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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE TANNER-FRANK FOUNDATION		A Employer identification number 13-7102288
Number and street (or P.O. box number if mail is not delivered to street address) B STRAUSS ASSOC LTD 307 5TH AVENUE	Room/suite 8TH FL	B Telephone number
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10016-6517		C If exemption application is pending, check here ☐
Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,363,938.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received		250.		N/A	
2 Check ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		4,515.	4,515.		STATEMENT 1
4 Dividends and interest from securities		166,016.	166,016.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		82,444.			
b Gross sales price for all assets on line 6a	2,979,816.				
7 Capital gain net income (from Part IV, line 2)			82,444.		
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		253,225.	252,975.		
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					
c Other professional fees	STMT 3	92,144.	92,144.		0.
17 Interest					
18 Taxes	STMT 4	5,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	250.	0.		250.
24 Total operating and administrative expenses. Add lines 13 through 23		97,394.	92,144.		250.
25 Contributions, gifts, grants paid		127,500.			127,500.
26 Total expenses and disbursements. Add lines 24 and 25		224,894.	92,144.		127,750.
27 Subtract line 26 from line 12:		28,331.			
a Excess of revenue over expenses and disbursements			160,831.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	592,230.	1,742,182.	1,742,182.
	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	7,202,172.	6,136,906.	7,627,919.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	881,568.	825,213.	993,837.
	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)	8,675,970.	8,704,301.	10,363,938.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	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	8,675,970.	8,704,301.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	8,675,970.	8,704,301.	
	31 Total liabilities and net assets/fund balances	8,675,970.	8,704,301.	

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	8,675,970.
2 Enter amount from Part I, line 27a	2	28,331.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,704,301.
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	8,704,301.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,979,816.		2,846,802.	82,444.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			82,444.

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 82,444.

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	160,250.	9,218,899.	.017383
2011	1,142,966.	9,364,830.	.122049
2010	133,550.	9,373,778.	.014247
2009	90,750.	8,635,131.	.010509
2008	158,530.	8,666,918.	.018291

2 Total of line 1, column (d) 2 .182479

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 .036496

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 10,249,157.

5 Multiply line 4 by line 3 5 374,053.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,608.

7 Add lines 5 and 6 7 375,661.

8 Enter qualifying distributions from Part XII, line 4 8 127,750.

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)		1	3,217.
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)			
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	3,217.
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	3,217.
6 Credits/Payments.			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,471.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,471.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	8,254.	
11 Enter the amount of line 10 to be credited to 2014 estimated tax	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► FOUNDATION Telephone no ► (212) 779-4700 Located at ► B STRAUSS ASSOC LTD, 307 5TH AVE, 8TH FL, NEW YOR ZIP+4 ► 10016-6517			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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
FREDERICK FRANK	TRUSTEE			
B STRAUSS ASSOC LTD, 307 5TH AVE				
NEW YORK, NY 100166517	1.00	0.	0.	0.
MARY TANNER	TRUSTEE			
B STRAUSS ASSOC LTD, 307 5TH AVE				
NEW YORK, NY 100166517	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,106,759.
b	Average of monthly cash balances	1b	1,272,568.
c	Fair market value of all other assets	1c	1,025,909.
d	Total (add lines 1a, b, and c)	1d	10,405,236.
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	10,405,236.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	156,079.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,249,157.
6	Minimum investment return. Enter 5% of line 5	6	512,458.

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	512,458.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,217.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,217.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	509,241.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	509,241.
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	509,241.

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	127,750.
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	127,750.
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	127,750.

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				509,241.
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				735.
b From 2009				90,750.
c From 2010				133,550.
d From 2011				1,148,350.
e From 2012				160,250.
f Total of lines 3a through e	1,533,635.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	127,750.			
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) **	127,750.			
d Applied to 2013 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	509,241.			509,241.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,152,144.			
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,152,144.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	864,144.			
d Excess from 2012	160,250.			
e Excess from 2013	127,750.			

** SEE STATEMENT 8

Form 990-PF (2013)

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

2013.04000 THE TANNER-FRANK FOUNDATION 13-71071

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				
AMERICAN FRIENDS OF TEL-AVIV UNIVERSITY			GENERAL	1,000.
CONGREGATION EMANU-EL			GENERAL	1,000.
HOTCHKISS SCHOOL			GENERAL	15,000.
JOSLIN DIABETES CENTWER			GENERAL	2,000.
LIFE SCIENCES FOUNDATION			GENERAL	5,000.
Total	SEE CONTINUATION SHEET(S)			127,500.
b Approved for future payment				
NONE				
Total				0.

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

Form **990-PF** (2013)

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	SCHEDULE ATTACHED	P		
b	SCHEDULE ATTACHED	P		
c	SCHEDULE ATTACHED	P		
d	SCHEDULE ATTACHED	P		
e	SCHEDULE ATTACHED	P		
f	SCHEDULE ATTACHED	P		
g	THRU ALTERNATIVEFOCUS POMONO CAP SEC CO-INVEST			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	290,375.	250,005.	40,370.
b	1,835,687.	1,914,103.	<78,416.>
c	317,290.	290,509.	26,781.
d	43,240.	35,089.	8,151.
e	395,565.	283,860.	111,705.
f	97,659.	73,236.	24,423.
g			<50,570.>
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			40,370.
b			<78,416.>
c			26,781.
d			8,151.
e			111,705.
f			24,423.
g			<50,570.>
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	82,444.
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 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
STANFORD UNIVERSITY			GENERAL	5,000.
YALE UNIVERSITY			GENERAL	98,500.
Total from continuation sheets				103,500.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BARCLAYS CAPITAL	50.	50.	
THRU ALTERNATIVEFOCUS POMONO			
CAP SEC CO-INVEST	4,462.	4,462.	
US TRUST CO	3.	3.	
TOTAL TO PART I, LINE 3	4,515.	4,515.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BARCLAYS CAPITAL	14,880.	0.	14,880.	14,880.	
US TRUST CO	151,136.	0.	151,136.	151,136.	
TO PART I, LINE 4	166,016.	0.	166,016.	166,016.	

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
US TRUST CO - A/C FEES	77,059.	77,059.		0.
THRU ALTERNATIVEFOCUS				
POMONO CAP SEC CO-INVEST	10,247.	10,247.		0.
INVESTMENT ADVISORY FEES	4,838.	4,838.		0.
TO FORM 990-PF, PG 1, LN 16C	92,144.	92,144.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
US EXCISE TAX - NET	5,000.	0.			0.
TO FORM 990-PF, PG 1, LN 18	5,000.	0.			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	
NYS DEPT OF LAW - FILING FEE	250.	0.			250.
TO FORM 990-PF, PG 1, LN 23	250.	0.			250.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED			6,136,906.	7,627,919.
TOTAL TO FORM 990-PF, PART II, LINE 10B			6,136,906.	7,627,919.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
BWAS STRATEGIC COMMODITIES FUND LTD	FMV	190,000.	262,507.	
ALTERNATIVEFOCUS BREVAN HOWARD LTD	FMV	236,906.	273,896.	
ALTERNATIVEFOCUS POMONA CAPITAL	FMV	398,307.	457,434.	
TOTAL TO FORM 990-PF, PART II, LINE 13		825,213.	993,837.	

