HORIZONS NATIONAL PROGRAM FOR UNDERSERVED STUDENTS	50,000.
Total from continuation sheets				85,000.

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Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - VANDERBILT UNIVERSITY

LITTLEJOHN FAMILY UNDERGRADUATE RESEARCH PROGRAM & LITTLEJOHN FAMILY UNDERGRADUATE RESEARCH PROGRAM ENDOWMENT

NAME OF RECIPIENT - NEW CANAAN COMMUNITY FOUNDATION

2013 ANNUAL APPEAL FOR GRANTS TO LOCAL NON-PROFIT ORGANIZATIONS AND TO BUILD RESOURCES IN THE AREA

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BOURGEON PARTNERS, L.P.	2,052.	0.	2,052.	2,052.	
CHARLES SCHWAB STATEMENT	39,720.	0.	39,720.	39,720.	
CHARLES SCHWAB STATEMENT	15,964.	15,964.	0.	0.	
CHARLES SCHWAB STATEMENT	741.	0.	741.	741.	
TO PART I, LINE 4	58,477.	15,964.	42,513.	42,513.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,500.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER INVESTMENT EXPENSE FEES FROM PASS THROUGH	5,252.	5,252.		0.
INVESTMENT ADVISORY FEES	10,690.	10,690.		0.
TO FORM 990-PF, PG 1, LN 16C	15,942.	15,942.		0.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	1,489.	1,489.		0.
TO FORM 990-PF, PG 1, LN 18	1,489.	1,489.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INTEREST EXPENSE	2,352.	2,352.		0.
OTHER FEES	33.	33.		0.
TO FORM 990-PF, PG 1, LN 23	2,385.	2,385.		0.

FORM 990-PF CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB STATEMENT - INVESTMENT DETAIL	1,993,802.	2,493,069.
CHARLES SCHWAB STATEMENT - TWEEDY BROWN	441,623.	535,850.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,435,425.	3,028,919.

FORM 990-PF OTHER INVESTMENTS			STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOURGEON PARTNERS, L.P.	COST	281,516.	281,516.
TOTAL TO FORM 990-PF, PART II, LINE 13		281,516.	281,516.

FORM 990-PF	OTHER ASSETS		STATEMENT 8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	0.	1,195.	1,195.
TO FORM 990-PF, PART II, LINE 15	0.	1,195.	1,195.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 9
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
ANGUS C. LITTLEJOHN	18 WEST HARRIS STREET SAVANNAH, GA 31401

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 10

ACTIVITY ONE

THE ORGANIZATION DOES NOT CONDUCT ANY DIRECT CHARITABLE ACTIVITY. INCOME IS DERIVED THROUGH INVESTMENTS AND CONTRIBUTIONS, AND IS DISTRIBUTED TO CHARITIES AND NONPROFITS BY CHOICE OF THE ORGANIZATIONS PRESIDENT.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	0.

	This Period		Year to Date	
Income Summary	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.00	0.00	36.89
Cash Dividends	0 00	12,207 90	0.00	39,572.81
Total Capital Gains	0.00	14,167.16	0.00	14,167.16
Total Income	**0.00**	**26,375.06**	**0.00**	**53,776.86**

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB US TREAS MONEY FD: SWUXX	253,062.1100	1.0000	253,062.11	0.00%	8%
Total Money Market Funds [Sweep]			**253,062.11**		**8%**
Total Money Market Funds [Sweep]			**253,062.11**		**8%**

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
APACHE CORP	**700.0000**	**85.9400**	**60,158.00**	**2%**	**5,997.49**	**0.93%**	**560.00**
SYMBOL. APA	125.0000	66.5363	8,317.04	09/05/06	2,425.46	2674	Long-Term
	175.0000	59.8804	10,479.08	10/10/08	4,560.42	1908	Long-Term
	400.0000	88.4109	35,364.39	10/14/13	(988 39)	78	Short-Term
Cost Basis			*54,160.51*				

