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For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation
EL ROI FOUNDATIONA Employer identification number
20-3762869

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

11 CUSHING

City or town, state or province, country, and ZIP or foreign postal code

IRVINE, CA 92618

B Telephone number (see instructions)

(949) 458-1234

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return (SEE ATTACHED)

Name change

H Check type of organization

Section 501(c)(3) exempt private foundation

 Section 4947(a)(1) nonexempt charitable trust

 Other taxable private foundation

I Fair market value of all assets at

J Accounting method

Cash

X Accrual

 Other (specify) _____

16 ► \$ 16,442,426.

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► 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)
1 Contributions, gifts, grants, etc received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 3,085,223.	590,851.	445,870.		ATCH 1
7 Capital gain net income (from Part IV, line 2) .	-21,957.			
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)	-568,894.	445,870.		
12 Total. Add lines 1 through 11				
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) ATCH 2 . .	5,525.			5,525.
c Other professional fees (attach schedule) * . .	35,315.	26,315.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 4 . .	10,000.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	235.	150.		85.
24 Total operating and administrative expenses.				
Add lines 13 through 23	51,075.	26,465.		5,610.
25 Contributions, gifts, grants paid	627,000.			627,000.
26 Total expenses and disbursements Add lines 24 and 25	678,075.	26,465.	0	632,610.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . .	-109,181.			
b Net investment income (if negative, enter -0-) . .		419,405.		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	2,634,569.	2,200,239.	2,200,239.
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). **	11,278,586.	14,070,716.	14,070,716.
b	Investments - corporate stock (attach schedule) ATCH 7	3,090,453.		
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 ► ATCH 8)	113,823.	171,471.	171,471.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	17,117,431.	16,442,426.	16,442,426.
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	
Liabilities	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	17,117,431.	16,442,426.	
25	Temporarily restricted			
26	Permanently restricted			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, . . . ► <input type="checkbox"/> check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	17,117,431.	16,442,426.	
31	Total liabilities and net assets/fund balances (see instructions)	17,117,431.	16,442,426.	

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)	17,117,431.
2	Enter amount from Part I, line 27a	-109,181.
3	Other increases not included in line 2 (itemize) ►	
4	Add lines 1, 2, and 3	17,008,250.
5	Decreases not included in line 2 (itemize) ► ATCH 9	565,824.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	16,442,426.

**ATCH 6

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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			(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					
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	-21,957.	
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	706,765.	17,138,700.	0.041238
2011	793,045.	17,324,198.	0.045777
2010	770,795.	17,557,118.	0.043902
2009	833,435.	17,764,879.	0.046915
2008	853,285.	17,376,169.	0.049107

2 Total of line 1, column (d)	2	0.226939
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	0.045388
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,494,327.
5 Multiply line 4 by line 3	5	748,645.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,194.
7 Add lines 5 and 6	7	752,839.
8 Enter qualifying distributions from Part XII, line 4	8	632,610.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	8,388.
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 . . .			
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	8,388.
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	8,388.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a		13,611.
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c		10,000.
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	TAX PAID W/ O.R. 23,611.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .		8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	15,223.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► <input type="checkbox"/> OR OVERPAYMENT 12,503. Refunded ► <input type="checkbox"/> 11 2,720.		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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	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		
d	Did the foundation file Form 1120-POL for this year? . . .		
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	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . If "Yes," attach the statement required by General Instruction T	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CALIFORNIA		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . .	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . .		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . .	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► BOLAR HIRSCH & JENNINGS LLP Telephone no ► 949-224-3300 Located at ► 18101 VON KARMAN AVENUE, SUITE 1440 IRVINE, CA ZIP+4 ► 92612		
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X No

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	
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? 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	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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

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)?

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 Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 88707a 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?

5b

6b

X

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 10		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 ►

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (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	15,496,181.
b	Average of monthly cash balances	1b	1,249,329.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	16,745,510.
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	16,745,510.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	251,183.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,494,327.
6	Minimum investment return. Enter 5% of line 5	6	824,716.

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	824,716.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,388.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,388.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	816,328.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	816,328.
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	816,328.

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	632,610.
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	632,610.
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	632,610.

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				816,328.
2 Undistributed income, if any, as of the end of 2013			353,478.	
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				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 632,610.			353,478.	
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				279,132.
e Remaining amount distributed out of corpus				
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				
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				537,196.
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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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

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))

TIM & SHERRY O'NEIL

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

NONE.