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 8

THE TANNER-FRANK FOUNDATION
EIN: 13-7102288

RIDER T, FORM 990-PF

PART XIII, LINE 4C

PURSUANT TO IRC SECTION 53.4942(A)-(D)(2), THE FOUNDATION HEREBY
ELECTS TO TREAT CURRENT YEAR CONTRIBUTIONS AS OUT OF CORPUS.

Tanner-Frank Foundation
EIN: 13-7102288
12/31/2013

Part II, Line 10, Investments:

# of Shares	Security	Book Value	Fair Market Value
724	Abbott Labs	\$ 22,643.06	\$ 27,751
27	Abbvie Inc	1,016.65	1,426
647	Accenture Plc	30,517.58	53,196
454	ADP Inc	19,200.16	36,683
165	Allegion Plc	5,265.13	7,291
261	Allergan Inc	24,484.52	28,992
894	Altria Group Inc	24,924.18	34,321
55	Ameren Corp	1,907.27	1,989
637	American Express Co	29,107.71	57,795
996	AmerisourcesBergen Corp	31,347.91	70,029
10	Anheuser Busch	706.12	1,065
3	Apple Inc	1,344.55	1,683
637	Astrazeneca Plc	29,893.74	37,819
931	AT&T Inc	28,374.90	32,734
93	BAE Sys Plc	1,783.49	2,680
1,973	Bank NY Mellon Corp	53,052.79	68,937
980	Barrick Gold Corp	15,356.60	17,277
22	Basf SE	1,606.18	2,349
224	Baxter Int'l Inc	15,356.75	15,579
700	BCE Inc	31,409.61	30,303
114	Becton Dickinson & Co	12,309.64	12,596
176	Bed Bath & Beyond Inc	10,749.06	14,133
487	Berkshire Hathaway - Cl B	37,458.26	57,739
19	BHP Billiton Ltd	1,258.82	1,296
203	Biogen Idec Inc	17,223.78	28,516
29,609	Blackrock Global Long/Short Cr Fund	318,000.00	320,073
249	Boeing Co	18,053.64	33,986
11	British Amer Tob Plc	1,105.89	1,182
82	Centrica Plc	1,900.06	1,889
72	CenturyLink Inc	2,738.35	2,293
304	Chevron Corp	33,065.31	37,973
161	Chubb Corp	15,405.53	15,557
598	Cintas Corp	14,263.74	35,635
1,680	Cisco Systems Inc	34,828.56	37,682
24	CME Group Inc	1,613.15	1,883
632	Coca Cola Co	21,774.67	26,108
3,256	Codexis Inc	5,938.00	4,558
182	Colgate Palmolive Co	17,110.69	23,736
23	Comcast Corp	705.40	1,147
889	Comerica Inc	30,250.89	42,263
14	Commonwealth Bank Australia	931.52	974
65	Compass Group Plc	720.91	1,042
688	ConocoPhillips	42,531.99	48,607

Tanner-Frank Foundation
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Part II, Line 10, Investments - cont'd

# of Shares	Security	Book Value	Fair Market Value
569	Corning Inc	9,650.33	10,140
50	Corrections Corp America	1,707.08	1,604
115	Costco Wholesale Corp	9,850.80	13,687
564	Coviden Plc	26,245.76	38,408
28	Daimler AG	1,365.88	2,434
10	Deere & Co	827.65	913
29	Deutsche Post AG	751.88	1,059
184	Deutsche Telekom AG	2,189.37	3,152
883	Devon Energy Corp	51,398.70	54,631
244	Diageo Plc	19,788.85	32,310
424	Diamond Offshore Drilling	29,941.42	24,134
407	Dominion Res Inc	18,661.27	26,329
81	Donnelley RR & Sons Co	891.71	1,643
36	Dow Chemical Co	1,200.71	1,598
386	Dr Pepper Snapple Inc	18,458.29	18,806
453	du Pont E I Nemours & Co	23,110.95	29,431
43	Duke Energy Corp	2,850.79	2,967
443	Ebay Inc	18,977.24	24,305
224	EMC Corp	5,774.91	5,634
358	Electricite de France	1,836.60	2,513
20	Emerson Electric Co	944.64	1,404
802	Exelon Corp	21,598.42	21,967
762	Expeditors Int'l Washington	29,415.94	33,719
184	Express Scripts Holdings	12,357.13	12,924
230	Exxon Mobil Corp	21,516.32	23,276
8,683	FPA Crescent Fund Ser I	249,500.00	286,200
181	Franklin Res Inc	9,052.02	10,449
22	Gallagher Arthur J & Co	770.34	1,032
2,237	General Electric Co	45,377.57	62,703
283	Genuine Parts Co	14,988.23	23,543
419	Gilead Sciences Inc	26,993.97	31,467
949	GlaxoSmithKline Plc	43,775.65	50,667
38	Google Inc	27,483.01	42,587
562	HCP Inc	21,823.54	20,412
454	HealthCare REIT Inc	24,571.62	24,321
12	Honeywell International Inc	680.32	1,096
459	HSBC Holdings Plc	21,109.84	25,305
641	Illinois Tool Works Inc	39,288.43	53,895
1,795	ImmTech International	1,795.00	0
40	Imperial Tobacco Group	3,097.65	3,098
497	Ingersoll Rand Co Ltd	20,564.00	30,615
20	Integrals Energy Group	1,136.15	1,088
1,124	Intel Corp	24,317.33	29,173

Tanner-Frank Foundation

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Part II, Line 10, Investments - cont'd