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
APPLE INC	**200.0000**	**561.0200**	**112,204.00**	**3%**	**93,440.33**	**2.17%**	**2,440.00**
SYMBOL AAPL	64.0000	93 8803	6,008 34 [a]	03/22/07	29,896.94	2476	Long-Term
	105.0000	93 3287	9,799.52 [a]	03/29/07	49,107.58	2469	Long-Term
	31.0000	95 3487	2,955.81	10/10/08	14,435.81	1908	Long-Term
Cost Basis			*18,763.67*				
ASCENA RETAIL GROUP INC	**3,900.0000**	**21.1600**	**82,524.00**	**3%**	**13,147.03**	**0.00%**	**0.00**
SYMBOL· ASNA	2,400.0000	16.6230	39,895.27	01/11/13	10,888 73	354	Short-Term
	1,500 0000	19 6544	29,481.70	10/14/13	2,258 30	78	Short-Term
Cost Basis			*69,376.97*				
AUTODESK INC	**2,300.0000**	**50.3190**	**115,733.70**	**4%**	**28,876.98**	**0.00%**	**0.00**
SYMBOL. ADSK	1,500.0000	36 0993	54,149 05	07/15/13	21,329 45	169	Short-Term
	800.0000	40.8845	32,707.67	09/30/13	7,547.53	92	Short-Term
Cost Basis			*86,856 72*				
BED BATH & BEYOND	**600.0000**	**80.3000**	**48,180.00**	**1%**	**11,909.62**	**0.00%**	**0.00**
SYMBOL BBBY	300 0000	63.1607	18,948.22	09/20/12	5,141 78	467	Long-Term
	300 0000	57.7405	17,322.16	01/28/13	6,767 84	337	Short-Term
Cost Basis			*36,270 38*				
BLACKROCK INC	**150.0000**	**316.4700**	**47,470.50**	**1%**	**23,271.11**	**2.12%**	**1,008.00**
SYMBOL BLK	150.0000	161.3292	24,199 39	05/23/12	23,271 11	587	Long-Term
BROADCOM CORP CL A	**1,400.0000**	**29.6450**	**41,503.00**	**1%**	**9,891.05**	**1.48%**	**616.00**
CLASS A	800 0000	14 7373	11,789.90	10/10/08	11,926 10	1908	Long-Term
SYMBOL BRCM	600.0000	33.0367	19,822.05	06/10/11	(2,035.05)	935	Long-Term
Cost Basis			*31,611.95*				

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CASELLA WASTE SYS INC A	**10,000 0000**	**5 8000**	**58,000.00**	**2%**	**6,829.78**	**0.00%**	**0.00**
CL A	2,000.0000	4.4434	8,886.82	11/24/10	2,713.18	1133	Long-Term
SYMBOL CWST	3,000 0000	7 1629	21,488 95	03/01/11	(4,088 95)	1036	Long-Term
	5,000 0000	4.1588	20,794.45	06/14/13	8,205.55	200	Short-Term
Cost Basis			*51,170 22*				
CHART INDUSTRIES INC	**400.0000**	**95.6400**	**38,256.00**	**1%**	**7,068.21**	**0.00%**	**0.00**
SYMBOL GTLS	400.0000	77.9694	31,187.79	04/25/13	7,068.21	250	Short-Term
CONOCOPHILLIPS	**650.0000**	**70.6500**	**45,922.50**	**1%**	**14,825.57**	**3.90%**	**1,794.00**
SYMBOL COP	80.0000	27 7742	2,221 94 [a]	04/30/04	3,430 06	3532	Long-Term
	20.0000	27.7460	554.92 [a]	05/19/04	858 08	3513	Long-Term
	25.0000	49.6920	1,242 30 [a]	11/28/06	523 95	2590	Long-Term
	35.0000	52.4000	1,834 00 [a]	01/08/07	638.75	2549	Long-Term
	10 0000	48.8150	488.15 [a]	01/16/07	218 35	2541	Long-Term
	50 0000	61.1058	3,055.29 [a]	08/20/07	477 21	2325	Long-Term
	35.0000	68.2031	2,387.11 [a]	09/19/07	85.64	2295	Long-Term
	25 0000	64.6848	1,617 12 [a]	10/03/07	149.13	2281	Long-Term
	25.0000	54.8936	1,372 34 [a]	01/23/08	393.91	2169	Long-Term
	345 0000	47 3152	16,323.76	11/24/10	8,050 49	1133	Long-Term
Cost Basis			*31,096.93*				
CUMMINS INC	**300.0000**	**140.9700**	**42,291.00**	**1%**	**2,382.35**	**1.77%**	**750.00**
SYMBOL CMI	300 0000	133.0288	39,908 65	12/10/13	2,382.35	21	Short-Term
EATON CORP PLC F	**700.0000**	**76.1200**	**53,284.00**	**2%**	**6,314.78**	**2.20%**	**1,176.00**
SYMBOL ETN	700 0000	67.0988	46,969.22	10/10/13	6,314.78	82	Short-Term
HALLIBURTON CO HLDG CO	**1,000.0000**	**50.7500**	**50,750.00**	**2%**	**6,126.03**	**1.18%**	**600.00**
SYMBOL HAL	1,000.0000	44 6239	44,623 97	02/08/11	6,126.03	1057	Long-Term