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 11				
Total			► 3a	627,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	
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	590,851.
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	-21,957.
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					568,894.
13 Total Add line 12, columns (b), (d), and (e)				13	568,894.

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

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

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

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.

Sign
Here

John A. Neal
Signature of officer or trustee

$$\therefore 8 \sqrt{5} \mid 0$$

11

President

May the IRS discuss this return
with the preparer shown below

Paid Preparer Use Only	Print/Type preparer's name DANIEL R BOLAR	Preparer's signature 	Date 7-21-16	Check <input type="checkbox"/> if self-employed	PTIN P00157895
	Firm's name ► BOLAR HIRSCH & JENNINGS LLP	Firm's EIN ► 33-0480814			
	Firm's address ► 18101 VON KARMAN AVENUE, #1440 IRVINE, CA	92612	Phone no	949-224-3300	

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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			
		0.142 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 1.				P	03/28/2013	04/03/2013
1.		0.138 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 1.				P	05/31/2013	06/12/2013
		56 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 552.				P	12/31/2012	06/12/2013
550.					-2.			
		59 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 582.				P	11/30/2012	06/12/2013
579.					-3.			
		48 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 473.				P	03/28/2013	06/12/2013
471.					-2.			
		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 10.				P	12/17/2012	06/12/2013
10.								
		54 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 532.				P	01/31/2013	06/12/2013
530.					-2.			
		71 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 703.				P	08/31/2012	06/12/2013
697.					-6.			
		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 10.				P	06/29/2012	06/12/2013
10.								
		69 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 680.				P	06/29/2012	06/12/2013
678.					-2.			
		34 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 334.				P	05/31/2013	06/12/2013
334.								
		71 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 701.				P	07/31/2012	06/12/2013
697.					-4.			

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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			
		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 10.				P	11/30/2012	06/12/2013
10.		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 10.				P	05/31/2013	06/12/2013
334.		34 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 335.				P	12/17/2012	06/12/2013
422.		43 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 424.				P	04/30/2013	06/12/2013
10.		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 10.				P	02/28/2013	06/12/2013
511.		52 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 512.				P	02/28/2013	06/12/2013
452.		46 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 455.				P	10/31/2012	06/12/2013
10.		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 10.				P	10/05/2012	06/12/2013
10.		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 10.				P	10/31/2012	06/12/2013
570.		58 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 574.				P	10/05/2012	06/12/2013
2.		0.179 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 2.				P	03/28/2013	04/03/2013
412.		41 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 413.				P	12/31/2012	06/12/2013
								-1.

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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			
		34 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 342.				P	02/28/2013	06/12/2013
342.		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	02/28/2013	06/12/2013
10.		0.959 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	05/31/2013	06/12/2013
10.		38 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 382.				P	01/31/2013	06/12/2013
382.		48 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 482.				P	07/31/2012	06/12/2013
482.		45 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 452.				P	10/31/2012	06/12/2013
452.		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	10/31/2012	06/12/2013
10.		45 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 452.				P	08/31/2012	06/12/2013
452.		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	08/31/2012	06/12/2013
10.		36 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 362.				P	04/30/2013	06/12/2013
362.		44 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 442.				P	10/05/2012	06/12/2013
442.		41 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 412.				P	11/30/2012	06/12/2013

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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			
		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	12/31/2012	06/12/2013
10.		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	06/29/2012	06/12/2013
10.		38 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 382.				P	03/28/2013	06/12/2013
382.		49 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 492.				P	06/29/2012	06/12/2013
492.		493.					-1.	
372.		37 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 372.				P	05/31/2013	06/12/2013
10.		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	07/31/2012	06/12/2013
3.		0.302 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 3.				P	03/28/2013	04/03/2013
256.		26 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 258.				P	11/30/2012	06/12/2013
246.		25 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 247.				P	08/31/2012	06/12/2013
59.		6 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 59.				P	12/12/2012	06/12/2013
10.		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	12/31/2012	06/12/2013
246.		25 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 247.				P	01/31/2013	06/12/2013
								-1.