# of Shares	Security	Book Value	Fair Market Value
49,510	Ishares Gold Trust	835,021.56	578,277
415	Johnson & Johnson	25,894.01	38,010
399	Johnson Ctls Inc	12,943.26	20,469
8,110	JPMorgan Alerian MLP Index*****	325,904.07	375,899
330	JPMorgan Chase & Co	15,063.94	19,298
763	Juniper Networks Inc	14,212.33	17,221
634	Kimberly Clark Corp	39,953.64	66,228
22	KLA-Tencor Corp	1,026.33	1,418
166,670	Landec Corp	1,111,688.90	2,020,040
360	Lauder Estee Cos	24,637.20	27,115
651	Lilly Eli & Co	23,922.15	33,201
18	Lockheed Martin Corp	1,589.49	2,676
56	Lorillard Inc	2,403.80	2,838
292	Mack Cali Realty Corp	6,146.59	6,272
44	Mattel Inc	1,418.34	2,094
17,410	Maxygen Inc	0.00	0
12	McDonald's Corp	1,075.62	1,164
87	McKesson Corp	14,265.27	14,042
372	Medtronic Inc	21,489.77	21,349
701	Merck & Co Inc	24,068.77	35,085
505	MetLife Inc	20,135.42	27,230
30	MicroChip Technology	988.82	1,343
2,138	Microsoft Corp	63,449.64	79,983
526	Molson Coors Brewing Co	27,709.15	29,535
748	Mondelez International	19,017.46	26,404
462	Monsanto Co	32,431.52	53,846
94	Munich Re Group	1,264.02	2,074
47	National Grid Plc	2,509.62	3,070
425	Nestle SA	20,012.19	31,205
385	Newmont Mining Corp	9,174.09	8,867
385	Nextera Energy Inc	21,522.55	32,964
306	Nike Inc	17,144.82	24,064
22	Novartis AG	1,187.40	1,768
8,000	Nuveen Long/Short Commodity Total Return Fd	200,000.00	137,760
270	Occidental Petroleum	25,119.98	25,677
561	Omnicom Group Inc	31,918.38	41,722
188	Orkla A S	1,445.84	1,466
450	Paccar Inc	21,244.86	26,627
83	Pearson Plc	1,573.02	1,859
602	Pepsico Inc	46,169.75	49,930
488	Philip Morris Int'l Inc	37,943.21	42,519
16	Philippine Long Distance Tel	940.80	961
0	Pimco Pacific Invt - Total Return Fd	1.22	1

Tanner-Frank Foundation
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Part II, Line 10, Investments - cont'd

# of Shares	Security	Book Value	Fair Market Value
38	PimcoTotal Return Fund	405.28	407
238	PNC Financial Service Group Inc	18,490.20	18,464
40	Potash Corp Sask Inc	1,273.63	1,318
83	PPL Corp	2,461.25	2,497
14	PriceLine.Com Inc	13,276.57	16,274
514	Procter & Gamble Co	38,398.20	41,845
337	QualComm Inc	21,419.33	25,022
100	Ralph Lauren Corp	16,844.42	17,657
435	Raytheon Co	22,327.64	39,455
75	Regal Entertainment Group	1,020.21	1,459
57	Reynolds Amern Inc	2,456.23	2,849
19	Roche Holdings Ltd	837.33	1,331
35	Rogers Communications Inc	1,253.24	1,584
444	Royal Dutch Shell Plc	30,990.43	33,207
5	SPDR S&P 500 ETF	674.58	923
26	Sanofi ADR	932.56	1,394
311	Schlumberger Ltd	21,179.34	28,024
534	Scor	1,439.23	1,955
41	Seven Trent Plc	1,166.66	1,158
66	Shaw Communications Inc	1,257.76	1,606
54	Southern Co	2,336.41	2,220
119	SSE Plc	2,714.05	2,700
248	Starbucks Corp	12,547.74	19,441
277	State Street Corp	18,398.28	20,329
55	Statoil ASA	1,262.66	1,327
205	Stryker Corp	11,144.89	15,404
37	Svenska Handelsbanken AB	809.71	910
60	SwissComm AG	2,335.36	3,177
1,339	Sysco Corp	39,176.45	48,338
707	Taiwan SemiConductor Mfg	12,298.12	12,330
342	Target Corp	21,470.11	21,638
1,035	TE Connectivity Ltd	30,528.09	57,039
118	Teco Energy Inc	2,086.43	2,034
101	Telstra Ltd	2,252.33	2,372
28,788	Templeton Global Bond Fund	399,867.96	376,837
189	Terna Rete Elettrica	2,236.77	2,893
254	3M Co	60,551.79	99,578
572	Time Warner Inc	16,536.85	39,880
339	TJX Cos Inc	13,337.46	21,604
121	Torchmark Corp	9,235.92	9,456
52	Total SA	2,408.84	3,186
482	Travelers Cos Inc	32,579.89	43,640

Tanner-Frank Foundation
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Part II, Line 10, Investments - cont'd

# of Shares	Security	Book Value	Fair Market Value
666	Unilever NV	21,581.28	26,793
234	United Parcel Services Inc	18,433.08	24,589
101	United Utilities Plc	2,130.86	2,247
470	US Bancorp	18,484.63	18,988
30	Valeant Pharmaceutical Int'l	551.25	3,522
41	Verizon Communications	1,744.74	2,015
170	Vinci SA	1,944.91	2,795
97	Visa Inc	11,032.65	21,600
71	Vivendi SA	1,201.01	1,874
1,073	Vodafone Group Plc	29,988.70	42,180
791	Wal-Mart Stores Inc	50,822.72	62,244
23	Waste Management Inc	765.43	1,032
1,022	Wells Fargo & Co	39,073.88	46,399
40	Westpac Bnk Corp	864.97	1,162
480	Willis Group Hldgs Plc	18,209.33	21,509
42	WM Morrison Supermarkets	922.38	908
54	Yara Int'l ASA	2,431.24	2,323
Total Corporate Stock		\$ <u>6,136,906.13</u>	\$ <u>7,627,919</u>

Capital Gains Report

1/1/13 Through 12/31/13

Page 1

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
LONG TERM						
Deutsche Bk AG	250,000.00	5/24/12	6/5/13	290,375.00	250,005.15	40,369.85
TOTAL LONG TERM				290,375.00	250,005.15	40,369.85