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
JACOBS ENGINEERING GROUP	**1,600.0000**	**62.9900**	**100,784.00**	**3%**	**8,278.45**	**0.00%**	**0.00**
SYMBOL JEC	500.0000	54 8280	27,414.00	07/03/13	4,081 00	181	Short-Term
	1,100.0000	59.1741	65,091 55	08/27/13	4,197 45	126	Short-Term
Cost Basis			*92,505.55*				
JOHNSON CONTROLS INC	**1,600.0000**	**51.3000**	**82,080.00**	**3%**	**28,401.57**	**1.48%**	**1,216.00**
SYMBOL JCI	700 0000	28.5866	20,010.68	09/09/10	15,899 32	1209	Long-Term
	200 0000	38.3369	7,667.38	12/23/10	2,592 62	1104	Long-Term
	700 0000	37.1433	26,000.37	06/17/11	9,909 63	928	Long-Term
Cost Basis			*53,678.43*				***Accrued Dividend: 352.00***
JPMORGAN CHASE & CO	**1,800.0000**	**58.4800**	**105,264.00**	**3%**	**32,876.36**	**2.59%**	**2,736.00**
SYMBOL JPM	25.0000	35.7920	894 80 [a]	05/13/04	567.20	3519	Long-Term
	450.0000	21 1298	9,508 45	02/25/09	16,807.55	1770	Long-Term
	425.0000	38 0808	16,184 34	11/24/10	8,669.66	1133	Long-Term
	900.0000	50 8889	45,800 05	08/29/13	6,831.95	124	Short-Term
Cost Basis			*72,387 64*				
LENNAR CORP CL A	**2,150.0000**	**39.5600**	**85,054.00**	**3%**	**28,009.72**	**0.40%**	**344.00**
CLASS A	500.0000	21 9516	10,975.80	01/13/12	8,804 20	718	Long-Term
SYMBOL LEN	400 0000	22 6618	9,064.75	01/19/12	6,759 25	712	Long-Term
	500 0000	22 1506	11,075.30	01/20/12	8,704 70	711	Long-Term
	750.0000	34 5712	25,928 43	09/11/13	3,741 57	111	Short-Term
Cost Basis			*57,044.28*				
MERCK & CO INC NEW	**1,800.0000**	**50.0500**	**90,090.00**	**3%**	**13,775.52**	**3.43%**	**3,096 00**
SYMBOL MRK	400 0000	35 5351	14,214.07	12/05/11	5,805 93	757	Long-Term
	700 0000	42.0605	29,442.41	02/01/13	5,592.59	333	Short-Term
	700.0000	46 6542	32,658.00	10/14/13	2,377 00	78	Short-Term
Cost Basis			*76,314.48*				***Accrued Dividend: 792.00***

