



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE FULLERTON FAMILY FOUNDATION INC c/o JOHN FULLERTON % FLSV LLP		A Employer identification number 16-1644700
Number and street (or P O box number if mail is not delivered to street address) 77 HILLSIDE ROAD Suite	Room/suite	B Telephone number (see instructions) (516) 874-8800
City or town, state or province, country, and ZIP or foreign postal code RYE, NY 10580		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,620,586	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	991,662			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	16,467	16,467	0	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	122,254			
	b Gross sales price for all assets on line 6a 247,825				
	7 Capital gain net income (from Part IV, line 2)		122,254		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,130,383	138,721	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	11,455	0	0	11,455
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	576	0	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	30			30	
24 Total operating and administrative expenses. Add lines 13 through 23	12,061	0	0	11,485	
25 Contributions, gifts, grants paid	45,000			45,000	
26 Total expenses and disbursements. Add lines 24 and 25	57,061	0	0	56,485	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,073,322				
b Net investment income (if negative, enter -0-)		138,721			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (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	3,854	250,191	276,191
	3	Accounts receivable ▶ <u>1,430</u> Less allowance for doubtful accounts ▶ _____	0	1,430	1,430
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	1,000	1,000	1,000
	7	Other notes and loans receivable (attach schedule) ▶ <u>10,000</u> Less allowance for doubtful accounts ▶ _____	10,000	10,000	10,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	184,246	722,547	1,143,372
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	107,341	107,341	188,593	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	306,441	1,092,509	1,620,586	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
23	Total liabilities (add lines 17 through 22)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	306,441	1,092,509		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	306,441	1,092,509		

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	306,441
2	Enter amount from Part I, line 27a	2	1,073,322
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,379,763
5	Decreases not included in line 2 (itemize) ▶ _____	5	287,254
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,092,509

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)
1 a SEE ATTACHED SCHWAB 6106-9020	P		
b SEE ATTACHED SCHWAB 6106-9020	P		
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 15,360		11,301	4,059
b 232,465		114,270	118,195
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			4,059
b			118,195
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	122,254
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	20,970	463,074	0 045284
2011	9,945	422,787	0 023522
2010	216,065	463,067	0 466596
2009	45,981	319,782	0 143789
2008	58,294	557,809	0 104505

2 Total of line 1, column (d).	2	0 783696
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 156739
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	547,029
5 Multiply line 4 by line 3.	5	85,741
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,387
7 Add lines 5 and 6.	7	87,128
8 Enter qualifying distributions from Part XII, line 4.	8	56,485

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,774
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	2,774
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,774
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,780
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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NJ _____		
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? <i>If "No," attach explanation .</i>	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14 The books are in care of ▶ <u>FLSV LLP</u> Telephone no ▶ <u>(516) 874-8800</u> Located at ▶ <u>1475 FRANKLIN AVE GARDEN CITY NY</u> ZIP +4 ▶ <u>11530</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			
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			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b			No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN L FULLERTON 77 HILLSIDE ROAD RYE, NY 10580	SECRETARY 0	0		
SETH L STARR C/O FRANKEL LOUGHRAN STARR VALLONE GARDEN CITY, NY 11530	TREASURER 0	0		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 **▶**

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	538,677
b	Average of monthly cash balances.	1b	16,682
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	555,359
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	555,359
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	8,330
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	547,029
6	Minimum investment return. Enter 5% of line 5.	6	27,351

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	27,351
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,774
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,774
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	24,577
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	24,577
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	24,577

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	56,485
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	56,485
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	56,485

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				24,577
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011, 2010, 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	30,556			
b From 2009.	30,190			
c From 2010.	194,252			
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	254,998			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>56,485</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				24,577
e Remaining amount distributed out of corpus	31,908			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	286,906			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			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) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	30,556			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	256,350			
10 Analysis of line 9				
a Excess from 2009.	30,190			
b Excess from 2010.	194,252			
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.	31,908			

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

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

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

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 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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 45,000
b <i>Approved for future payment</i>				
Total				▶ 3b

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BRUNSWICK SCHOOL 100 MAHER AVENUE GREENWICH,CT 06830	NONE	PC	CHARITABLE CONTRIBUTION	5,000
RYE PRESBYTERIAN CHURCH 882 BOSTON POST ROAD RYE,NY 10580	NONE	PC	CHARITABLE CONTRIBUTION	3,000
350ORG 350ORG OAKLAND,CA 94611	NONE	PC	CHARITABLE CONTRIBUTION	10,000
DUKE UNIVERSITY 2138 CAMPUS DR DURHAM,NC 27708	NONE	PC	CHARITABLE CONTRIBUTION	5,000
PACIFIC FOREST TRUST 1001A ORIELLY AVE SAN FRANCISCO,CA 94129	NONE	PC	CHARITABLE CONTRIBUTION	2,000
TYPHOON HUAN CHILDRENS RELIEF FUND 54 WILTON RD WESTPORT,CT 06880	NONE	PC	CHARITABLE CONTRIBUTION	10,000
SUSTAINABLE SETTINGS 6107 HIGHWAY 133 CARBONDALE,CO 81623	NONE	PC	CHARITABLE CONTRIBUTION	10,000
Total			3a	45,000