Capital Gains Report by Year

1/1/13 Through 12/31/13

Page 1

Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
1/1/13 - 12/31/13						
SPDR S&P Global Nat Res ETF	2,375.00	4/26/11	3/1/13	119,507.31	150,396.88	-30,889.57
Pimco Pacific Invnt Mgmt Ser	28,317.01	4/16/09	5/15/13	318,000.00	289,116.65	28,883.35
Pimco Pacific Invnt Mgmt Ser	40,344.48	4/16/09	8/12/13	436,527.23	411,917.10	24,610.13
Pimco Pacific Invnt Mgmt Ser	314.26	1/4/11	8/12/13	3,400.31	3,409.74	-9.43
Pimco Pacific Invnt Mgmt Ser	255.65	2/2/11	8/12/13	2,766.10	2,773.77	-7.67
Pimco Pacific Invnt Mgmt Ser	266.62	3/1/11	8/12/13	2,884.83	2,900.83	-16.00
Pimco Pacific Invnt Mgmt Ser	275.65	4/1/11	8/12/13	2,982.57	2,999.10	-16.53
Pimco Pacific Invnt Mgmt Ser	223.69	5/2/11	8/12/13	2,420.30	2,467.28	-46.98
Pimco Pacific Invnt Mgmt Ser	182.21	6/7/11	8/12/13	1,971.52	2,015.26	-43.74
Pimco Pacific Invnt Mgmt Ser	174.86	7/1/11	8/12/13	1,892.03	1,921.75	-29.72
Pimco Pacific Invnt Mgmt Ser	162.26	8/1/11	8/12/13	1,755.62	1,801.05	-45.43
Pimco Pacific Invnt Mgmt Ser	152.44	9/1/11	8/12/13	1,649.43	1,678.40	-28.97
Pimco Pacific Invnt Mgmt Ser	178.02	10/3/11	8/12/13	1,926.20	1,920.86	5.34
Pimco Pacific Invnt Mgmt Ser	176.90	11/1/11	8/12/13	1,914.04	1,929.96	-15.92
Pimco Pacific Invnt Mgmt Ser	195.16	12/1/11	8/12/13	2,111.65	2,103.85	7.80
Pimco Pacific Invnt Mgmt Ser	427.84	12/29/11	8/12/13	4,629.24	4,633.52	-4.28
Pimco Pacific Invnt Mgmt Ser	190.18	1/3/12	8/12/13	2,057.77	2,067.28	-9.51
Pimco Pacific Invnt Mgmt Ser	177.70	2/1/12	8/12/13	1,922.70	1,976.01	-53.31
Pimco Pacific Invnt Mgmt Ser	165.05	3/1/12	8/12/13	1,785.86	1,835.38	-49.52
Pimco Pacific Invnt Mgmt Ser	206.71	4/2/12	8/12/13	2,236.61	2,292.42	-55.81
Pimco Pacific Invnt Mgmt Ser	189.82	5/1/12	8/12/13	2,053.87	2,129.80	-75.93
Pimco Pacific Invnt Mgmt Ser	210.62	6/1/12	8/12/13	2,278.94	2,375.83	-96.89
Pimco Pacific Invnt Mgmt Ser	186.15	7/3/12	8/12/13	2,014.11	2,103.46	-89.35
Pimco Pacific Invnt Mgmt Ser	146.03	8/1/12	8/12/13	1,580.09	1,675.01	-94.92
Pimco Pacific Invnt Mgmt Ser	156.26	9/4/12	8/12/13	1,690.77	1,797.03	-106.26
Pimco Pacific Invnt Mgmt Ser	125.87	10/2/12	8/12/13	1,361.88	1,457.54	-95.66
Pimco Pacific Invnt Mgmt Ser	189.78	11/2/12	8/12/13	2,053.40	2,199.53	-146.13
Pimco Pacific Invnt Mgmt Ser	194.44	12/3/12	8/12/13	2,103.88	2,259.44	-155.56
Pimco Pacific Invnt Mgmt Ser	1,743.93	12/13/12	8/12/13	18,869.29	19,811.01	-941.72
Pimco Pacific Invnt Mgmt Ser	767.93	12/28/12	8/12/13	8,308.99	8,631.52	-322.53
Pimco Pacific Invnt Mgmt Ser	150.75	1/2/13	8/12/13	1,631.16	1,694.48	-63.32
Pimco Pacific Invnt Mgmt Ser	110.98	2/1/13	8/12/13	1,200.80	1,241.87	-41.07
Pimco Pacific Invnt Mgmt Ser	128.23	3/1/13	8/12/13	1,387.47	1,440.04	-52.57
Pimco Pacific Invnt Mgmt Ser	166.88	4/1/13	8/12/13	1,805.64	1,875.73	-70.09
Pimco Pacific Invnt Mgmt Ser	200.03	5/1/13	8/12/13	2,164.31	2,268.33	-104.02
Pimco Pacific Invnt Mgmt Ser	131.27	6/3/13	8/12/13	1,420.34	1,453.16	-32.82
Pimco Pacific Invnt Mgmt Ser	72.02	7/1/13	8/12/13	779.28	774.96	4.32
Pimco Global Multi-Asset	69,958.85	4/15/11	8/12/13	741,563.79	850,000.00	-108,436.21
Pimco Global Multi-Asset	433.11	6/17/11	8/12/13	4,590.96	5,149.67	-558.71
Pimco Global Multi-Asset	471.44	9/16/11	8/12/13	4,997.25	5,482.83	-485.58
Pimco Global Multi-Asset	1,015.07	12/8/11	8/12/13	10,759.71	11,581.92	-822.21
Pimco Global Multi-Asset	2,732.46	12/29/11	8/12/13	28,964.07	29,182.66	-218.59
Pimco Global Multi-Asset	212.45	9/21/12	8/12/13	2,251.99	2,470.82	-218.83
Pimco Global Multi-Asset	288.62	12/13/12	8/12/13	3,059.35	3,347.97	-288.62
Pimco Global Multi-Asset	1,203.11	12/28/12	8/12/13	12,752.91	13,763.52	-1,010.61
Pimco Global Multi-Asset	393.36	1/2/13	8/12/13	4,169.64	4,507.93	-338.29
Pimco Global Multi-Asset	699.91	3/28/13	8/12/13	7,419.09	7,881.03	-461.94
Pimco Global Multi-Asset	345.49	6/21/13	8/12/13	3,662.16	3,565.43	96.73
Pimco Pacific Invnt Mgmt Ser	87.21	8/1/13	8/22/13	925.30	941.00	-15.70
Maxygen Inc	17,410.00	6/18/97	8/29/13	43,525.00	28,882.00	14,643.00
TOTAL 1/1/13 - 12/31/13				1,835,686.76	1,914,102.61	-78,415.85