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
MOSAIC CO NEW	**2,000.0000**	**47.2700**	**94,540.00**	**3%**	**11,398.25**	**2.11%**	**2,000.00**
SYMBOL MOS	2,000.0000	41.5708	83,141.75	08/29/13	11,398 25	124	Short-Term
NETAPP INC	**1,300.0000**	**41.1400**	**53,482.00**	**2%**	**8,154.02**	**1.45%**	**780.00**
SYMBOL NTAP	900 0000	37 7927	34,013.47	08/31/11	3,012.53	853	Long-Term
	400 0000	28.2862	11,314.51	05/24/12	5,141 49	586	Long-Term
Cost Basis			*45,327 98*				
NISOURCE INC HOLDING CO	**1,600.0000**	**32.8800**	**52,608.00**	**2%**	**14,354.73**	**3.04%**	**1,600.00**
SYMBOL NI	1,600 0000	23 9082	38,253.27	02/17/12	14,354.73	683	Long-Term
NORTHERN TRUST CORP	**1,500.0000**	**61.8900**	**92,835.00**	**3%**	**7,848.53**	**2.00%**	**1,860.00**
SYMBOL NTRS	300 0000	57.2738	17,182.15	04/16/10	1,384.85	1355	Long-Term
	300 0000	55 0689	16,520.68	04/20/10	2,046.32	1351	Long-Term
	300.0000	53 4168	16,025 05	12/09/10	2,541.95	1118	Long-Term
	600.0000	58 7643	35,258 59	11/26/13	1,875 41	35	Short-Term
Cost Basis			*84,986.47*				***Accrued Dividend: 465.00***
NOVARTIS A G SPON ADR F	**1,100.0000**	**80.3800**	**88,418.00**	**3%**	**26,876.22**	**3.01%**	**2,669.12**
SPONSORED ADR	600.0000	56.6272	33,976 33	02/01/11	14,251 67	1064	Long-Term
1 ADR REP 1 ORD	500.0000	55.1309	27,565 45	09/19/11	12,624.55	834	Long-Term
SYMBOL NVS							
Cost Basis			*61,541.78*				
O S I SYSTEMS INC	**1,200.0000**	**53.1100**	**63,732.00**	**2%**	**(6,896.46)**	**0.00%**	**0.00**
SYMBOL OSIS	500.0000	51.7931	25,896.56	12/13/12	658 44	383	Long-Term
	250.0000	53.2948	13,323.70	05/21/13	(46 20)	224	Short-Term
	450 0000	69.7960	31,408 20	08/21/13	(7,508.70)	132	Short-Term
Cost Basis			*70,628 46*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
OCCIDENTAL PETE CORP	**700.0000**	**95.1000**	**66,570.00**	**2%**	**7,598.78**	**2.69%**	**1,792.00**
SYMBOL OXY	300.0000	79.0498	23,714.95	03/25/13	4,815 05	281	Short-Term
	400.0000	88.1406	35,256.27	08/06/13	2,783 73	147	Short-Term
Cost Basis			*58,971 22*				***Accrued Dividend: 448.00***
PNC FINL SERVICES GP INC	**600.0000**	**77.5800**	**46,548.00**	**1%**	**17,961.59**	**2.26%**	**1,056.00**
SYMBOL PNC	600.0000	47 6440	28,586.41	01/05/09	17,961 59	1821	Long-Term
RECKITT BENCKISE GP ORDF	**700.0000**	**79.3680**	**55,557.60**	**2%**	**21,266.24**	**0.00%**	**0.00**
SYMBOL RBGPF	300.0000	58.5290	17,558.72	12/27/07	6,251.68	2196	Long-Term
	400 0000	41 8316	16,732.64	01/08/09	15,014.56	1818	Long-Term
Cost Basis			*34,291.36*				
REPUBLIC SERVICES INC	**2,200.0000**	**33.2000**	**73,040.00**	**2%**	**8,937.86**	**3.13%**	**2,288.00**
SYMBOL. RSG	1,100.0000	25 8081	28,388.95	08/10/11	8.131.05	874	Long-Term
	100 0000	26 0054	2,600.54	05/14/12	719.46	596	Long-Term
	1,000.0000	33 1126	33,112.65	10/14/13	87.35	78	Short-Term
Cost Basis			*64,102 14*				
ROSETTA RESOURCES INC	**1,250.0000**	**48.0400**	**60,050.00**	**2%**	**(6,482.33)**	**0.00%**	**0.00**
SYMBOL ROSE	1,250.0000	53.2258	66,532 33	11/26/13	(6,482.33)	35	Short-Term
ROYAL DUTCH SHELL A ADRF	**900.0000**	**71.2700**	**64,143.00**	**2%**	**6,855.46**	**5.05%**	**3,240.00**
