Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

A Employer identification number: 20-0405627

Number and street (or P O box number if mail is not delivered to street address): C/O BRAVE WARRIOR CAPITAL INC 12 EAST 49TH STREET

Room/suite:

B Telephone number (see instructions): (212) 421-9760

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10017

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 10,470,023.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	3,824,471.	ATCH 1		
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,705.	34,705.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,846,352.			
	b Gross sales price for all assets on line 6a 6,609,796.				
	7 Capital gain net income (from Part IV, line 2)		2,846,352.		
	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) ATCH 3	15,699.	15,699.		
	12 Total. Add lines 1 through 11	6,721,227.	2,896,756.		
Operating and Administrative Expenses	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	45,000.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	250.			250.
	24 Total operating and administrative expenses. Add lines 13 through 23	45,250.			250.
	25 Contributions, gifts, grants paid	2,784,000.			2,784,000.
	26 Total expenses and disbursements Add lines 24 and 25	2,829,250.			2,784,250.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,891,977.			
	b Net investment income (if negative, enter -0-)		2,896,756.		
	c Adjusted net income (if negative, enter -0-)				

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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	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	753,821.	1,566,734.	1,566,734.
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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 6	4,652,883.	5,586,603.	8,903,289.
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 ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,406,704.	7,153,337.	10,470,023.
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	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
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 instructions)	5,406,704.	7,153,337.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,406,704.	7,153,337.	

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	5,406,704.
2	Enter amount from Part I, line 27a	2	3,891,977.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,298,681.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	2,145,344.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,153,337.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

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	2,846,352.
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	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,979,500.	5,461,789.	0.362427
2011	2,252,505.	4,527,987.	0.497463
2010	1,836,003.	4,072,933.	0.450782
2009	2,016,805.	4,084,239.	0.493802
2008	2,007,651.	6,674,325.	0.300802

2	**Total** of line 1, column (d)	2	2.105276
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	0.421055
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,348,632.
5	Multiply line 4 by line 3	5	3,515,233.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,968.
7	Add lines 5 and 6	7	3,544,201.
8	Enter qualifying distributions from Part XII, line 4	8	2,784,250.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b	1	57,935.
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	57,935.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	57,935.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 46,706.		
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	46,706.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	11,229.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ BRAVE WARRIOR CAPITAL INC Telephone no ▶ 212-421-9760

Located at ▶ 12 EAST 49TH STREET, NEW YORK, NY ZIP+4 ▶ 10017

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

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

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?			1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))					
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)			2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*			3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?			4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X

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
ATCH 8		0	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
NONE				

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
NONE		0
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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	7,315,492.
b	Average of monthly cash balances	1b	1,160,277.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,475,769.
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	
3	Subtract line 2 from line 1d	3	8,475,769.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	127,137.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,348,632.
6	**Minimum investment return.** Enter 5% of line 5	6	417,432.

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	417,432.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	57,935.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	57,935.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	359,497.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	359,497.
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	359,497.

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	2,784,250.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,784,250.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,784,250.

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					359,497.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008	1,649,733.				
b From 2009	1,813,483.				
c From 2010	1,637,850.				
d From 2011	2,049,596.				
e From 2012	1,753,577.				
f Total of lines 3a through e		8,904,239.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,784,250.					
a Applied to 2012, but not more than line 2a					
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					359,497.
e Remaining amount distributed out of corpus		2,424,753.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		11,328,992.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
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)		1,649,733.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		9,679,259.			
10 Analysis of line 9					
a Excess from 2009	1,813,483.				
b Excess from 2010	1,637,850.				
c Excess from 2011	2,049,596.				
d Excess from 2012	1,753,577.				
e Excess from 2013	2,424,753.				

Form **990-PF** (2013)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

GLENN GREENBERG & LINDA VESTER

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.