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
1/1/13 - 12/31/13						
Las Vegas Sands Corp	27.000	2/23/12	1/22/13	1,404.43	1,433.83	-29.40
Las Vegas Sands Corp	46.000	3/6/12	1/22/13	2,392.73	2,594.03	-201.30
Las Vegas Sands Corp	51.000	5/1/12	1/22/13	2,652.81	2,891.92	-239.11
Allergan Inc	25.000	1/10/12	1/23/13	2,630.92	2,181.06	449.86
Apple Inc	19.000	2/8/12	1/29/13	8,765.46	8,676.16	89.30
Apple Inc	6.000	2/23/12	1/29/13	2,768.04	3,012.88	-244.84
Apple Inc	7.000	2/23/12	2/7/13	3,163.33	3,515.03	-351.70
Abbvie Inc	87.000	1/10/12	2/13/13	3,126.99	2,552.85	574.14
Abbvie Inc	21.000	1/10/12	2/15/13	745.26	616.20	129.06
Abbvie Inc	74.000	2/8/12	2/15/13	2,626.14	2,105.77	520.37
Express Scripts Hldg Co	2.000	4/11/12	2/26/13	112.70	113.92	-1.22
Express Scripts Hldg Co	207.000	4/24/12	2/26/13	11,664.63	11,693.42	-28.79
Express Scripts Hldg Co	2.000	5/16/12	2/26/13	112.70	111.86	0.84
Express Scripts Hldg Co	57.000	5/16/12	3/1/13	3,134.18	3,188.00	-53.82
Express Scripts Hldg Co	45.000	8/13/12	3/1/13	2,474.36	2,701.26	-226.90
Express Scripts Hldg Co	51.000	11/13/12	3/1/13	2,804.27	2,754.79	49.48
Abbvie Inc	73.000	2/8/12	3/15/13	2,719.71	2,077.32	642.39
Abbvie Inc	160.000	2/23/12	3/15/13	5,961.01	4,691.39	1,269.62
Abbvie Inc	12.000	4/11/12	3/15/13	447.08	382.44	64.64
Costco Wholesale Corp	29.000	2/8/12	3/15/13	3,009.60	2,485.77	523.83
Oracle Corp	112.000	1/10/12	3/27/13	3,563.11	2,979.91	583.20
Oracle Corp	28.000	2/8/12	3/27/13	890.78	810.22	80.56
Oracle Corp	76.000	2/23/12	3/27/13	2,417.82	2,182.38	235.44
Oracle Corp	11.000	3/26/12	3/27/13	349.95	331.36	18.59
Colgate Palmolive Co	19.000	1/10/12	4/8/13	2,239.85	1,717.79	522.06
Apple Inc	6.000	2/23/12	5/3/13	2,659.74	3,012.88	-353.14
Apple Inc	5.000	11/16/12	5/3/13	2,216.45	2,732.90	-516.45
Apple Inc	4.000	11/20/12	5/3/13	1,773.16	2,122.84	-349.68
General Electric Co	11.000	1/25/12	5/3/13	245.51	210.02	35.49
General Electric Co	209.000	2/8/12	5/3/13	4,664.77	3,966.34	698.43
General Electric Co	96.000	2/23/12	5/3/13	2,142.67	1,847.62	295.05
Philip Morris Int'l Inc	33.000	7/12/12	5/3/13	3,149.45	2,973.36	176.09
QualComm Inc	59.000	1/10/12	5/3/13	3,620.39	3,304.74	315.65
Schlumberger Ltd	6.000	1/10/12	5/3/13	446.54	408.24	38.30
Schlumberger Ltd	47.000	2/8/12	5/3/13	3,497.88	3,666.85	-168.97
Schlumberger Ltd	26.000	2/10/12	5/3/13	1,935.00	2,066.51	-131.51
Schlumberger Ltd	62.000	2/23/12	5/3/13	4,614.22	4,826.33	-212.11
Schlumberger Ltd	2.000	4/11/12	5/3/13	148.85	137.26	11.59
EMC Corp	155.000	2/8/12	5/17/13	3,566.68	4,099.72	-533.04
EMC Corp	7.000	2/23/12	5/17/13	161.08	189.87	-28.79
Cameron Int'l Corp	53.000	1/10/12	5/20/13	3,362.90	2,626.58	736.32
Coca Cola Co	67.000	1/10/12	5/28/13	2,833.24	2,326.98	506.26
McDonald's Corp	73.000	2/23/12	5/31/13	7,382.91	7,291.09	91.82
McDonald's Corp	2.000	4/11/12	5/31/13	202.27	196.57	5.70
McDonald's Corp	35.000	12/13/12	5/31/13	3,539.75	3,135.78	403.97
Philip Morris Int'l Inc	31.000	7/12/12	5/31/13	2,893.70	2,793.16	100.54
Costco Wholesale Corp	28.000	2/8/12	6/4/13	3,154.01	2,400.06	753.95
Cameron Int'l Corp	19.000	1/10/12	6/6/13	1,142.17	941.60	200.57
Cameron Int'l Corp	33.000	2/8/12	6/6/13	1,983.77	1,773.71	210.06
QualComm Inc	44.000	1/10/12	6/6/13	2,765.88	2,464.55	301.33
American Express Co	40.000	2/4/13	6/18/13	2,997.22	2,381.29	615.93
General Electric Co	77.000	2/23/12	6/20/13	1,828.92	1,481.94	346.98
Philip Morris Int'l Inc	5.000	7/12/12	6/20/13	463.44	450.51	12.93
Philip Morris Int'l Inc	14.000	7/24/12	6/20/13	1,297.65	1,258.07	39.58

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
QualComm Inc	43.000	1/10/12	6/21/13	2,684.18	2,408.54	275.64
QualComm Inc	9.000	2/8/12	6/21/13	561.81	547.43	14.38
Mondelez Int'l	103.000	2/8/12	6/25/13	2,980.16	2,601.40	378.76
Wells Fargo & Co	99.000	5/10/12	6/25/13	3,980.27	3,307.36	672.91
Oracle Corp	109.000	3/26/12	6/27/13	3,284.43	3,283.45	0.98
Oracle Corp	2.000	4/11/12	6/27/13	60.26	58.96	1.30
Oracle Corp	94.000	6/22/12	6/27/13	2,832.44	2,626.54	205.90
Accenture Plc	57.000	2/8/12	7/3/13	3,989.74	3,331.18	658.56
Accenture Plc	23.000	2/23/12	7/3/13	1,609.89	1,343.43	266.46
Oracle Corp	17.000	6/22/12	7/8/13	510.95	475.01	35.94
Oracle Corp	64.000	8/10/12	7/8/13	1,923.58	2,018.00	-94.42
Oracle Corp	89.000	10/11/12	7/8/13	2,674.98	2,771.30	-96.32
Oracle Corp	69.000	12/24/12	7/8/13	2,073.86	2,359.79	-285.93
Accenture Plc	42.000	2/23/12	7/15/13	3,103.07	2,453.22	649.85
QualComm Inc	54.000	2/8/12	7/18/13	3,304.62	3,284.55	20.07
Biogen Idec Inc	19.000	11/21/12	7/26/13	4,280.83	2,665.92	1,614.91
AmerisourceBergen Corp	12.000	2/1/12	7/29/13	687.05	474.72	212.33
AmerisourceBergen Corp	36.000	2/8/12	7/29/13	2,061.16	1,413.69	647.47
Costco Wholesale Corp	14.000	2/8/12	7/31/13	1,627.02	1,200.03	426.99
Costco Wholesale Corp	10.000	2/23/12	7/31/13	1,162.15	842.32	319.83
Cameron Int'l Corp	31.000	2/8/12	8/9/13	1,774.61	1,666.22	108.39
Cameron Int'l Corp	20.000	2/23/12	8/9/13	1,144.91	1,122.28	22.63
Stryker Corp	59.000	1/10/12	8/15/13	4,154.56	3,025.79	1,128.77
Unilever NV	73.000	1/10/12	8/19/13	2,892.40	2,515.95	376.45
Unilever NV	24.000	2/8/12	8/19/13	950.93	793.50	157.43
United Parcel Svc Inc	15.000	1/10/12	8/20/13	1,288.23	1,094.60	193.63
United Parcel Svc Inc	32.000	2/8/12	8/20/13	2,748.21	2,458.70	289.51
Monsanto Co	56.000	1/10/12	8/27/13	5,352.86	4,298.18	1,054.68
Sanofi ADR	114.000	1/9/13	8/27/13	5,743.98	5,489.18	254.80
Visa Inc	25.000	2/8/12	9/3/13	4,347.98	2,691.09	1,656.89
Abbott Labs	108.000	1/10/12	9/9/13	3,607.70	2,922.36	685.34
Abbott Labs	7.000	2/8/12	9/9/13	233.83	183.69	50.14
Bed Bath & Beyond Inc	3.000	1/10/12	9/10/13	217.92	179.50	38.42
Bed Bath & Beyond Inc	64.000	2/8/12	9/10/13	4,649.02	3,987.36	661.66
Unilever NV	90.000	2/8/12	9/11/13	3,381.47	2,975.61	405.86
Unilever NV	119.000	2/23/12	9/11/13	4,471.05	4,008.57	462.48
Unilever NV	61.000	2/23/12	9/12/13	2,285.66	2,054.82	230.84
Unilever NV	11.000	4/11/12	9/12/13	412.17	365.30	46.87
Accenture Plc	28.000	2/23/12	9/17/13	2,097.88	1,635.48	462.40
Accenture Plc	11.000	5/3/13	9/17/13	824.17	895.08	-70.91
Coca Cola Co	81.000	1/10/12	10/7/13	3,025.70	2,813.21	212.49
Biogen Idec Inc	12.000	11/21/12	10/9/13	2,869.67	1,683.74	1,185.93
EMC Corp	71.000	2/23/12	10/18/13	1,766.76	1,925.80	-159.04
EMC Corp	37.000	2/26/13	10/18/13	920.70	867.66	53.04
Teradata Corp	50.000	9/16/13	10/18/13	2,197.61	2,942.64	-745.03
Teradata Corp	46.000	9/17/13	10/18/13	2,021.81	2,726.84	-705.03
EMC Corp	100.000	2/26/13	10/25/13	2,438.44	2,345.04	93.40
EMC Corp	117.000	3/18/13	10/25/13	2,852.97	2,925.61	-72.64
EMC Corp	15.000	6/20/13	10/25/13	365.77	373.52	-7.75
Sanofi ADR	26.000	1/9/13	10/29/13	1,337.27	1,251.92	85.35
Sanofi ADR	5.000	1/15/13	10/29/13	257.17	242.77	14.40
Sanofi ADR	64.000	1/15/13	10/30/13	3,326.52	3,107.42	219.10
Sanofi ADR	36.000	2/13/13	10/30/13	1,871.17	1,690.36	180.81
Cameron Int'l Corp	51.000	2/23/12	10/31/13	2,756.97	2,861.81	-104.84
Cameron Int'l Corp	47.000	2/29/12	10/31/13	2,540.73	2,675.09	-134.36
Cameron Int'l Corp	2.000	4/11/12	10/31/13	108.12	105.45	2.67
Cameron Int'l Corp	56.000	6/28/12	10/31/13	3,027.26	2,153.47	873.79
Starbucks Corp	43.000	6/19/12	11/1/13	3,406.59	2,248.42	1,158.17

