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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](http://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 RICHARD AND FRANCINE LOEB FAMILY FOUNDATION		<b>A Employer identification number</b>  20-0334683	
% FOUNDATION MANAGEMENT GRP LL		<b>B Telephone number</b> (see instructions)  (206) 667-0300	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 1000 SECOND AVENUE 34TH FLOOR Suite			
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 981041022		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 6,077,034		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> 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.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	14	14		
	4 Dividends and interest from securities. . . . .	200,848	200,848		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	51,149			
	b Gross sales price for all assets on line 6a 813,096				
	7 Capital gain net income (from Part IV , line 2) . . . .		51,149		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	252,011	252,011		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .	26,728	22,728		4,000
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	2,884	161	0	0
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	106			106
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	29,718	22,889	0	4,106
	25 Contributions, gifts, grants paid . . . . .	177,500			177,500
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	207,218	22,889	0	181,606
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	44,793			
	b <b>Net investment income</b> (if negative, enter -0-)		229,122		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	159,295	44,585	44,585
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	0	5,240	5,240
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	1,964,946	2,569,613	2,569,613
	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) . . . . .	3,436,490	3,457,596	3,457,596
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,560,731	6,077,034	6,077,034	
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 ▶ _____)	0	4,582	
	23	Total liabilities (add lines 17 through 22) . . . . .	0	4,582	
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	5,560,731	6,072,452	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	5,560,731	6,072,452	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	5,560,731	6,077,034	

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 5,560,731
2	Enter amount from Part I, line 27a . . . . .	2 44,793
3	Other increases not included in line 2 (itemize) ▶ _____	3 466,928
4	Add lines 1, 2, and 3 . . . . .	4 6,072,452
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 6,072,452

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	51,149
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	164,049	5,385,809	0 030459
2011	105,350	5,354,478	0 019675
2010	169,000	2,714,505	0 062258
2009	358,000	2,480,536	0 144324
2008	315,408	1,235,680	0 255251

2	Total of line 1, column (d). . . . .	2	0 511967
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 102393
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	5,781,295
5	Multiply line 4 by line 3. . . . .	5	591,964
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	2,291
7	Add lines 5 and 6. . . . .	7	594,255
8	Enter qualifying distributions from Part XII, line 4. . . . .  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	181,606

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		1	4,582		
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 . . . . .		2	4,582		
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	4,582
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	4,582		
6 Credits/Payments		7	5,240		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			5,240	
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	5,240		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	4		
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	654		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 654 Refunded		11			

Part VII-A Statements Regarding Activities				
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? <input type="checkbox"/>		Yes	No	
	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
1c			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	
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	Yes		
	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) WA				
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?	13	Yes	
Website address N/A				
14	The books are in care of FOUNDATION MANAGEMENT GRP LLC Telephone no (206) 667-0300 Located at 1000 SECOND AVENUE 34TH FLOOR SEATTLE WA ZIP +4 98104			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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? 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?			
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		
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)?

5b

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

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes 

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes 

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD LOEB	PRESIDENT/TREASURER 2 0	0	0	0
1000 SECOND AVENUE SUITE 3400 SEATTLE, WA 98104				
FRANCINE LOEB	VICE PRESIDENT 2 0	0	0	0
1000 SECOND AVENUE SUITE 3400 SEATTLE, WA 98104				
DAN ASHER	SECRETARY 2 0	0	0	0
1000 SECOND AVENUE SUITE 3400 SEATTLE, WA 98104				

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.

Form 990-PF (2013)

## Part VIII

**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**

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

## Part IX-A

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.

## Part IX-B

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



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	5,713,459
b	Average of monthly cash balances. . . . .	1b	155,876
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	5,869,335
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	5,869,335
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	88,040
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,781,295
6	Minimum investment return. Enter 5% of line 5. . . . .	6	289,065

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	289,065
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	4,582
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	4,582
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	284,483
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	284,483
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	284,483

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	181,606
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	181,606
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	181,606
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				284,483
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. . . . .	254,411			
b From 2009. . . . .	235,344			
c From 2010. . . . .	37,743			
d From 2011. . . . .				
e From 2012. . . . .				
f Total of lines 3a through e. . . . .	527,498			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 181,606			0	
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. . . . .				181,606
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).)	102,877			102,877
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	424,621			
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). . .	151,534			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	273,087			
10 Analysis of line 9				
a Excess from 2009. . . .	235,344			
b Excess from 2010. . . .	37,743			
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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)