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE	PC	CHARITABLE	2,784,000.
Total . . . . . . ▶ **3a**				2,784,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	34,705.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,846,352.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 9				15,699.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,896,756.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,896,756.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Glenn H. Greenberg | 5/8/14 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MATTHEW MULLANEY	Matthew Mullaney	5/6/14		P00182667
Firm's name ▶ ANCHIN BLOCK & ANCHIN LLP			Firm's EIN ▶ 13-0436940	
Firm's address ▶ 1375 BROADWAY NEW YORK, NY 10018-7001			Phone no 212-840-3456	

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization
GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

Employer identification number
20-0405627

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

Employer identification number 20-0405627

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	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	$ 68,085.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	$ 102,827.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	$ 68,085.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	$ 102,827.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
5	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	$ 68,085.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
6	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 102,826.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

Employer identification number 20-0405627

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
7	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 68,085.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
8	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 102,826.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
9	GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 1,063,375.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
10	GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR, 12 EAST 49TH STREET NEW YORK, NY 10017	$ 1,111,750.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
11	GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 965,700.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC	20-0405627

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

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

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

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

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

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

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

Name of organization GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

Employer identification number 20-0405627

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES					VAR	VAR
6,609,796.		3,763,444.					2,846,352.	
TOTAL GAIN(LOSS)							2,846,352.	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	02-19-13	68,085.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	03-25-13	102,827.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	05-17-13	68,085.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	06-25-13	102,827.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	08-19-13	68,085.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	09-25-13	102,826.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1 (CONT'D)

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	11-18-13	68,085.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	12-26-13	102,826.
GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	07-18-13	1,063,375.
GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR, 12 EAST 49TH STREET NEW YORK, NY 10017	10-17-13	1,111,750.
GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	11-25-13	965,700.
TOTAL CONTRIBUTION AMOUNTS		3,824,471.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	34,603.	34,603.
INTEREST	102.	102.
TOTAL	34,705.	34,705.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SECURITIES LENDING COMMISSION	15,699.	15,699.
TOTALS	15,699.	15,699.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX	45,000.
TOTALS	45,000.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FILING FEE	250.	250.
TOTALS	250.	250.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		4,652,883.	5,586,603.	8,903,289.
	TOTALS	4,652,883.	5,586,603.	8,903,289.

ATTACHMENT 7

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
EXCESS OF FMV OVER COST OF SECURITIES RECEIVED		2,145,344.
	TOTAL	2,145,344.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GLENN H. GREENBERG 12 EAST 49TH STREET NEW YORK, NY 10017	SECY/TREAS/DIR 3.00	0	0	0
LINDA J. VESTER 12 EAST 49TH STREET NEW YORK, NY 10017	PRES/DIR 3.00	0	0	0
SPENCER GREENBERG 12 EAST 49TH STREET NEW YORK, NY 10017	DIR	0	0	0
GREGORY GREENBERG 12 EAST 49TH STREET NEW YORK, NY 10017	DIR	0	0	0
	GRAND TOTALS	0	0	0

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 9

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SECURITIES LENDING COMMISSION			14	15,699.	
TOTALS				15,699.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust: GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

Employer identification number: 20-0405627

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	6,609,796.	3,763,444.		2,846,352.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	2,846,352.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			
18	**Net long-term gain or (loss):**				
a	Total for year	18a			2,846,352.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			2,846,352.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21 If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28 If zero or less, enter -0-. This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
GLENN GREENBERG AND LINDA VESTER FOUNDATION,	20-0405627

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[X] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
PUBLICLY TRADED SECURITIES			6,609,796.	3,763,444.			2,846,352.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			6,609,796.	3763444.			2,846,352.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Glenn Greenberg & Linda Vester Foundation, Inc