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
F5 Networks Inc	61.000	9/16/13	11/7/13	4,804.91	5,648.83	-843.92
Allergan Inc	48.000	2/8/12	11/13/13	4,255.74	4,087.08	168.66
Philip Morris Int'l Inc	57.000	7/24/12	11/26/13	4,930.12	5,122.16	-192.04
Philip Morris Int'l Inc	28.000	8/9/12	11/26/13	2,421.81	2,598.93	-177.12
Philip Morris Int'l Inc	1.000	9/19/12	11/26/13	86.49	89.44	-2.95
Sanofi ADR	56.000	2/13/13	11/26/13	2,953.93	2,629.45	324.48
Sanofi ADR	79.000	2/15/13	11/26/13	4,167.15	3,864.71	302.44
Sanofi ADR	16.000	2/26/13	11/26/13	843.98	757.69	86.29
Sanofi ADR	44.000	2/26/13	12/5/13	2,284.41	2,083.66	200.75
Sanofi ADR	36.000	4/8/13	12/5/13	1,869.06	1,874.22	-5.16
Sanofi ADR	20.000	4/8/13	12/6/13	1,022.62	1,041.23	-18.61
Sanofi ADR	52.000	5/31/13	12/6/13	2,658.81	2,904.67	-245.86
Nike Inc	18.000	1/10/12	12/16/13	1,407.30	884.42	522.88
Nike Inc	24.000	2/8/12	12/16/13	1,876.39	1,238.57	637.82
Johnson Ctls Inc	75.000	11/30/12	12/26/13	3,776.21	2,023.84	1,752.37
TOTAL 1/1/13 - 12/31/13				317,290.23	290,508.70	26,781.53