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

2013

Name of the organization
THE FULLERTON FAMILY FOUNDATION INC
c/o JOHN FULLERTON

Employer identification number
16-1644700

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 33¹/₃% 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 for 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 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 990PF, 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
 THE FULLERTON FAMILY FOUNDATION INC
 c/o JOHN FULLERTON

Employer identification number
 16-1644700

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	SUSAN L FULLERTON 77 HILLSIDE ROAD RYE, NY 10580	\$ 250,030	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	SUSAN L FULLERTON 77 HILLSIDE ROAD RYE, NY 10580	\$ 741,632	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
 THE FULLERTON FAMILY FOUNDATION INC
 c/o JOHN FULLERTON

Employer identification number
 16-1644700

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
1	3400 SHRS WILLIAMS COMPANIES WMB 3719 479 SHRS KINDER MORGAN 12000 SHRS TRIANGLE CAPITAL	\$ 741,632	2013-12-31
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____

Name of organization
THE FULLERTON FAMILY FOUNDATION INC
c/o JOHN FULLERTON

Employer identification number
16-1644700

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. See instructions.) \$
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
_____ _____ _____	_____ _____ _____

TY 2013 Accounting Fees Schedule

Name: THE FULLERTON FAMILY FOUNDATION INC
 c/o JOHN FULLERTON

EIN: 16-1644700

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FLSV, LLP	11,455	0	0	11,455

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

EIN: 16-1644700

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
-------------------------	---------------	---------------------	---------------------------	--------------------	--------------------------	-------------------------------------	-----------------------	---------------------	---------------------------------

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE FULLERTON FAMILY FOUNDATION INC
c/o JOHN FULLERTON
EIN: 16-1644700

Name of Stock	End of Year Book Value	End of Year Fair Market Value
300 SHS CONOCO	0	0
7000 SHS TRIANGLE CAP CORP	203,559	395,395
1,000 SHS PNC FIN SVCS 9.875	0	0
750 SHS WELLS FARGO 8%	0	0
3419.4791 SHS KINDER MORGAN	107,356	258,718
150 SHS KINDER MORGAN INC	54,332	54,000
7000 PROSPECT CAPITAL CORP	77,615	78,540
4700 WILLIAMS COMPANIES: WMB	112,265	165,851
11000 SHS HANNON ARMSTRONG	140,280	153,560
600 SHRS ONEOK INC	27,140	37,308

TY 2013 Investments - Land Schedule

Name: THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

EIN: 16-1644700

TY 2013 Land, Etc. Schedule

Name: THE FULLERTON FAMILY FOUNDATION INC
c/o JOHN FULLERTON

EIN: 16-1644700

TY 2013 Other Assets Schedule

Name: THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

EIN: 16-1644700

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SAGUENAY	100,000	100,000	181,252
GRAMERCY EMERGING MARKETS	7,341	7,341	7,341

TY 2013 Other Decreases Schedule

Name: THE FULLERTON FAMILY FOUNDATION INC
 c/o JOHN FULLERTON

EIN: 16-1644700

Description	Amount
OTHER ADJUSTMENTS VIA SHARES DONATED	287,254
AT YEAR AND AND SOLD BUT NOT SETTELED	0
BEFORE YEAR END	0

TY 2013 Other Expenses Schedule

Name: THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

EIN: 16-1644700

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NJ DIVISION OF CONSUMER AFFAIR	30			30

TY 2013 Other Income Schedule

Name: THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

EIN: 16-1644700

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FARMERS DINER LLC			

**TY 2013 Other Notes/Loans
Receivable Short Schedule**

Name: THE FULLERTON FAMILY FOUNDATION INC
c/o JOHN FULLERTON

EIN: 16-1644700

Name of 501(c)(3) Organization	Balance Due
NEW DAY FARMS	10,000

TY 2013 Substantial Contributors Schedule**Name:** THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

EIN: 16-1644700

Name	Address
SUSAN L FULLERTON	77 HILLSIDE ROAD RYE, NY 10580

TY 2013 Taxes Schedule

Name: THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

EIN: 16-1644700

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	576	0	0	0

TY 2013 IRS Payment

Name: THE FULLERTON FAMILY FOUNDATION INC
c/o JOHN FULLERTON

EIN: 16-1644700

Routing Transit Number:

Bank Account Number:

Type of Account: Checking

Payment Amount in Dollars and 2,780

Cents:

Requested Payment Date: 2014-05-15

Taxpayer's Daytime Phone (516) 874-8800
Number:



Schwab One® Account of
THE FULLERTON FAMILY FOUNDATIO

Account Number
6106-9020

TAX YEAR 2013
FORM 1099 COMPOSITE

Date Prepared: February 7, 2014

Recipient's Name and Address

THE FULLERTON FAMILY FOUNDATIO
77 HILLSIDE ROAD
RYE NY 10580

Taxpayer ID Number: 16-1644700
Account Number: 6106-9020

Payer's Name and Address

CHARLES SCHWAB & CO, INC
211 MAIN STREET
SAN FRANCISCO, CA 94105

Telephone Number: (800) 435-4000
Federal ID Number: 94-1737782

Proceeds from Broker Transactions — 2013

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

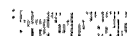
1c-Type of gain or loss Long-term (Report on Form 8949, Part II, with **Box A** checked)
6b-Basis reported to IRS

LONG-TERM HOLDING PERIOD
COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number 1d-Stock or other symbol	1a-Date of sale or exchange	1b-Date of acquisition	2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
WILLIAMS COMPANIES	969457100 WMB	S 12/30/13	S 10/18/11	\$ 15,359.98 400 00	\$ 11,301.40	\$ 0.00	\$ 0.00
Security Subtotal				\$ 15,359.98	\$ 11,301.40	\$ 0.00	\$ 0.00
Total Long-Term (Cost basis is reported to the IRS)				\$ 15,359.98	\$ 11,301.40		
Total Long-Term Sales Price of Stocks, Bonds, etc.				\$ 15,359.98	\$ 11,301.40		
Total Sales Price of Stocks, Bonds, etc.				\$ 15,359.98			
Total Federal Income Tax Withheld				\$ 0.00			

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.



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.

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)
WILLIAMS COMPANIES	969457100	400.00	10/19/11	12/30/13	\$ 15,359.98	\$ 11,301.40	\$ 0.00	\$ 4,058.58
Security Subtotal					\$ 15,359.98	\$ 11,301.40	\$ 0.00	\$ 4,058.58
Total Long-Term (Cost basis is reported to the IRS)					\$ 15,359.98	\$ 11,301.40	\$ 0.00	\$ 4,058.58

Long-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS. Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
CONOCOPHILLIPS	20825C104	100.00	12/19/06	01/02/13	\$ 5,868.18	\$ 5,588.49	\$ 0.00	\$ 279.69
CONOCOPHILLIPS	20825C104	100.00	12/19/06	01/02/13	\$ 5,868.19	\$ 5,588.50	\$ 0.00	\$ 279.69
CONOCOPHILLIPS	20825C104	100.00	12/19/06	01/02/13	\$ 5,868.19	\$ 5,588.50	\$ 0.00	\$ 279.69
Security Subtotal					\$ 17,604.56	\$ 16,765.49	\$ 0.00	\$ 839.07
KINDER MORGAN MGMT LLC	49455U100	100.00	08/12/05	05/15/13	\$ 8,690.96	\$ 2,539.00	--	\$ 6,151.96
KINDER MORGAN MGMT LLC	49455U100	200.00	08/12/05	05/24/13	\$ 17,174.75	\$ 5,077.99	--	\$ 12,096.76

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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

Date Prepared: February 7, 2014

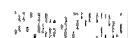
The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