SPONSORED ADR	200.0000	48.0747	9,614.95 [a]	04/02/04	4,639.05	3560	Long-Term
1 ADR REPS 2 CL A ORD	10.0000	77.5870	775 87 [a]	08/31/07	(63 17)	2314	Long-Term
SYMBOL RDSA	20.0000	81.7105	1,634.21 [a]	12/11/07	(208 81)	2212	Long-Term
	150.0000	72.5874	10,888.11 [a]	04/08/08	(197 61)	2093	Long-Term
	520.0000	66 1046	34,374.40	06/18/13	2,686.00	196	Short-Term
Cost Basis			*57,287.54*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
SCHLUMBERGER LTD F	**750.0000**	**90.1100**	**67,582.50**	**2%**	**23,290.06**	**1.38%**	**937.50**
SYMBOL SLB	55.0000	46.0532	2,532.93 [a]	11/10/05	2,423.12	2973	Long-Term
	20 0000	65 4170	1,308.34 [a]	02/05/07	493.86	2521	Long-Term
	25.0000	70 3776	1,759.44 [a]	03/29/07	493.31	2469	Long-Term
	100 0000	53 6845	5,368.45	10/10/08	3,642.55	1908	Long-Term
	300 0000	49 5228	14,856.85	11/14/08	12,176.15	1873	Long-Term
	250.0000	73.8657	18,466.43	06/18/13	4,061.07	196	Short-Term
Cost Basis			*44,292 44*				***Accrued Dividend: 234.38***
SIGMA ALDRICH CORP	**600.0000**	**94.0100**	**56,406.00**	**2%**	**28,709.59**	**0.91%**	**516.00**
SYMBOL SIAL	400.0000	38 4998	15,399.95	10/24/08	22,204 05	1894	Long-Term
	200 0000	61.4823	12,296.46	02/09/11	6,505 54	1056	Long-Term
Cost Basis			*27,696.41*				
SOUTHWEST GAS CORP COM	**1,200.0000**	**55.9100**	**67,092.00**	**2%**	**6,805.37**	**2.36%**	**1,584.00**
SYMBOL SWX	1,200 0000	50 2388	60,286.63	10/14/13	6,805.37	78	Short-Term
TARGET CORPORATION	**900.0000**	**63.2700**	**56,943.00**	**2%**	**12,760.80**	**2.71%**	**1,548.00**
SYMBOL TGT	900.0000	49 0913	44,182.20	05/03/11	12,760.80	973	Long-Term
TERADATA CORP	**600.0000**	**45.4900**	**27,294.00**	**<1%**	**977.77**	**0.00%**	**0.00**
SYMBOL TDC	600.0000	43 8603	26,316.23	10/15/13	977.77	77	Short-Term
TURQUOISE HILL RES LTD F	**4,050.0000**	**3.3000**	**13,365.00**	**<1%**	**(33,311.02)**	**0.00%**	**0.00**
SYMBOL TRQ	1,000 0000	19.2617	19,261.76	12/23/10	(15,961 76)	1104	Long-Term
	150 0000	10 8555	1,628.33	02/03/11	(1,133 33)	1062	Long-Term
	850.0000	11 6924	9,938 58	10/05/11	(7,133.58)	818	Long-Term
	1,000 0000	10 0989	10,098.94	04/18/12	(6,798.94)	622	Long-Term
	1,050.0000	5.4746	5,748.41	07/31/12	(2,283.41)	518	Long-Term
Cost Basis			*46,676.02*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
WEYERHAEUSER 6.375% PFD	**1,500.0000**	**56.0400**	**84,060.00**	**3%**	**4,219.19**	**6.12%**	**5,152.80**
PFD CO SER ADUE 07/01/16	271 0000	50.9092	13,796.40	07/03/13	1,390.44	181	Short-Term
SYMBOL. WY+A	429.0000	51.0208	21,887.95	07/05/13	2,153.21	179	Short-Term
	582 0000	55.3695	32,225.09	11/27/13	390.19	34	Short-Term
	218.0000	54.7310	11,931.37	11/29/13	285.35	32	Short-Term
Cost Basis			*79,840 81*				***Accrued Dividend: 1,195.35***
YUM BRANDS INC	**600.0000**	**75.6100**	**45,366.00**	**1%**	**5,636.52**	**1.95%**	**888.00**
SYMBOL YUM	400 0000	68.2884	27,315.39	01/04/13	2,928.61	361	Short-Term
	200 0000	62.0704	12,414.09	02/05/13	2,707.91	329	Short-Term
Cost Basis			*39,729 48*				
Total Equities	56,500.0000		2,489,180.80	76%	508,383.12		44,247.42
		Total Cost Basis:	*1,980,797.68*				