Contributions Made

December 31, 2013

DATE	Donee	Amount
1/18/2013	The Brick Church School	15,000.00
1/23/2013	The Brick Church School	25,000.00
2/5/2013	Ursuline Academy	5,000.00
2/14/2013	Yale University	200,000.00
2/20/2013	Film Society of Lincoln Center	10,000.00
2/20/2013	The Posse Foundation	200,000.00
4/10/2013	Beginning with Children Foundation	10,000.00
4/10/2013	Classroom Inc	10,000.00
4/10/2013	Dept of OB/GYN, NY Presbetyrian	50,000.00
4/16/2013	North Salem Open Land Foundation	10,000.00
4/16/2013	Robin Hood Foundation	200,000.00
4/22/2013	Facing History and Ourselves	200,000.00
4/22/2013	The Brick Church School	10,000.00
4/22/2013	Ursuline Academy	60,000.00
5/1/2013	South Salem Presbyterian	5,000.00
5/21/2013	The Film Society of Lincoln Center	20,000.00
5/21/2013	The Ridgefield Library	15,000.00
5/21/2013	Facing History and Ourselves	10,000.00
5/21/2013	Columbia Business School	100,000.00
5/23/2013	The Posse Foundation	10,000.00
6/4/2013	The Brick Church School	14,000.00
6/25/2013	Juvenile Diabetes Research Foundation	5,000 00
7/30/2013	Lewisboro Library	15,000 00
7/30/2013	Weill Cornell Medical Center	5,000.00
8/7/2013	Common Good	50,000.00
8/8/2013	Institute of International Education	25,000 00
8/8/2013	Yale University	600,000.00
8/28/2013	Yale World Fellows Program	150,000.00
9/6/2013	Operation Opportunity	50,000 00
9/19/2013	The Film Society of Lincoln Center	50,000.00
10/7/2013	Trinity School	400,000.00
10/28/2013	Dubin Breast Center	10,000.00
10/31/2013	Classroom Inc	200,000.00
12/10/2013	Council on Foreign Relations	20,000.00
12/12/2013	Institute of International Education	25,000.00
		2,784,000.00

Distribution of Assets in Complete Liquidation, Termination, or Substantial Contraction

Statement Attached to and Made Part of Form 990-PF, Part VII – A, Item 5

Glenn Greenberg and Linda Vester Foundation, Inc.
Fed ID #: 20-0405627
Tax Year Ended: December 31, 2013

During the current year, the Foundation made the following distributions in substantial contraction.

Recipient's Name & Address	Assets Distributed	FMV
See attached	$2,784,000 (cash)	$2,784,000

Pershing Advisor Solutions LLC, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
(877) 870-7230
Member FINRA, SIPC

CORESTONE ACCOUNT™

Statement Period: 12/01/2013 - 12/31/2013

Portfolio Holdings

Opening Date	Quantity	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 16.00% of Portfolio									
Money Market									
DREYFUS TREASURY & AGENCY INST									
11/30/13	1,566,734.240	0000000872	12/31/13	1,883,794.23	1,566,734.24	0.00	101.77	0.01%	0.01%
Total Money Market				$1,883,794.23	$1,566,734.24	$0.00	$101.77		
Total Cash, Money Funds, and Bank Deposits				$1,883,794.23	$1,566,734.24	$0.00	$101.77		

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 84.00% of Portfolio								
Common Stocks								
VISTAPRINT NV SHS			Security Identifier: VPRT					
Dividend Option: Cash			CUSIP: N93540107					
12/21/11 *	140.000	30.7130	4,299.85	56.8500	7,959.00	3,659.15		
12/22/11 *	761.000	31.1950	23,739.62	56.8500	43,262.85	19,523.23		
12/28/11 *	940.000	31.4130	29,527.75	56.8500	53,439.00	23,911.25		
12/29/11 *	688.000	31.0700	21,376.37	56.8500	39,112.80	17,736.43		
Total Noncovered	2,529.000		78,943.59		143,773.65	64,830.06		
01/05/12	1,034.000	30.7320	31,776.68	56.8500	58,782.90	27,006.22		
01/09/12	217.000	31.3330	6,799.26	56.8500	12,336.45	5,537.19		
01/10/12	1,104.000	29.9140	33,025.06	56.8500	62,762.40	29,737.34		
01/11/12	1,002.000	29.8120	29,871.92	56.8500	56,963.70	27,091.78		
01/12/12	282.000	29.3780	8,284.54	56.8500	16,031.70	7,747.16		
01/13/12	79.000	29.4130	2,323.66	56.8500	4,491.15	2,167.49		
01/18/12	715.000	29.1770	20,861.48	56.8500	40,647.75	19,786.27		
06/14/12	274.000	30.8240	8,445.69	56.8500	15,576.90	7,131.21		
09/27/12	1,586.000	34.6500	54,954.26	56.8500	90,164.10	35,209.84		
10/10/12	230.000	34.2650	7,880.97	56.8500	13,075.50	5,194.53		
10/31/12	500.000	29.9100	14,955.00	56.8500	28,425.00	13,470.00		
12/31/12	660.000	32.0520	21,154.45	56.8500	37,521.00	16,366.55		
03/01/13	1,131.000	33.0500	37,379.55	56.8500	64,297.35	26,917.80		
Total Covered	8,814.000		277,712.52		501,075.90	223,363.38		
Total	11,343.000		$356,656.11		$644,849.55	$288,193.44	$0.00	