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

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
KINDER MORGAN MGMT LLC	49455U100	125.00	08/12/05	05/28/13	\$ 10,802.86	\$3,173.75	--	\$7,629.11
KINDER MORGAN MGMT LLC	49455U100	20.00	08/12/05	06/26/13	\$ 1,644.42	\$507.80	--	\$1,136.62
KINDER MORGAN MGMT LLC	49455U100	80.00	08/12/05	06/26/13	\$ 6,560.62	\$2,031.20	--	\$4,529.42
KINDER MORGAN MGMT LLC	49455U100	172.34	08/12/05	07/23/13	\$ 14,419.86	\$4,375.72	--	\$10,044.14
KINDER MORGAN MGMT LLC	49455U100	77.65	12/31/08	07/23/13	\$ 6,497.83	\$ 2,238.25	\$ 0.00	\$ 4,259.58
KINDER MORGAN MGMT LLC	49455U100	21.19	12/31/08	12/27/13	\$ 1,587.19	\$ 591.02	\$ 0.00	\$ 996.17
KINDER MORGAN MGMT LLC	49455U100	85.00	12/31/08	12/27/13	\$ 6,366.36	\$ 2,370.30	\$ 0.00	\$ 3,996.06
KINDER MORGAN MGMT LLC	49455U100	100.00	12/31/08	12/27/13	\$ 7,489.93	\$ 2,788.58	\$ 0.00	\$ 4,701.35
KINDER MORGAN MGMT LLC	49455U100	78.80	03/06/09	12/27/13	\$ 5,901.54	\$ 2,020.55	\$ 0.00	\$ 3,880.99
KINDER MORGAN MGMT LLC	49455U100	0.79	10/22/12	12/30/13	\$ 60.16	\$20.06	--	\$40.10
KINDER MORGAN MGMT LLC	49455U100	200.00	10/22/12	12/30/13	\$ 15,076.43	\$5,077.99	--	\$9,998.44
KINDER MORGAN MGMT LLC	49455U100	100.00	10/22/12	12/31/13	\$ 7,575.99	\$2,539.00	--	\$5,036.99
KINDER MORGAN MGMT LLC	49455U100	200.00	10/22/12	12/31/13	\$ 15,152.97	\$5,077.99	--	\$10,074.98
Security Subtotal					\$ 125,001.87	\$ 40,429.20		\$84,572.67
PNC FIN SVCS 9.875% PXXX*	693475881	100.00	05/04/09	04/19/13	\$ 2,500.00	\$ 2,185.49	\$ 0.00	\$ 314.51
PNC FIN SVCS 9.875% PXXX*	693475881	200.00	05/04/09	04/19/13	\$ 5,000.00	\$ 4,372.98	\$ 0.00	\$ 627.02
PNC FIN SVCS 9.875% PXXX*	693475881	300.00	05/04/09	04/19/13	\$ 7,500.00	\$ 6,559.48	\$ 0.00	\$ 940.52
PNC FIN SVCS 9.875% PXXX*	693475881	200.00	05/05/09	04/19/13	\$ 5,000.00	\$ 4,382.95	\$ 0.00	\$ 617.05
PNC FIN SVCS 9.875% PXXX*	693475881	200.00	04/07/10	04/19/13	\$ 5,000.00	\$ 5,876.15	\$ 0.00	\$(876.15)
Security Subtotal					\$ 25,000.00	\$ 23,377.05	\$ 0.00	\$ 1,622.95

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.



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.

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

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 9949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
TRIANGLE CAPITAL CORP	895848109	20.00	11/09/09	01/02/13	\$ 524.93	\$ 240.36	\$ 0.00	\$ 284.57
TRIANGLE CAPITAL CORP	895848109	80.00	11/09/09	01/02/13	\$ 2,099.72	\$ 962.23	\$ 0.00	\$ 1,137.49
TRIANGLE CAPITAL CORP	895848109	400.00	11/09/09	01/02/13	\$ 10,492.60	\$ 4,807.16	\$ 0.00	\$ 5,685.44
TRIANGLE CAPITAL CORP	895848109	100.00	12/15/09	01/03/13	\$ 2,630.10	\$ 1,237.08	\$ 0.00	\$ 1,393.02
TRIANGLE CAPITAL CORP	895848109	100.00	12/15/09	01/03/13	\$ 2,630.10	\$ 1,237.68	\$ 0.00	\$ 1,392.42
TRIANGLE CAPITAL CORP	895848109	200.00	12/15/09	01/03/13	\$ 5,260.21	\$ 2,476.56	\$ 0.00	\$ 2,783.65
TRIANGLE CAPITAL CORP	895848109	100.00	12/15/09	05/13/13	\$ 2,847.75	\$ 1,237.98	\$ 0.00	\$ 1,609.77
TRIANGLE CAPITAL CORP	895848109	200.00	12/15/09	05/13/13	\$ 5,695.51	\$ 2,476.55	\$ 0.00	\$ 3,218.96
TRIANGLE CAPITAL CORP	895848109	400.00	12/30/09	05/24/13	\$ 11,503.65	\$ 4,845.96	\$ 0.00	\$ 6,657.69
Security Subtotal					\$ 43,684.57	\$ 19,521.56	\$ 0.00	\$ 24,163.01
WELLS FARGO BANK 8% PF	949746879	100.00	05/05/09	11/26/13	\$ 2,830.07	\$ 1,890.19	\$ 0.00	\$ 939.88
WELLS FARGO BANK 8% PF	949746879	200.00	05/05/09	11/26/13	\$ 5,660.73	\$ 3,780.39	\$ 0.00	\$ 1,880.34
WELLS FARGO BANK 8% PF	949746879	450.00	05/05/09	12/20/13	\$ 12,683.53	\$ 8,505.87	\$ 0.00	\$ 4,177.66
Security Subtotal					\$ 21,174.33	\$ 14,176.45	\$ 0.00	\$ 6,997.88
Total Long-Term (Transactions are not reported on Form 1099-B or to the IRS)					\$ 232,465.33	\$ 114,269.75		\$ 118,195.58
Total Long-Term					\$ 247,825.31			