Total Accrued Dividend for Equities: 3,486.73

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

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Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
TWEEDY BROWNE GLOBAL ◊ VALUE FUND SYMBOL TBGVX	20,129.6160	26.6200	535,850.38	16%	21.94	441,622 77	94,227.61
Total Equity Funds	20,129.6160		535,850.38	16%		441,622.77	94,227.61
Total Mutual Funds	20,129.6160		535,850.38	16%		441,622.77	94,227.61

Investment Detail - Other Assets

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
TURQUOISE HILL 14RTSF	4,050.0000	0.9600	3,888.00	<1%	(9,116.59)		
RIGHTS EXP 01/07/14	1,000.0000	5.3665	5,366.59	12/23/10	(4,406.59)	1104	Long-Term
SYMBOL TRQRT	150.0000	3 0244	453.67	02/03/11	(309.67)	1062	Long-Term
	850.0000	3.2576	2,769.03	10/05/11	(1,953.03)	818	Long-Term
	1,000.0000	2.8137	2,813.71	04/18/12	(1,853 71)	622	Long-Term
	1,050.0000	1.5253	1,601.59	07/31/12	(593.59)	518	Long-Term
Cost Basis			*13,004.59*				
Total Other Assets	4,050.0000		3,888.00	<1%	(9,116.59)		
		Total Cost Basis:	*13,004.59*				

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Investment Detail - Total

Total Investment Detail	3,281,981.29
Total Account Value	3,281,981.29
Total Cost Basis	*2,435,425.04*

Realized Gain or (Loss)

Short Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
TERADATA CORP: TDC	600.0000	03/21/13	12/02/13	27,381.27	34,494 91	(7,113 64)
TERADATA CORP. TDC	400.0000	10/14/13	12/02/13	18,254.18	20,941.27	(2,687 09)
TERADATA CORP TDC	200.0000	10/15/13	12/02/13	9,127.09	8,772.08	355.01
O S I SYSTEMS INC OSIS	450.0000	08/21/13	12/09/13	19,264.17	31,408.20	(12,144.03)
Total Short Term				**74,026.71**	**95,616.46**	**(21,589.75)**
Total Realized Gain or (Loss)				**74,026.71**	**95,616.46**	**(21,589.75)**

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here.
Option Customers Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Transaction Detail - Purchases & Sales

Equities Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/02/13	11/26/13	Bought	NORTHERN TRUST CORP. NTRS	600.0000	58.7494	(35,258.59)

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 7, 2014**

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
MOSAIC CO NEW	61945C103	500 00	06/18/13	11/08/13	$	23,468 12	$	29,376.95	$	0 00	$	(5,908.83)
Security Subtotal					**$**	**23,468.12**	**$**	**29,376.95**	**$**	**0.00**	**$**	**(5,908.83)**
O S I SYSTEMS INC	671044105	500 00	11/15/12	03/27/13	$	31,296.64	$	31,490.85	$	194.21	$	0 00
O S I SYSTEMS INC	671044105	250.00	11/15/12	05/17/13	$	16,458 36	$	15,745.43	$	0.00	$	712.93
O S I SYSTEMS INC	671044105	250.00	11/15/12	07/25/13	$	17,684 22	$	15,745.42	$	0.00	$	1,938.80
O S I SYSTEMS INC	671044105	250 00	05/21/13	07/25/13	$	17,684.21	$	13,323.70	$	0.00	$	4,360 51
O S I SYSTEMS INC	671044105	1,000.00	08/21/13	10/24/13	$	74,589 75	$	69,795.99	$	0.00	$	4,793 76
O S I SYSTEMS INC	671044105	450.00	08/21/13	12/09/13	$	19,264.17	$	31,408.20	$	0.00	$	(12,144.03)
Security Subtotal					**$**	**176,977.35**	**$**	**177,509.59**	**$**	**194.21**	**$**	**(338.03)**
TERADATA CORP	88076W103	600 00	03/21/13	12/02/13	$	27,381 27	$	34,494.91	$	0.00	$	(7,113.64)
TERADATA CORP	88076W103	400.00	10/14/13	12/02/13	$	18,254.18	$	20,941.27	$	0.00	$	(2,687.09)