Account Number: XBW-303607
GLENN GREENBERG & LINDA

[redacted]

Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
COMCAST CORP NEW CL A SPL			**Security Identifier: CMCSK**					
Dividend Option: Cash			CUSIP: 20030N200					
09/25/02 *,3,12	6,497.000	14.3570	93,276.56	49.8800	324,070.36	230,793.80	5,067.66	1.56%
EXPRESS SCRIPTS HLDG CO COM			**Security Identifier: ESRX**					
Dividend Option: Cash			CUSIP: 30219G108					
11/14/12	2,163.000	50.2780	108,751.31	70.2400	151,929.12	43,177.81		
11/15/12	1,086.000	50.8110	55,180.53	70.2400	76,280.64	21,100.11		
11/16/12	1,088.000	51.6510	56,195.85	70.2400	76,421.12	20,225.27		
11/27/12	1,418.000	52.0300	73,777.97	70.2400	99,600.32	25,822.35		
01/08/13	1,502.000	54.0320	81,155.46	70.2400	105,500.48	24,345.02		
01/09/13	1,446.000	54.7920	79,236.17	70.2400	101,567.04	22,330.87		
01/25/13	1,394.000	54.0640	75,364.80	70.2400	97,914.56	22,549.76		
02/27/13	29.000	55.4450	1,607.90	70.2400	2,036.96	429.06		
10/15/13	922.000	63.6220	58,659.21	70.2400	64,761.28	6,102.07		
10/25/13	2,702.000	60.8410	164,393.73	70.2400	189,788.48	25,394.75		
Total Covered	**13,750.000**		**754,322.93**		**965,800.00**	**211,477.07**		
Total	**13,750.000**		**$754,322.93**		**$965,800.00**	**$211,477.07**	**$0.00**	
HALLIBURTON CO COM			**Security Identifier: HAL**					
Dividend Option: Cash			CUSIP: 406216101					
03/19/13	4,637.000	39.3730	182,573.53	50.7500	235,327.75	52,754.22	2,782.20	1.18%
04/01/13	1,724.000	39.8930	68,774.67	50.7500	87,493.00	18,718.33	1,034.40	1.18%
04/02/13	862.000	40.1750	34,630.85	50.7500	43,746.50	9,115.65	517.20	1.18%
04/03/13	806.000	38.9040	31,356.54	50.7500	40,904.50	9,547.96	483.60	1.18%
04/29/13	1,202.000	41.9260	50,394.69	50.7500	61,001.50	10,606.81	721.20	1.18%
05/10/13	879.000	43.0210	37,815.37	50.7500	44,609.25	6,793.88	527.40	1.18%
05/22/13	500.000	44.9560	22,478.15	50.7500	25,375.00	2,896.85	300.00	1.18%
05/23/13	1,161.000	42.9450	49,859.38	50.7500	58,920.75	9,061.37	696.60	1.18%
05/29/13	1,360.000	43.4490	59,090.64	50.7500	69,020.00	9,929.36	816.00	1.18%
07/25/13	907.000	44.3450	40,221.10	50.7500	46,030.25	5,809.15	544.20	1.18%
07/26/13	1,007.000	46.0450	46,367.01	50.7500	51,105.25	4,738.24	604.20	1.18%
Total Covered	**15,045.000**		**623,561.93**		**763,533.75**	**139,971.82**	**9,027.00**	
Total	**15,045.000**		**$623,561.93**		**$763,533.75**	**$139,971.82**	**$9,027.00**	
HIGHER ONE HLDGS INC COM			**Security Identifier: ONE**					
Dividend Option: Cash			CUSIP: 42983D104					
02/10/12	1,250.000	15.0610	18,826.00	9.7600	12,200.00	-6,626.00		
06/06/12	688.000	11.2170	7,717.30	9.7600	6,714.88	-1,002.42		
06/07/12	290.000	11.3280	3,285.00	9.7600	2,830.40	-454.60		
06/14/12	1,516.000	10.1170	15,337.98	9.7600	14,796.16	-541.82		
08/03/12	3,000.000	12.1810	36,543.82	9.7600	29,280.00	-7,263.82		
08/06/12	419.000	11.5660	4,846.15	9.7600	4,089.44	-756.71		