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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			
818.		83 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 820.				P	12/12/2012	06/12/2013 -2.
10.		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	12/12/2012	06/12/2013
10.		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	01/31/2013	06/12/2013
9.		0.961 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	05/31/2013	06/12/2013 -1.
266.		27 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 267.				P	02/28/2013	06/12/2013 -1.
246.		25 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 247.				P	12/31/2012	06/12/2013 -1.
207.		21 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 208.				P	05/31/2013	06/12/2013 -1.
3.		0.301 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 3.				P	12/31/2012	01/24/2013
4.		0.374 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 4.				P	03/28/2013	04/03/2013
2.		0.212 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2.				P	03/28/2013	04/17/2013
8.		0.801 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 8.				P	05/31/2013	06/12/2013
2,758.		267 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,844.				P	11/30/2012	06/12/2013 -86.

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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			
		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P	10/01/2012	06/12/2013 -1.
10.		191 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,025.				P	08/31/2012	06/12/2013 -52.
1,973.		200 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,080.				P	05/31/2013	06/12/2013 -14.
2,066.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P	04/30/2013	06/12/2013 -1.
10.		245 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,580.				P	04/30/2013	06/12/2013 -49.
2,531.		229 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,405.				P	03/28/2013	06/12/2013 -39.
2,366.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P	07/31/2012	06/12/2013 -1.
10.		248 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,599.				P	07/02/2012	06/12/2013 -37.
2,562.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 10.				P	07/02/2012	06/12/2013 -43.
10.		205 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,161.				P	12/12/2012	06/12/2013 -81.
2,118.		259 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,756.				P	11/01/2012	06/12/2013 -81.
2,675.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 10.				P	02/28/2013	06/12/2013
10.								

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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			
1,890.		183 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,922.				P	02/28/2013	06/12/2013 -32.
10.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P	12/12/2012	06/12/2013 -1.
10.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P	11/01/2012	06/12/2013 -1.
1,808.		175 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,832.				P	01/31/2013	06/12/2013 -24.
10,051.		973 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 10,255.				P	12/12/2012	06/12/2013 -204.
10.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P	01/31/2013	06/12/2013 -1.
2,324.		225 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,365.				P	12/31/2012	06/12/2013 -41.
2,521.		244 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,564.				P	12/27/2012	06/12/2013 -43.
10.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P	12/12/2012	06/12/2013 -1.
1,673.		162 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,727.				P	10/01/2012	06/12/2013 -54.
10.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P	12/31/2012	06/12/2013 -1.
2,025.		196 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,074.				P	07/31/2012	06/12/2013 -49.

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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)	
		1 SHS PIMCO LOW DURATION FD				P	03/28/2013	06/12/2013
10.		PROPERTY TYPE: SECURITIES					-1.	
		11.						
		72 SHS FEDERATED ADJUSTABLE				P	04/30/2012	06/12/2013
707.		PROPERTY TYPE: SECURITIES					-3.	
		710.						
		79 SHS FEDERATED ADJUSTABLE				P	03/30/2012	06/12/2013
776.		PROPERTY TYPE: SECURITIES					-2.	
		778.						
		70 SHS FEDERATED ADJUSTABLE				P	02/29/2012	06/12/2013
687.		PROPERTY TYPE: SECURITIES					-1.	
		688.						
		72 SHS FEDERATED ADJUSTABLE				P	01/31/2012	06/12/2013
707.		PROPERTY TYPE: SECURITIES					-1.	
		708.						
		1 SHS FEDERATED ADJUSTABLE				P	05/31/2012	06/12/2013
10.		PROPERTY TYPE: SECURITIES					-1.	
		10.						
		72 SHS FEDERATED ADJUSTABLE				P	05/31/2012	06/12/2013
707.		PROPERTY TYPE: SECURITIES					-3.	
		710.						
		1 SHS FEDERATED ADJUSTABLE				P	02/29/2012	06/12/2013
10.		PROPERTY TYPE: SECURITIES					-1.	
		10.						
		48 SHS FEDERATED MUNICIPAL				P	03/30/2012	06/12/2013
482.		PROPERTY TYPE: SECURITIES					-1.	
		482.						
		55 SHS FEDERATED MUNICIPAL				P	01/31/2012	06/12/2013
553.		PROPERTY TYPE: SECURITIES					-1.	
		553.						
		51 SHS FEDERATED MUNICIPAL				P	05/31/2012	06/12/2013
513.		PROPERTY TYPE: SECURITIES					-1.	
		513.						
		1 SHS FEDERATED MUNICIPAL				P	02/29/2012	06/12/2013
10.		PROPERTY TYPE: SECURITIES					-1.	
		10.						