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YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared. February 7, 2014**

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Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
TERADATA CORP	88076W103	200.00	10/15/13	12/02/13	$	9,127 09	$	8,772.08	$	0 00	$	355 01
Security Subtotal					**$**	**54,762.54**	**$**	**64,208.26**	**$**	**0.00**	**$**	**(9,445.72)**
Total Short-Term *(Cost basis is reported to the IRS)*					**$**	**255,208.01**	**$**	**271,094.80**	**$**	**194.21**	**$**	**(15,692.58)**
Total Short-Term					**$**	**255,208.01**	**$**	**271,094.80**	**$**	**194.21**	**$**	**(15,692.58)**

Long-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part II, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
BLACKROCK INC	09247X101	50.00	05/23/12	05/28/13	$	14,512.61	$	8,066.47	$	0 00	$	6,446.14
Security Subtotal					**$**	**14,512.61**	**$**	**8,066.47**	**$**	**0.00**	**$**	**6,446.14**
BOEING CO	097023105	500.00	06/16/11	04/03/13	$	42,250.05	$	37,127.70	$	0.00	$	5,122.35
Security Subtotal					**$**	**42,250.05**	**$**	**37,127.70**	**$**	**0.00**	**$**	**5,122.35**
CORNING INC	219350105	1,000 00	01/27/11	02/13/13	$	12,796.13	$	22,086.95	$	0 00	$	(9,290 82)
Security Subtotal					**$**	**12,796.13**	**$**	**22,086.95**	**$**	**0.00**	**$**	**(9,290.82)**

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 7, 2014

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Long-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part II, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
METLIFE INC	59156R108	600 00	08/10/11	11/08/13	$	30,000 98	$	19,687.99	$	0 00	$	10,312 99
Security Subtotal					**$**	**30,000.98**	**$**	**19,687.99**	**$**	**0.00**	**$**	**10,312.99**
MOSAIC CO NEW	61945C103	400.00	11/01/11	11/08/13	$	18,774.49	$	22,607.55	$	0 00	$	(3,833.06)
MOSAIC CO NEW	61945C103	100 00	05/07/12	11/08/13	$	4,693 62	$	5,135.80	$	0 00	$	(442 18)
Security Subtotal					**$**	**23,468.11**	**$**	**27,743.35**	**$**	**0.00**	**$**	**(4,275.24)**
Total Long-Term *(Cost basis is reported to the IRS)*					**$**	**123,027.88**	**$**	**114,712.46**	**$**	**0.00**	**$**	**8,315.42**

Long-Term Realized Gain or (Loss)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
CORNING INC	219350105	100.00	02/06/07	02/13/13	$	1,279.61	$	2,174.91	$	0.00	$	(895 30)
CORNING INC	219350105	1,400 00	10/10/08	02/13/13	$	17,914 59	$	17,480.67	$	0 00	$	433.92
Security Subtotal					**$**	**19,194.20**	**$**	**19,655.58**	**$**	**0.00**	**$**	**(461.38)**
EMERSON ELECTRIC CO	291011104	100.00	11/04/04	07/08/13	$	5,700 93	$	3,374.62	$	0 00	$	2,326 31
EMERSON ELECTRIC CO	291011104	100 00	12/18/06	07/08/13	$	5,700 94	$	4,255.63	$	0 00	$	1,445 31
EMERSON ELECTRIC CO	291011104	100.00	11/04/04	07/30/13	$	6,024.08	$	3,374.62	$	0.00	$	2,649 46