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
1/1/13 - 12/31/13						
Abbott Labs	6.000	5/17/12	1/8/13	198.46	178.00	20.46
Abbott Labs	5.000	6/26/12	1/8/13	165.39	150.83	14.56
du Pont E I Nemours & Co	12.000	5/17/12	1/8/13	543.12	611.98	-68.86
SPDR S&P 500 ETF	6.000	5/17/12	1/8/13	875.97	807.18	68.79
SPDR S&P 500 ETF	1.000	6/26/12	1/8/13	146.00	134.92	11.08
Sunrise Senior Living Inc	24.000	1/7/13	1/9/13	297.60	346.59	-48.99
Sunrise Senior Living Inc	25.000	1/8/13	1/9/13	310.00	361.52	-51.52
Compass Group Plc	20.000	5/17/12	1/11/13	236.30	204.40	31.90
Nestle SA	11.000	5/17/12	1/11/13	717.03	643.94	73.09
Compass Group Plc	24.000	5/17/12	1/14/13	282.18	245.28	36.90
Prosibensat 1 Media AG	2.000	5/17/12	1/17/13	126.16	97.66	28.50
Prosibensat 1 Media AG	2.000	6/15/12	1/17/13	126.16	86.00	40.16
Prosibensat 1 Media AG	8.000	6/26/12	1/17/13	504.65	371.20	133.45
Diebold Inc	10.000	5/17/12	1/29/13	298.78	374.30	-75.52
Diebold Inc	2.000	6/26/12	1/29/13	59.76	75.06	-15.30
Diebold Inc	8.000	6/26/12	2/6/13	236.49	300.22	-63.73
Diebold Inc	3.000	8/2/12	2/6/13	88.68	99.00	-10.32
Diebold Inc	8.000	8/3/12	2/6/13	236.49	262.44	-25.95
National Grid Plc	7.000	5/17/12	3/19/13	391.17	380.14	11.03
United Utilities Plc	7.000	5/17/12	3/19/13	146.07	145.32	0.75
Pearson Plc	29.000	5/17/12	3/25/13	513.46	541.12	-27.66
Coca-Cola Enterprises Inc	12.000	5/17/12	5/3/13	439.43	346.56	92.87
Coca-Cola Enterprises Inc	11.000	6/26/12	5/3/13	402.81	297.59	105.22
Compass Group Plc	12.000	5/17/12	5/3/13	157.39	122.64	34.75
Compass Group Plc	13.000	6/26/12	5/3/13	170.51	135.25	35.26
Diageo Plc	2.000	5/17/12	5/3/13	243.97	198.38	45.59
Exxon Mobil Corp	5.000	5/17/12	5/3/13	443.56	411.63	31.93
Exxon Mobil Corp	4.000	6/26/12	5/3/13	354.85	337.90	16.95
Gallagher Arthur J & Co	20.000	5/17/12	5/3/13	848.81	712.80	136.01
Genuine Parts Co	7.000	5/17/12	5/3/13	529.86	447.30	82.56
Genuine Parts Co	6.000	6/26/12	5/3/13	454.17	371.85	82.32
Heinz H J Co	6.000	5/17/12	5/3/13	434.65	330.21	104.44
Heinz H J Co	7.000	6/26/12	5/3/13	507.10	377.86	129.24
McDonald's Corp	4.000	5/17/12	5/3/13	406.92	365.20	41.72
National Grid Plc	3.000	5/17/12	5/3/13	190.61	162.92	27.69
Oracle Corp	21.000	6/26/12	5/3/13	687.96	593.38	94.58
Pearson Plc	17.000	5/17/12	5/3/13	309.32	317.21	-7.89
Scana Corp	7.000	5/17/12	5/3/13	378.10	326.69	51.41
Scana Corp	7.000	6/26/12	5/3/13	378.10	331.51	46.59
Taiwan SemiConductor Mfg	18.000	5/17/12	5/3/13	344.51	272.63	71.88
United Utilities Plc	9.000	5/17/12	5/3/13	206.90	186.84	20.06
Vectren Corp	17.000	5/17/12	5/3/13	636.66	490.62	146.04
Vectren Corp	17.000	6/26/12	5/3/13	636.66	506.53	130.13
Taiwan SemiConductor Mfg	15.000	5/17/12	5/7/13	292.49	227.19	65.30
Taiwan SemiConductor Mfg	2.000	6/26/12	5/7/13	39.00	27.88	11.12
Unilever NV	9.000	5/17/12	5/7/13	389.57	301.65	87.92
Unilever NV	2.000	6/14/12	5/7/13	86.57	63.33	23.24
Unilever NV	10.000	6/26/12	5/7/13	432.85	327.77	105.08
Taiwan SemiConductor Mfg	32.000	6/26/12	5/9/13	625.85	446.00	179.85
Comcast Corp	14.000	5/17/12	5/14/13	574.76	402.18	172.58
Nisource AG	14.000	5/17/12	5/17/13	407.20	352.80	54.40
Nisource AG	14.000	6/26/12	5/17/13	407.20	349.25	57.95
Nisource AG	3.000	12/26/12	5/17/13	87.26	74.97	12.29
Severn Trent Plc	12.000	3/20/13	5/17/13	375.84	303.29	72.55

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Severn Trent Plc	6.000	5/3/13	5/17/13	187.92	172.44	15.48
Bristol Myers Squibb Co	12.000	5/17/12	5/21/13	527.29	395.82	131.47
Travelers Cos Inc	8.000	5/17/12	5/24/13	669.76	517.30	152.46
Travelers Cos Inc	7.000	6/26/12	5/24/13	586.04	445.24	140.80
Bayer AG	5.000	5/17/12	6/3/13	541.56	330.85	210.71
Bayer AG	5.000	6/26/12	6/3/13	541.56	345.00	196.56
Coca Cola Co	8.000	5/17/12	6/5/13	323.10	307.72	15.38
Coca Cola Co	8.000	6/26/12	6/5/13	323.10	303.23	19.87
Microsoft Corp	9.000	5/17/12	6/7/13	314.63	276.81	37.82
Spectra Energy Corp	13.000	5/17/12	6/7/13	391.71	385.58	6.13
Spectra Energy Corp	12.000	6/26/12	6/7/13	361.58	335.73	25.85
Spectra Energy Corp	3.000	12/26/12	6/7/13	90.40	83.42	6.98
Reckitt Benckiser Group	38.000	5/17/12	6/10/13	533.39	421.42	111.97
Reckitt Benckiser Group	37.000	6/26/12	6/10/13	519.36	396.27	123.09
MicroChip Technology	9.000	5/17/12	8/9/13	364.91	285.30	79.61
MicroChip Technology	11.000	5/25/12	8/9/13	446.01	340.96	105.05
Anheuser Busch	2.000	6/26/12	8/22/13	194.70	141.22	53.48
du Pont E I Nemours & Co	5.000	5/17/12	8/22/13	290.70	254.99	35.71
du Pont E I Nemours & Co	2.000	6/26/12	8/22/13	116.28	101.77	14.51
Kimberly Clark Corp	4.000	5/17/12	8/22/13	377.81	318.50	59.31
Nestle SA	6.000	5/17/12	8/22/13	401.54	351.24	50.30
Nestle SA	2.000	6/26/12	8/22/13	133.85	115.98	17.87
Verizon Communications	12.000	5/17/12	8/22/13	575.67	491.83	83.84
CME Group Inc	7.000	9/10/12	8/23/13	504.56	385.37	119.19
Comcast Corp	8.000	5/17/12	8/23/13	326.16	229.82	96.34
CME Group Inc	5.000	9/10/12	8/26/13	361.83	275.26	86.57
CME Group Inc	1.000	12/11/12	8/26/13	72.37	54.98	17.39
Daimler AG	8.000	5/17/12	9/3/13	551.17	396.24	154.93
Honeywell Int'l Inc	4.000	5/17/12	9/3/13	316.44	233.72	82.72
Roche Hldg Ltd	7.000	5/17/12	9/3/13	445.51	290.13	155.38
Time Warner Inc	10.000	5/17/12	9/3/13	611.01	356.56	254.45
Daimler AG	6.000	5/17/12	9/4/13	417.17	297.18	119.99
CMS Energy Corp	24.000	5/17/12	9/30/13	633.65	547.20	86.45
CMS Energy Corp	6.000	6/26/12	9/30/13	158.41	141.64	16.77
Dominion Res Inc	6.000	5/17/12	9/30/13	375.06	313.80	61.26
CMS Energy Corp	18.000	6/26/12	10/1/13	474.72	424.91	49.81
Abbvie Inc	6.000	5/17/12	10/2/13	265.58	193.02	72.56
Abbvie Inc	5.000	6/26/12	10/2/13	221.31	163.57	57.74
Abbvie Inc	10.000	1/8/13	10/3/13	444.07	347.23	96.84
Royal Dutch Shell Plc	0.522	9/30/13	10/8/13	34.18	34.40	-0.22
Bristol Myers Squibb Co	3.000	5/17/12	11/18/13	155.06	98.95	56.11
Bristol Myers Squibb Co	15.000	6/26/12	11/18/13	775.32	523.87	251.45
Philip Morris Int'l Inc	9.000	5/17/12	11/25/13	822.60	770.27	52.33
Reynolds Amern Inc	11.000	5/17/12	11/25/13	566.22	445.23	120.99
Rogers Communications Inc	14.000	5/17/12	11/25/13	625.72	497.42	128.30
ConocoPhillips	5.000	5/17/12	12/6/13	362.20	265.38	96.82
Deutsche Post AG	11.000	12/27/12	12/6/13	377.28	241.72	135.56
Kimberly Clark Corp	5.000	5/17/12	12/6/13	528.79	398.13	130.66
Lockheed Martin Corp	5.000	5/17/12	12/6/13	692.47	426.03	266.44
Roche Hldg Ltd	7.000	5/17/12	12/6/13	480.36	290.13	190.23
ConocoPhillips	4.000	5/17/12	12/9/13	288.02	212.30	75.72
ConocoPhillips	1.000	6/26/12	12/9/13	72.00	53.75	18.25
Deutsche Post AG	12.000	12/27/12	12/9/13	406.96	263.70	143.26
Roche Hldg Ltd	3.000	5/17/12	12/9/13	202.24	124.34	77.90
Roche Hldg Ltd	2.000	6/26/12	12/9/13	134.83	85.06	49.77
Scor	35.000	5/17/12	12/17/13	116.20	88.20	28.00
Vinci SA	9.000	5/17/12	12/17/13	139.96	97.83	42.13
Deutsche Post AG	8.000	12/27/12	12/18/13	270.18	175.80	94.38