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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			
		47 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 473.				P	02/29/2012	06/12/2013 -1.
472.		49 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 492.				P	04/30/2012	06/12/2013
		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	04/30/2012	06/12/2013
		23 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 228.				P	05/11/2011	04/03/2013
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	04/30/2012	06/12/2013
		23 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 227.				P	05/23/2011	06/12/2013 -1.
		20 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 197.				P	05/25/2011	06/12/2013 -2.
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	05/11/2011	06/12/2013
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	01/31/2012	06/12/2013
		21 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 207.				P	06/07/2011	06/12/2013 -1.
		26 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 256.				P	02/29/2012	06/12/2013 2.
		23 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 227.				P	03/30/2012	06/12/2013 2.

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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			
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	05/23/2011	06/12/2013
10.		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	02/29/2012	06/12/2013
276.		28 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 273.				P	01/31/2012	06/12/2013
246.		25 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 248.				P	05/11/2011	06/12/2013
10.		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	05/25/2011	06/12/2013
10.		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	06/07/2011	06/12/2013
207.		21 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 209.				P	05/11/2011	06/12/2013
10.		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	05/31/2012	06/12/2013
207.		21 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 206.				P	04/30/2012	06/12/2013
217.		22 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 216.				P	05/31/2012	06/12/2013
746.		71 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 743.				P	05/11/2011	04/03/2013
10.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 10.				P	01/31/2012	06/12/2013

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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)	
2,376.		230 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,397.				P	02/29/2012	06/12/2013 -21.
10.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P	04/30/2012	06/12/2013 -1.
2,644.		256 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,680.				P	04/30/2012	06/12/2013 -36.
2,944.		285 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,984.				P	05/31/2012	06/12/2013 -40.
2,169.		210 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,184.				P	03/30/2012	06/12/2013 -15.
1,560.		151 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,589.				P	05/11/2011	06/12/2013 -29.
2,583.		250 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,605.				P	01/31/2012	06/12/2013 -22.
10.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P	05/11/2011	06/12/2013 -1.
49,989.		5,075 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 49,887.				P	05/11/2011	04/03/2013 102.
687.		70 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 688.				P	08/31/2011	06/12/2013 -1.
589.		60 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 589.				P	10/31/2011	06/12/2013
599.		61 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES 599.				P	11/30/2011	06/12/2013

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		
		70 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P	12/30/2011
687.		688.			-1.		06/12/2013
		83 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P	06/30/2011
815.		815.					06/12/2013
		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P	07/29/2011
10.		10.					06/12/2013
		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P	09/30/2011
10.		10.					06/12/2013
		74 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P	09/30/2011
727.		727.					06/12/2013
		80 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P	07/29/2011
786.		787.			-1.		06/12/2013
		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P	12/30/2011
10.		10.					06/12/2013
		86,480 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P	05/11/2011
849,234.		850,099.			-865.		06/12/2013
		51 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P	05/31/2011
501.		501.					06/12/2013
		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P	05/31/2011
10.		10.					06/12/2013
		4,969 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES				P	05/11/2011
49,988.		49,839.			149.		04/03/2013
		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES				P	12/30/2011
10.		10.					06/12/2013

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			
		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	06/30/2011	06/12/2013
10.		73 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 734.				P	09/30/2011	06/12/2013
734.		69 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 693.				P	06/30/2011	06/12/2013
693.		73 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 734.				P	07/29/2011	06/12/2013
734.		60 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 603.				P	11/30/2011	06/12/2013
603.		54,850 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 551,243.				P	05/11/2011	06/12/2013
551,243.		550,146.					1,097.	
		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	09/30/2011	06/12/2013
10.		75 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 754.				P	08/31/2011	06/12/2013
754.		45 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 452.				P	05/31/2011	06/12/2013
452.		452.						
		69 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 693.				P	10/31/2011	06/12/2013
693.		692.					1.	
		59 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 593.				P	12/30/2011	06/12/2013
593.		592.					1.	
		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	08/31/2011	06/12/2013
10.		10.						