☐ 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

NONE

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

**Part XV**

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	177,500
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			<b>3b</b>	

Enter gross amounts unless otherwise indicated

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

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

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

		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes

☒ No

If "Yes," complete the following schedule

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

Sign Here

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

\*\*\*\*\*

2014-11-17

\*\*\*\*\*

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes

☐ No

Paid Preparer Use Only

Print/Type preparer's name ANGELA M FIDLER	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
Firm's name	BADER MARTIN PS		Firm's EIN	
Firm's address	1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022		Phone no (206) 621-1900	

Form 990-PF (2013)

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
8,000 SHS PIMCO DYNAMIC CR INCOME	P	2012-01-01	2013-01-29
2,917 298 SHS JPMORGAN TR II	P	2012-01-01	2013-09-20
12,267 267 SHS MANNING & NAPIER FUND	P	2012-01-01	2013-09-20
3,612 522 PIMCO COMMONDITY REAL RETURN	P	2012-01-01	2013-09-20
688 567 GUGGENHEIM MID CAP VALUE	P	2012-01-01	2013-09-20
247 SHS ISHARES RUSSELL 2000 GROWTH	P	2012-01-01	2013-09-20
536 SHS ISHARES RUSELL 1000 VALUE ETF	P	2012-01-01	2013-09-20
272 SHS ISHARES RUSELL MID CAP GROWTH	P	2012-01-01	2013-09-20
1744 SHS ISHARES MSCI ACWI EX US INDEX	P	2012-01-01	2013-09-20
12,696 11 SHS JPMORGAN TR II	P	2012-01-01	2013-10-07
500 SHS TEVA PHARMACEUTICAL	P	2012-01-01	2013-11-06
893 655 SHS PIMCO FDS	P	2012-01-01	2013-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h


(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)
200,525		202,208	-1,683
47,727		45,101	2,626
109,056		103,536	5,520
20,483		32,332	-11,849
26,379		22,392	3,987
31,131		21,560	9,571
47,323		35,026	12,297
21,550		15,457	6,093
79,337		75,750	3,587
201,233		197,401	3,832
18,357		2,158	16,199
9,995		9,026	969



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,683
			2,626
			5,520
			-11,849
			3,987
			9,571
			12,297
			6,093
			3,587
			3,832
			16,199
			969

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)				
<b>a</b> <i>Paid during the year</i>				
ST MARY'S FOOD BANK 2831 N 31ST AVENUE PHOENIX,AZ 85009	NONE	PC	TO SUPPORT THE KID'S CAFE PROGRAM	12,500
CHILDREN'S HOSPITAL FOUNDATION PO BOX 50020/S-200 SEATTLE,WA 98145	NONE	PC	TO PROVIDE SUPPORT TO THE DEPARTMENT OF CHILDHOOD COMMUNICATIONS	100,000
NW SCHOOL FOR THE HEARING IMPAIRED PO BOX 31325 SEATTLE,WA 98103	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	25,000
SEATTLE SYMPHONY PO BOX 21906 SEATTLE,WA 981119787	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000
STEPHEN & DIANNE LOEB FAMILY FOUNDATION 1000 2ND AVENUE 34TH FLOOR SEATTLE,WA 98104	SISTER FOUNDATION	PF	TO SUPPORT EXEMPT PURPOSES Followed pass-through exception under the expenditure responsibility test (Reg 53 4942(a)-3(c)(1))	30,000
<b>Total . . . . .</b>  <b>3a</b>				177,500

**TY 2013 All Other Program  
Related Investments Schedule**

**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION  
**EIN:** 20-0334683

Category	Amount
NONE	

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

TY 2013 Amortization Schedule

Name: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

EIN: 20-0334683

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
ORGANIZATION COSTS	2004-03-01	1,250	1,250	5 0				1,250

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

TY 2013 Depreciation Schedule

Name: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

EIN: 20-0334683

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
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**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

**EIN:** 20-0334683

Name of Stock	End of Year Book Value	End of Year Fair Market Value
J.P. MORGAN EQUITIES ACCOUNT	2,569,613	2,569,613

**TY 2013 Investments - Land Schedule**

**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

**EIN:** 20-0334683

## TY 2013 Investments - Other Schedule

**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

**EIN:** 20-0334683

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
J.P. MORGAN MUTUAL FUNDS	FMV	2,993,866	2,993,866
ALKEON GROWTH OFFSHORE FUND	FMV	463,730	463,730