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
HIGHER ONE HLDGS INC COM *(continued)*								
08/08/12	1,895.000	11.1420	21,113.33	9.7600	18,495.20	-2,618.15		
Total Covered	9,058.000		107,689.58		88,406.08	-19,283.50		
Total	9,058.000		$107,689.58		$88,406.08	-$19,283.50	$0.00	
KINDER MORGAN MGMT LLC SHS			Security Identifier: KMR					
Dividend Option: Cash			CUSIP: 49455U100					
10/21/13	5,088.000	75.7230	385,278.29	75.6600	384,958.08	-320.21		
11/05/13	0.050	75.0000	3.75	75.6600	3.78	0.03		
		24 day(s) added to your holding period as a result of a wash sale.						
11/05/13	486.950	75.0400	36,540.90	75.6600	36,842.64	301.74		
11/06/13	3,515.000	75.1340	263,946.43	75.6600	265,795.58	1,847.15		
Total Covered	9,090.000		685,769.37		687,598.08	1,828.71		
Total	9,090.000		$685,769.37		$687,598.08	$1,828.71	$0.00	
MICROSOFT CORP COM			Security Identifier: MSFT					
Dividend Option: Cash			CUSIP: 594918104					
09/09/13	4,486.000	31.4480	141,077.97	37.4100	167,821.26	26,743.29	5,024.32	2.99%
09/09/13	2,856.000	31.6260	90,322.43	37.4100	106,842.96	16,520.53	3,198.72	2.99%
09/13/13	2,982.000	32.6130	97,252.86	37.4100	111,556.62	14,303.76	3,339.84	2.99%
09/18/13	1,492.000	33.0160	49,260.17	37.4100	55,815.72	6,555.55	1,671.04	2.99%
Total Covered	11,816.000		377,913.43		442,036.56	64,123.13	13,233.92	
Total	11,816.000		$377,913.43		$442,036.56	$64,123.13	$13,233.92	
ORACLE CORP COM			Security Identifier: ORCL					
Dividend Option: Cash			CUSIP: 68389X105					
12/21/11 *	1,935.000	25.2530	48,864.75	38.2600	74,033.10	25,168.35	928.80	1.25%
Total Noncovered	1,935.000		48,864.75		74,033.10	25,168.35	928.80	
02/27/12	4,893.000	29.1820	142,785.08	38.2600	187,206.18	44,421.10	2,348.64	1.25%
04/09/12	748.000	29.2620	21,887.83	38.2600	28,618.48	6,730.65	359.04	1.25%
04/12/12	886.000	28.5160	25,264.82	38.2600	33,898.36	8,633.54	425.28	1.25%
05/14/12	972.000	27.0490	26,291.53	38.2600	37,188.72	10,897.19	466.56	1.25%
05/15/12	946.000	27.3110	25,835.92	38.2600	36,193.96	10,358.04	454.08	1.25%
05/21/12	1,181.000	25.8480	30,526.13	38.2600	45,185.06	14,658.93	566.88	1.25%
06/27/12	1,254.000	28.2790	35,462.24	38.2600	47,978.04	12,515.80	601.92	1.25%

[redacted]

Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
ORACLE CORP COM *(continued)*								
08/03/12	1,200.000	30.5800	36,696.00	38.2600	45,912.00	9,216.00	576.00	1.25%
02/07/13	44.000	34.6780	1,525.82	38.2600	1,683.44	157.62	21.12	1.25%
03/22/13	979.000	31.9360	31,265.05	38.2600	37,456.54	6,191.49	469.92	1.25%
06/21/13	770.000	30.6020	23,563.38	38.2600	29,460.20	5,896.82	369.60	1.25%
		110 day(s) added to your holding period as a result of a wash sale.						
06/21/13	1.000	30.6200	30.62	38.2600	38.26	7.64	0.48	1.25%
		110 day(s) added to your holding period as a result of a wash sale.						
07/15/13	1,014.000	31.9740	32,422.04	38.2600	38,795.64	6,373.60	486.72	1.25%
07/16/13	767.000	32.0970	24,618.17	38.2600	29,345.42	4,727.25	368.16	1.25%
07/19/13	5,000.000	31.9310	159,654.50	38.2600	191,300.00	31,645.50	2,400.00	1.25%
Total Covered	**20,655.000**		**617,829.13**		**790,260.30**	**172,431.17**	**9,914.40**	
Total	**22,590.000**		**$666,693.88**		**$864,293.40**	**$197,599.52**	**$10,843.20**	
PRIMERICA INC COM			**Security Identifier: PRI**					
Dividend Option: Cash			CUSIP: 74164M108					
09/20/11 *	458.000	20.1360	9,222.24	42.9100	19,652.78	10,430.54	201.52	1.02%
09/21/11 *	1,496.000	20.1330	30,118.82	42.9100	64,193.36	34,074.54	658.24	1.02%
09/22/11 *	1,786.000	20.0230	35,760.54	42.9100	76,637.26	40,876.72	785.84	1.02%
09/23/11 *	520.000	20.2300	10,519.76	42.9100	22,313.20	11,793.44	228.80	1.02%
09/26/11 *	129.000	20.5020	2,644.73	42.9100	5,535.39	2,890.66	56.76	1.02%
12/14/11 *	468.000	21.7420	10,175.30	42.9100	20,081.88	9,906.58	205.92	1.02%
Total Noncovered	**4,857.000**		**98,441.39**		**208,413.87**	**109,972.48**	**2,137.08**	
08/03/12	4,000.000	27.5500	110,198.45	42.9100	171,640.00	61,441.55	1,760.00	1.02%
10/12/12	127.000	28.3810	3,604.39	42.9100	5,449.57	1,845.18	55.88	1.02%
10/22/12	378.000	27.6900	10,466.97	42.9100	16,219.98	5,753.01	166.32	1.02%
10/23/12	189.000	27.7620	5,247.02	42.9100	8,109.99	2,862.97	83.16	1.02%
10/24/12	47.000	27.8980	1,311.21	42.9100	2,016.77	705.56	20.68	1.02%
10/25/12	22.000	28.1170	618.58	42.9100	944.02	325.44	9.68	1.02%
09/06/13	182.000	37.7270	6,866.28	42.9100	7,809.62	943.34	80.08	1.02%
Total Covered	**4,945.000**		**138,312.90**		**212,189.95**	**73,877.05**	**2,175.80**	
Total	**9,802.000**		**$236,754.29**		**$420,603.82**	**$183,849.53**	**$4,312.88**	
SCHWAB CHARLES CORP NEW COM			**Security Identifier: SCHW**					
Dividend Option: Cash			CUSIP: 808513105					
08/30/12	4,251.000	13.4630	57,229.94	26.0000	110,526.00	53,296.06	1,020.24	0.92%
08/31/12	3,522.000	13.5470	47,711.83	26.0000	91,572.00	43,860.17	845.28	0.92%
09/20/12	3,459.000	13.5560	46,888.82	26.0000	89,934.00	43,045.18	830.16	0.92%
09/20/12	1,664.000	13.4770	22,425.56	26.0000	43,264.00	20,838.44	399.36	0.92%
09/21/12	2,623.000	13.5220	35,467.42	26.0000	68,198.00	32,730.58	629.52	0.92%
09/25/12	5,297.000	13.3760	70,854.26	26.0000	137,722.00	66,867.74	1,271.28	0.92%
10/15/12	4,033.000	12.9700	52,308.41	26.0000	104,858.00	52,549.59	967.92	0.92%
01/29/13	1,454.000	16.5260	24,028.08	26.0000	37,804.00	13,775.92	348.96	0.92%