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			
		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	07/29/2011	06/12/2013
		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES 10.				P	11/30/2011	06/12/2013
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	05/11/2011	04/03/2013
		4,979 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 49,392.				P	05/11/2011	04/03/2013
		-100.						
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	05/11/2011	04/03/2013
		21 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 208.				P	05/11/2011	04/03/2013
		25 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 248.				P	05/11/2011	04/03/2013
		0.203 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 2.				P	05/11/2011	04/03/2013
		2.						
		184 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 1,781.				P	12/07/2011	06/12/2013
		31.						
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	12/07/2011	06/12/2013
		10.						
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	10/31/2011	06/12/2013
		10.						
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	09/30/2011	06/12/2013
		10.						

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)	
		29 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 284.				P	10/31/2011	06/12/2013 2.
286.		39 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 381.				P	11/30/2011	06/12/2013 3.
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	05/31/2011	06/12/2013
10.		38 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 368.				P	12/30/2011	06/12/2013 6.
		31 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 303.				P	09/30/2011	06/12/2013 2.
305.		89 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 862.				P	12/07/2011	06/12/2013 15.
		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	08/31/2011	06/12/2013
10.		18 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 178.				P	05/31/2011	06/12/2013 -1.
		29 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 287.				P	06/30/2011	06/12/2013 -1.
286.		1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 10.				P	06/30/2011	06/12/2013
		26 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 257.				P	07/29/2011	06/12/2013 -1.
256.		28 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 275.				P	08/31/2011	06/12/2013 1.

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			
245,295.			24,903 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 247,038.			P	05/11/2011	06/12/2013 -1,743.
11.			1 SHS PIMCO SHORT-TERM FUND PROPERTY TYPE: SECURITIES 11.			P	11/30/2011	06/12/2013
1.			0.08 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1.			P	05/11/2011	01/24/2013
11.			1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.			P	05/11/2011	01/24/2013
1,585.			151 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,587.			P	05/11/2011	01/24/2013 -2.
49,250.			4,686 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 49,250.			P	05/11/2011	04/03/2013
1,494.			142 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,492.			P	05/11/2011	04/17/2013 2.
4.			0.374 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 4.			P	05/11/2011	04/17/2013
1,921.			186 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,953.			P	06/30/2011	06/12/2013 -32.
10.			1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.			P	06/30/2011	06/12/2013 -1.
10.			1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 10.			P	12/07/2011	06/12/2013
6,084.			589 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 6,049.			P	12/28/2011	06/12/2013 35.

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		
		234 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 2,408.				P 12/30/2011	06/12/2013 9.
2,417.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 10.				P 12/07/2011	06/12/2013
		108,552 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,140,882.				P 05/11/2011	06/12/2013 -19,540.
1,121,342.		109 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,148.				P 05/31/2011	06/12/2013 -22.
		169 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,753.				P 10/31/2011	06/12/2013 -8.
1,126.		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P 09/30/2011	06/12/2013
		1 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 11.				P 08/31/2011	06/12/2013
11.		166 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,710.				P 11/30/2011	06/12/2013 5.
1,745.		175 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,799.				P 09/30/2011	06/12/2013 9.
		171 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,799.				P 07/29/2011	06/12/2013
1,808.		188 SHS PIMCO LOW DURATION FD PROPERTY TYPE: SECURITIES 1,965.				P 08/31/2011	06/12/2013 -33.
		1 SHS FEDERATED ADJUSTABLE PROPERTY TYPE: SECURITIES				P 10/04/2012	04/03/2013 -23. 10.
1,766.							
1,942.							
10.							

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)	
10.		1 SHS FEDERATED MUNICIPAL PROPERTY TYPE: SECURITIES			P	10/04/2012 10.	04/03/2013
TOTAL GAIN(LOSS)						<u>-21,957.</u>	

ELA TM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Government Securities					
500,000	U.S. TREASURY NOTE 4.250% NOV 15 2014 04.250% NOV 15 2014	09/13/07	497,929.69	517,635.00	21,250.00
700,000	U.S. TREASURY NOTE ORIGINAL UNIT TOTAL COST. 110.3359772,351.57	11/17/08	711,149.63	724,689.00	29,750.00
500,000	U.S. TREASURY NOTE ORIGINAL UNIT TOTAL COST. 111.0000/555,000.00	11/19/08	508,459.37	517,635.00	21,250.00
1,500,000	U.S. TREASURY NOTE 4.250% AUG 15 2015 04.250% AUG 15 2015	11/17/08	1,531,592.23	1,595,805.00	63,750.00
700,000	U.S. TREASURY NOTE 4.500% NOV 15 2015 04.500% NOV 15 2015	11/17/08	719,682.15	754,110.00	31,500.00