**TY 2013 Land, Etc. Schedule****Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION**EIN:** 20-0334683

## TY 2013 Other Assets Schedule

**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

**EIN:** 20-0334683

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATIONAL COSTS	1,250	1,250	1,250
ACCUMULATED AMORTIZATION	-1,250	-1,250	-1,250

**TY 2013 Other Expenses Schedule****Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION**EIN:** 20-0334683

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES	60			60
BANK CHARGES	46			46

**TY 2013 Other Increases Schedule**

**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

**EIN:** 20-0334683

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	466,928

**TY 2013 Other Liabilities Schedule**

**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

**EIN:** 20-0334683

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX	0	4,582

**TY 2013 Other Professional Fees Schedule****Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION**EIN:** 20-0334683

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MGMT FEES PAID TO FOUNDATION	5,000	1,000		4,000
MANAGEMENT GROUP, LLC				
BROKER FEES TO JPMORGAN	21,728	21,728		

**TY 2013 Taxes Schedule****Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION**EIN:** 20-0334683

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	161	161	0	0
FEDERAL EXCISE TAX	2,723			

## EQUITIES

### Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST		UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
ALTRIA GROUP INC ALTRIA GROUP INC	CASH	07/11/05	500	38.39	19,195	15.51	7,753	-	11,112 LT	960	5.00
DOUBILENE OPPORTUNISTIC DOUBILENE OPPORTUNISTIC	CASH	02/23/12	9,800	22.32	218,736	25.58	250,646		31,910 LI	19,639	8.96
EXXON MOBIL CORP	CASH	01/04/05	250	101.20	25,300	50.53	12,633		12,660 LT	630	2.49
GENERAL ELECTRIC CO GENERAL ELECTRIC CO	CASH	07/14/03	500	28.03	14,015	25.09	12,543		-3,423 T	440	3.14



RICHARD & FRANCINE LOAB FAMILY FOUNDATION  
 2013 990-PF  
 ATTACHMENT A  
 BALANCE SHEET DETAIL  
 2 of 6

Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
JOHNSON & JOHNSON COMMON STOCK	CASH	01/04/05	250	91.59	22,898	63.22	15,803	7,093 LT	660	2.88
PHILIP MORRIS INTERNATIONAL COMMON STOCK	CASH	07/14/05	500	87.13	12,565	35.33	17,666	25,899 LT	1,880	4.32
PIMCO DYNAMIC CR INCOME FID COMMON STOCK	CASH	01/29/13 C	8,000	22.48	179,840	25.07	200,573	20,685 ST	18,000	8.34
PPSICO INC COMMON STOCK	CASH	07/14/05	500	82.94	41,470	55.89	27,943	13,528 LT	1,135	2.71
PROCTER & GAMBLE CO COMMON STOCK	CASH	01/01/05	250	81.41	20,353	75.56	13,890	6,463 LT	602	2.96
TRAVELCENTERS OF AMERICA LLC COMMON STOCK	CASH	02/13/07	50,000	Unpriced			Please provide this information		LT	
Total Equities & Options					\$585,372		\$564,804	\$20,570	\$40,946	
TOTAL EQUITIES					\$585,372		\$564,804	\$20,570	\$40,946	

RICHARD & FRANCINE LOAB FAMILY FOUNDATION  
2013 990-PF  
ATTACHMENT A  
BALANCE SHEET DETAIL  
3 of 6

## MUTUAL FUNDS

A maximum of two values per column will be reported in the final form's section. These will be the aggregate totals of the long term holdings and the short term holdings respectively. Fund tracks and all the Average Cost cost holdings are denoted with an A next to the Unit Cost number.