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
SCHWAB CHARLES CORP NEW COM *(continued)*								
05/02/13	4.000	16.3430	65.37	26.0000	104.00	38.63	0.96	0.92%
Total Covered	26,307.000		356,979.69		683,982.00	327,002.31	6,313.68	
Total	26,307.000		$356,979.69		$683,982.00	$327,002.31	$6,313.68	
VALEANT PHARMACEUTICALS INTL			Security Identifier: VRX					
INC CDA COM ISIN#CA91911K1021			CUSIP: 91911K102					
Dividend Option: Cash								
03/10/11 *	279.000	39.4020	10,993.10	117.4000	32,754.61	21,761.51		
03/11/11 *	991.000	39.6430	39,286.01	117.4000	116,343.40	77,057.39		
03/14/11 *	466.000	40.1170	18,694.48	117.4000	54,708.40	36,013.92		
03/15/11 *	339.000	39.6670	13,447.28	117.4000	39,798.61	26,351.33		
03/16/11 *	511.000	39.6070	20,239.43	117.4000	59,991.40	39,751.97		
03/18/11 *	2,228.000	39.8890	88,872.69	117.4000	261,567.21	172,694.52		
03/21/11 *	934.000	41.2290	38,507.79	117.4000	109,651.61	71,143.82		
03/22/11 *	879.000	41.9850	36,904.46	117.4000	103,194.61	66,290.15		
03/23/11 *	402.000	43.6210	17,535.80	117.4000	47,194.79	29,658.99		
03/24/11 *	603.000	44.7140	26,962.42	117.4000	70,792.20	43,829.78		
05/02/11 *	257.000	48.2360	12,396.63	117.4000	30,171.81	17,775.18		
08/18/11 *	936.000	40.2280	37,653.51	117.4000	109,886.40	72,232.89		
09/21/11 *	1,075.000	38.2920	41,164.22	117.4000	126,204.99	85,040.77		
11/15/11 *	426.000	43.2670	18,431.91	117.4000	50,012.39	31,580.48		
Total Noncovered	10,326.000		421,089.73		1,212,272.43	791,182.70		
10/21/11 [3]	10,000.000	37.1140	371,136.00	117.4000	1,174,000.01	802,864.01		
05/22/12	640.000	47.6980	30,526.72	117.4000	75,136.00	44,609.28		
08/03/12	15.000	48.5600	728.40	117.4000	1,760.96	1,032.56		
Total Covered	10,655.000		402,391.12		1,250,896.97	848,505.85		
Total	20,981.000		$823,480.85		$2,463,169.40	$1,639,688.55	$0.00	
Total Common Stocks			$5,083,078.82		$8,348,343.08	$3,265,264.38	$48,798.34	
Preferred Stocks *(Listed by expiration date)*								
FEDERAL HOME LN MTG CORP FIXED TO FLTG			Security Identifier: FHCKI					
NON-CUM PERP PFD PERP/CAL 12/31/12@25			CUSIP: 313400624					
CALLABLE								
Dividend Option: Cash								

[redacted]

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
FEDERAL HOME LN MTG CORP FIXED TO FLTG *(continued)*								
09/03/13	8,827.000	5.2700	46,518.29	8.9700	79,178.19	32,659.90		
FEDERAL HOME LN MTG CORP PFD 5.30%			**Security Identifier: FREJP**					
CALLABLE			CUSIP: 313400822					
Dividend Option: Cash								
09/12/13	838.000	9.1500	7,667.70	13.0100	10,902.38	3,234.68	2,220.70	20.36%
10/02/13	695.000	9.5500	6,637.25	13.0100	9,041.95	2,404.70	1,841.75	20.36%
10/22/13	769.000	10.1000	7,766.90	13.0100	10,004.69	2,237.79	2,037.85	20.36%
Total Covered	**2,302.000**		**22,071.85**		**29,949.02**	**7,877.17**	**6,100.30**	
Total	**2,302.000**		**$22,071.85**		**$29,949.02**	**$7,877.17**	**$6,100.30**	
FEDERAL NATL MTG ASSN PFD SER O VAR			**Security Identifier: FNMFN**					
RATE CALLABLE			CUSIP: 313586794					
Dividend Option: Cash								
09/06/13	2,623.000	10.0500	26,361.15	14.2000	37,246.60	10,885.45		
Total Preferred Stocks			**$94,951.29**		**$146,373.81**	**$51,422.52**	**$6,100.30**	
Total Equities			**$5,178,029.91**		**$8,494,716.81**	**$3,316,686.90**	**$54,898.64**	
OTHER RESTRICTED METRO BANK PLC A SYMBOL: [illegible]	14,172.00		408,572.57		408,572.57			

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	$5,586,602.48	8,903,289.38	**$3,316,686.90**	**$0.00**	**$55,000.41**

* Noncovered under the cost basis rules as defined below.

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered "noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally will be phased in over a three-year period, as follows:

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury.

9 The cost basis of this security has been provided to us by you or your introducing firm and Pershing makes no representation as to the accuracy of this information.

12 Pershing has received updated cost basis information, therefore cost basis provided on previous client brokerage statements may differ from the new cost basis reported in this section.