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Account No.
6YJ-07044
X 9999999



EMI[™] Fiscal Statement

FAO EL ROI FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income		
Government Securities									
Government Securities									
500,000	U.S. TREASURY NOTE 4.875% AUG 15 2016	11/18/08	520,062.34	555,470.00	35,407.66	9,140.63	24,375.00		
1,200,000	U.S. TREASURY NOTE 4.625% NOV 15 2016	11/18/08	1,240,208.15	1,332,000.00	91,791.85	7,052.48	55,500.00		
3,000,000	U.S. TREASURY NOTE 4.750% AUG 15 2017	09/12/07	3,034,502.04	3,389,310.00	354,807.96	53,437.50	142,497.00		
			8,763,585.60	9,386,654.00	623,068.40	106,720.57	389,872.00		
Municipal Bonds									
700,000	SOUTHERN CALIF PUB PWR AUTH REV SER A RF SEP12 05.000%6JUL01 17	07/02/13	790,901.31	802,578.00	11,676.69	17,500.00	35,000.00		
200,000	CALIFORNIA ST DEPT WTR RES CENT VY PJ REV AJ RF OCT11 05.000%6DEC01 17	07/02/13	229,070.03	232,898.00	3,827.97	833.33	10,000.00		
315,000	SANTA CLARA VY CA TRN AT SLSRV MEASURE A RF AMBAC SEP07 05.000%6APR01 19	06/26/13	349,616.89	353,767.05	4,150.16	3,937.50	15,750.00		
250,000	CALIFORNIA ST DEPT WTR RES CENT VY PJ REV AF RF MAR09 05.000%6DEC01 20	07/10/13	287,599.39	289,905.00	2,305.61	1,041.67	12,500.00		
PLEASE SEE REVERSE SIDE									
Page 6 of 14				Statement Period Year Ending 12/31/13		Account No 6YJ-07044			

FAO EL ROI FOUNDATION

ELROI™ **Fiscal Statement**



Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Municipal Bonds							
650,000	CALIFORNIA ST VAR PURP APR09 05.500%APR01 21 MOODY'S: A1 S&P: A	02/06/13	781,125.15	754,032.50	(27,092.65)	8,937.50	35,750.00
400,000	CALIFORNIA ST VAR PURP LT OCT09 05.000%OCT01 20	02/05/13	476,347.42	458,652.00	(17,695.42)	5,000.00	20,000.00
500,000	CALIFORNIA ST ECONOMIC RECOVERY LT SER A RF NOV09 05.000%JUL01 20	02/05/13	597,879.89	583,570.00	(14,309.89)	12,500.00	25,000.00
500,000	GROSSMONT-CUYAMACA CALIF CCD LT RF AGC JUN08 05.000%AUG01 21	02/05/13	580,594.84	569,185.00	(11,409.84)	10,416.67	25,000.00
550,000	CALIFORNIA ST DEPT WTR RES PWR SUPPLY REV F-3 DEC05 05.000%MAY01 20	07/03/13	620,572.49	639,474.00	18,901.51	4,583.33	27,500.00
Total Municipal Bonds			4,713,707.41	4,684,061.55	(29,645.86)	64,750.00	206,510.00

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X 99999999
X



STATEMENT A

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

ATTACHMENT 1

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH	590,851.	445,870.
TOTAL	<u>590,851.</u>	<u>445,870.</u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	5,525.			5,525.
TOTALS		5,525.		5,525.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	35,315.	26,315.
TOTALS	<u><u>35,315.</u></u>	<u><u>26,315.</u></u>