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
Johnson & Johnson	3.000	5/17/12	12/18/13	274.17	192.02	82.15
Munich Re Group	21.000	5/17/12	12/18/13	444.38	280.35	164.03
Scor	52.000	5/17/12	12/18/13	174.42	131.04	43.38
Vinci SA	9.000	5/17/12	12/18/13	140.19	97.83	42.36
Waste Mgmt Inc	16.000	5/17/12	12/18/13	696.29	523.36	172.93
Waste Mgmt Inc	2.000	6/26/12	12/18/13	87.04	65.70	21.34
TOTAL 1/1/13 - 12/31/13				43,240.33	35,088.97	8,151.36

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
1/1/13 - 12/31/13						
Accenture Plc	253.000	2/22/10	3/6/13	18,707.56	10,318.99	8,388.57
Pentair Ltd	195.000	2/23/10	3/6/13	10,175.84	5,091.48	5,084.36
Tyco Intl Ltd	815.000	2/23/10	3/6/13	25,912.91	14,275.42	11,637.49
ADT Corp	407.000	2/23/10	3/6/13	19,400.52	9,324.56	10,075.96
American Express Co	31.000	2/22/10	3/6/13	1,917.15	1,221.09	696.06
AmerisourcesBergen Corp	192.000	2/26/10	3/6/13	9,031.34	5,353.00	3,678.34
ADP Inc	306.000	2/22/10	3/6/13	18,672.89	12,648.12	6,024.77
Cintas Corp	477.000	2/22/10	3/6/13	20,733.24	11,377.60	9,355.64
Dentsply Int'l Inc	620.000	2/22/10	3/6/13	25,508.77	20,471.40	5,037.37
Dentsply Int'l Inc	145.000	3/15/10	3/6/13	5,965.76	5,027.29	938.47
Dentsply Int'l Inc	245.000	8/16/10	3/6/13	10,080.08	7,522.32	2,557.76
Diageo Plc	305.000	2/22/10	3/6/13	36,155.41	20,167.50	15,987.91
Kimberly Clark Corp	47.000	2/22/10	3/6/13	4,423.77	2,794.27	1,629.50
McGraw Hill Cos	505.000	2/22/10	3/6/13	23,456.37	17,587.09	5,869.28
McGraw Hill Cos	165.000	8/4/10	3/6/13	7,663.96	5,014.28	2,649.68
Monsanto Co	180.000	4/26/10	3/6/13	18,099.83	11,925.32	6,174.51
Nestle SA	274.000	2/22/10	3/6/13	18,967.22	13,050.62	5,916.60
Occidental Petroleum	280.000	2/23/12	3/6/13	22,899.82	29,126.86	-6,227.04
Staples Inc	485.000	4/9/10	3/6/13	6,370.67	11,637.76	-5,267.09
Staples Inc	245.000	6/14/10	3/6/13	3,218.17	5,142.50	-1,924.33
Staples Inc	360.000	8/4/10	3/6/13	4,728.74	7,321.47	-2,592.73
Time Warner Inc	383.000	2/22/10	3/6/13	20,241.02	10,991.80	9,249.22
United Parcel Svc Inc	495.000	2/22/10	3/6/13	41,025.81	28,338.66	12,687.15
Wal-Mart Stores Inc	177.000	2/22/10	3/6/13	12,571.16	9,514.41	3,056.75
Mallinckrodt Plc	0.250	2/22/10	8/7/13	11.30	8.86	2.44
Mallinckrodt Plc	0.250	3/16/13	8/7/13	11.30	11.10	0.20
Mallinckrodt Plc	68.500	2/22/10	11/12/13	3,083.47	2,427.81	655.66
Mallinckrodt Plc	1.500	3/16/13	11/12/13	67.52	66.62	0.90
Danone ADR	442.000	3/6/13	11/12/13	6,433.19	6,080.77	352.42
Allegion Plc	0.667	3/6/13	12/30/13	29.81	21.28	8.53
TOTAL 1/1/13 - 12/31/13				395,564.60	283,860.25	111,704.35

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Security	Shares	Bought	Sold	Sales Price	Cost Basis	Gain/Loss
1/1/13 - 12/31/13						
Verizon Communications	450.000	4/21/11	2/27/13	20,221.20	16,755.03	3,466.17
Verizon Communications	51.000	12/29/11	2/27/13	2,291.74	2,034.89	256.85
Verizon Communications	115.000	2/8/12	2/27/13	5,167.64	4,335.50	832.14
Mondelez Int'l	470.000	4/21/11	3/28/13	14,031.87	10,069.03	3,962.84
Mondelez Int'l	130.000	2/8/12	3/28/13	3,881.15	3,278.77	602.38
Mondelez Int'l	87.000	2/23/12	3/28/13	2,597.39	2,144.49	452.90
Heinz H J Co	310.000	4/21/11	6/10/13	22,475.00	15,654.38	6,820.62
Heinz H J Co	32.000	12/29/11	6/10/13	2,320.00	1,731.48	588.52
Heinz H J Co	70.000	2/8/12	6/10/13	5,075.00	3,677.24	1,397.76
Kimberly Clark Corp	79.000	4/21/11	6/27/13	7,470.35	5,180.30	2,290.05
Kraft Foods Group Inc	157.000	4/21/11	12/17/13	8,314.83	5,443.26	2,871.57
Kraft Foods Group Inc	43.000	2/8/12	12/17/13	2,277.31	1,772.49	504.82
Kraft Foods Group Inc	29.000	2/23/12	12/17/13	1,535.86	1,159.30	376.56
TOTAL 1/1/13 - 12/31/13				97,659.34	73,236.16	24,423.18