DESCRIPTION	ACFT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
EATON VANCE MUT FDS TR EATON VANCE MUT FDS TR	CASH		38,932,508	9.50	369,859	10.13	395,107	-25,248 LT	13,549	3.66
PIMCO FOREIGN BOND FUND-CL A PIMCO FOREIGN BOND FUND-CL A	CASH		5,470,46	10.52	57,549	9.14	60,005	7,544 LT	1,105	1.92
PIMCO TOTAL RETURN FUND CL A PIMCO TOTAL RETURN FUND CL A	CASH		21,912,264	10.69	234,242	10.47	229,522	4,720 LT	5,106	2.18
PIMCO HIGH YIELD FUND-CL A PIMCO HIGH YIELD FUND-CL A	CASH		20,830,554	9.61	200,182	9.28	193,317	6,865 LT	11,207	5.60
PIMCO FDS PIMCO FDS	CASH		20,223,21	9.33	244,663	10.63	278,868	-34,205 LT	11,328	4.63
PIMCO FDS PIMCO FDS	CASH		20,935,533	11.09	232,175	10.30	211,154	20,721 LT	1,047	0.45
TOTAL MUTUAL FUNDS					\$1,338,670		\$1,358,273	\$-19,603	\$43,342	

0 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034 1035 1036 1037 1038 1039 1

YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME	\$84 288
YOUR PRICED PORTFOLIO HOLDINGS	\$1 929 685

## EQUITIES

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/(LOSS)	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
ISHARES RUSSELL 2000 GROWTH ETF	CASH	01/07/11	1,671	195.51	226,437	88.18	147,848	78,589	1,619	0.71
		01/07/11	855		113,101	97.19	74,164	40,207 LT		
		01/07/11	816		113,283	85.37	70,144	43,372 LT		
ISHARES RUSSELL 2000 VALUE ETF	CASH	01/07/11	5,933	91.17	558,711	65.81	390,429	168,282	10,857	1.99
		01/07/11	2,100		292,039	58.00	122,904	85,454 LT		
		01/07/11	3,833		266,672	68.90	267,523	78,790 LT		

RICHARD & FRANCINE LOAB FAMILY FOUNDATION  
 2013 990-PF  
 ATTACHMENT A  
 BALANCE SHEET DETAIL  
 5 of 6

**Equities & Options**

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
ISHARES RUSSELL 1000 GROWTH	CASH	01/01/11	6,596	85.95	566,926	58.85	388,175	178,751	7,308	1.29
ISHARES RUSSELL MID CAP GROWTH	CASH	01/01/11	2,204	84.36	185,929	57.39	126,480	59,449	1,479	0.80
ISHARES MSCI ACWI EX US INDEX	CASH	01/01/11	5,362	46.67	250,245	44.14	236,687	13,558	6,729	2.69
SPDR DOW JONES REIT	CASH	10/06/13	2,750	71.27	195,993	72.99	200,729	-4,736	6,647	3.39
<b>Total Equities &amp; Options</b>					<b>\$1,984,241</b>		<b>\$1,490,348</b>	<b>\$493,893</b>	<b>\$34,669</b>	
<b>TOTAL EQUITIES</b>					<b>\$1,984,241</b>		<b>\$1,490,348</b>	<b>\$493,893</b>	<b>\$34,669</b>	

**MUTUAL FUNDS**

A maximum of two columns per position. The row entered in the mutual funds section. These will be the average price of the long-term holdings and the short-term holdings respectively. Funds tracked with the Average Cost Method are reported with an Average Unit Cost number.

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
ARTISAN INTERNATIONAL VALUE	CASH	01/01/11	12,127.589	36.77	445,931	36.94	448,052	2,122	11,194	2.51

RICHARD & FRANCINE LOAB FAMILY FOUNDATION  
 2013 990-PF  
 ATTACHMENT A  
 BALANCE SHEET DETAIL  
 6 of 6

MUTUAL FUNDS

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
BLACKROCK GLOBAL ALLOCATION FUND	CASH		11,491.288	21.33	244,163	19.55	224,331	19,832	3,957	1.28
MANNING AND NAPIER FUND	CASH		43,734.172	9.05	395,797	8.36	365,680	30,118	4,505	1.14
PIMCO COMMODITY REAL RETURN	CASH		31,135.507	5.41	168,443	8.51	264,951	-96,508	1,308	0.78
GUGGENHEIM MID CAP VALUE	CASH		8,764.661	25.22	221,602	32.71	286,651	-65,049		
<b>TOTAL MUTUAL FUNDS</b>					<b>\$1,655,196</b>		<b>\$1,648,666</b>	<b>\$6,531</b>	<b>\$20,961</b>	

DISCLOSURES: THE FUND'S INVESTMENT OBJECTIVE, INVESTMENT STRATEGY, AND RISK FACTORS ARE DESCRIBED IN THE FUND'S PROSPECTUS.

YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME	\$50,533
YOUR PRIRED PORTFOLIO HOLDINGS	\$16,219