ATTACHMENT 4

FORM 990PF, PART I - TAXESREVENUE
AND
EXPENSES
PER BOOKSDESCRIPTION

FEDERAL EXCISE TAX	10,000.
TOTALS	<u>10,000.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE FILING FEES	85.		85.
BANK SERVICE CHARGES	150.	150.	
TOTALS	235.	150.	85.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH (SEE STMT A)	<u>9,386,654.</u>	<u>9,386,654.</u>
US OBLIGATIONS TOTAL	<u><u>9,386,654.</u></u>	<u><u>9,386,654.</u></u>
MERRILL LYNCH (SEE STMT A)	<u>4,684,062.</u>	<u>4,684,062.</u>
STATE OBLIGATIONS TOTAL	<u><u>4,684,062.</u></u>	<u><u>4,684,062.</u></u>
US AND STATE OBLIGATIONS TOTAL	<u><u>14,070,716.</u></u>	<u><u>14,070,716.</u></u>

ATTACHMENT 6DESCRIPTION

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH (SEE STMT A)	<u>9,386,654.</u>	<u>9,386,654.</u>
US OBLIGATIONS TOTAL	<u><u>9,386,654.</u></u>	<u><u>9,386,654.</u></u>
MERRILL LYNCH (SEE STMT A)	<u>4,684,062.</u>	<u>4,684,062.</u>
STATE OBLIGATIONS TOTAL	<u><u>4,684,062.</u></u>	<u><u>4,684,062.</u></u>
US AND STATE OBLIGATIONS TOTAL	<u><u>14,070,716.</u></u>	<u><u>14,070,716.</u></u>

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

MERRILL LYNCH

TOTALS

BOOK VALUE

NONE

NONE

NONE

ENDING
FMV

NONE

NONE

NONE

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST & DIVIDEND RECEIVABLE	171,471.	171,471.
TOTALS	<u>171,471.</u>	<u>171,471.</u>

ATTACHMENT 8

ENDING
FMV

171,471.

171,471.

INTEREST & DIVIDEND RECEIVABLE

TOTALS

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON SECURITIES	565,824.
TOTAL	<u>565,824.</u>

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

SHERRY O'NEIL
11 CUSHING
IRVINE, CA 92618

TIM O'NEIL
11 CUSHING
IRVINE, CA 92618

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

PRESIDENT/AS REQUIRED

DIRECTOR/AS REQUIRED

GRAND TOTALS

NAME AND ADDRESSTITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

0

0

0

COMPENSATIONBENEFIT PLANSCONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANSEXPENSE ACCT
AND OTHER
ALLOWANCES

ATTACHMENT 10

FORM 900E-PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	AND	FOUNDATION STATUS OF RECIPIENT		
CALvary CHAPEL OF COSTA MESA 3800 SOUTH FAIRVIEW ROAD SANTA ANA, CA 92704	NONE EXEMPT		CHRISTIAN MISSION FUNDING	110,000
SAMARITAN'S PURSE P O BOX 3000 BOONE, NC 28607	NONE EXEMPT		DISASTER AID, MEDICAL CARE IN JESUS' NAME	110,000
THE SHEEPFOLD P O BOX 4487 ORANGE, CA 92863	NONE EXEMPT		HOUSING AND TRAINING FOR ABUSED WOMEN IN JESUS' NAME	198,000
WYCLIFFE ASSOCIATES P O BOX 2000 ORANGE, CA 92859	NONE EXEMPT		BIBLE TRANSLATION	110,000
NINOS DE LA LUZ P O BOX 7686 CAPISTRANO BEACH, CA 92624	NONE EXEMPT		PROVIDE A SAFE ENVIRONMENT AND EDUCATION TO HOMELESS CHILDREN IN JESUS' NAME	55,000
ORANGE COUNTY RESCUE MISSION P O BOX 4007 SANTA ANA, CA 92702	NONE EXEMPT		ASSISTANCE TO THE HOMELESS IN THE NAME OF CHRIST	44,000
			TOTAL CONTRIBUTIONS PAID	<u>627,000</u>

ATTACHMENT 11

FEDERAL FOOTNOTES

THE TAXPAYER IS FILING AN AMENDED RETURN TO CORRECT THE NET INVESTMENT INCOME REPORTED ON FORM 990-PF, PART I, LINE 4, COLUMN (B) AND THE INVESTMENT ADVISORY FEES REPORTED ON FORM 990-PF, PART I, LINE 16C, COLUMN (B). THE TAXPAYER INADVERTENTLY INCLUDED TAX-EXEMPT INTEREST AND DIVIDENDS AND THE RELATED INVESTMENT ADVISORY FEES ON THE ORIGINALLY FILED RETURN.