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 7, 2014**

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Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box B checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
EMERSON ELECTRIC CO	291011104	500.00	10/10/08	07/30/13	$ 30,120.42	$ 15,401.75	$ 0 00	$ 14,718 67
Security Subtotal					**$ 47,546.37**	**$ 26,406.62**	**$ 0.00**	**$ 21,139.75**
METLIFE INC	59156R108	500.00	04/14/10	11/08/13	$ 25,000.82	$ 22,800.10	$ 0.00	$ 2,200 72
METLIFE INC	59156R108	500.00	11/24/10	11/08/13	$ 25,000.82	$ 19,052.35	$ 0.00	$ 5,948 47
Security Subtotal					**$ 50,001.64**	**$ 41,852.45**	**$ 0.00**	**$ 8,149.19**
QUALCOMM INC	747525103	200 00	10/10/08	06/07/13	$ 12,312.26	$ 8,187.75	$ 0.00	$ 4,124.51
QUALCOMM INC	747525103	100.00	04/22/10	06/07/13	$ 6,156 13	$ 3,910.82	$ 0 00	$ 2,245.31
QUALCOMM INC	747525103	300.00	04/22/10	10/28/13	$ 20,519.60	$ 11,732.45	$ 0 00	$ 8,787.15
Security Subtotal					**$ 38,987.99**	**$ 23,831.02**	**$ 0.00**	**$ 15,156.97**
Total Long-Term *(Cost basis is available but not reported to the IRS)*					**$ 155,730.20**	**$ 111,745.67**	**$ 0.00**	**$ 43,984.53**
Total Long-Term					**$ 278,758.08**	**$ 226,458.13**	**$ 0.00**	**$ 52,299.95**

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 7, 2014

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Realized Gain or (Loss) Summary

Total Realized Gain or (Loss)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss) *(Cost basis is reported to the IRS. Report on Form 8949, Part I, with Box A checked.)*	$ 255,208.01	$ 271,094.80	$ 194.21	$ (15,692.58)
Total Short-Term Realized Gain or (Loss)	$ 255,208.01	$ 271,094.80	$ 194.21	$ (15,692.58)
Total Long-Term Realized Gain or (Loss) *(Cost basis is reported to the IRS Report on Form 8949, Part II, with Box A checked.)*	$ 123,027.88	$ 114,712.46	$ 0.00	$ 8,315.42
Total Long-Term Realized Gain or (Loss) *(Cost basis is available but not reported to the IRS Report on Form 8949, Part II, with Box B checked.)*	$ 155,730.20	$ 111,745.67	$ 0.00	$ 43,984.53
Total Long-Term Realized Gain or (Loss)	$ 278,758.08	$ 226,458.13	$ 0.00	$ 52,299.95
TOTAL REALIZED GAIN OR (LOSS)	$ 533,966.09	$ 497,552.93	$ 194.21	$ 36,607.37

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS. **Date Prepared: February 7, 2014**

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Notes for Your Realized Gain or (Loss)

Schwab has provided realized gain and loss information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings See Terms and Conditions.

When value for the report is unavailable, it is noted as follows: "Missing" or "Not Provided"

Not Provided Schwab is not providing Cost Basis on this security type .

Missing Cost Basis may be missing due to one of the following reasons.
- Cost basis data may not be available for a number of reasons (for example, the security was purchased outside of Schwab and we did not receive cost basis from the transferring firm).
- The security was purchased more than 10 years ago.

Acquisition Date If the cost basis is missing or not provided, a short-term holding period may have been applied for a position that may have been held long term

SUMMARY OF FEES & EXPENSES

The information in the following sections may be helpful for, but not limited to, calculating your itemized deductions for Schedule A. Please consult with your tax advisor or financial advisor regarding specific questions.

Fees — 2013

Description		Amount
ADVISOR FEES	$	10,690.00
Total of Fees — 2013	**$**	**10,690.00**

ADR (American Depositary Receipt) Fees

Description	CUSIP Number		Amount
NOVARTIS A G SPON ADR F	66987V109	$	(8 25)
ROYAL DUTCH SHELL A ADRF	780259206	$	(25.00)
Total ADR Fees		**$**	**(33.25)**

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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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE LITTLEJOHN FAMILY FOUNDATION	Enter filer's identifying number Employer identification number (EIN) or 13-3948281
	Number, street, and room or suite no. If a P.O. box, see instructions. 18 WEST HARRIS STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAVANNAH, GA 31401	

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-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 ▶ ANGUS C. LITTLEJOHN
18 WEST HARRIS STREET - SAVANNAH, GA 31401
Telephone No. ▶ 215-641-8300 Fax No. ▶
- 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 AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ______, and ending ______

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 1,738.
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.	3b	$ 1,509.
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	$ 229.

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.