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Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

▶ 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: TBL CHARITABLE FOUNDATION | A Employer identification number: 20-3982689 |
| Number and street (or P O box number if mail is not delivered to street address): 15 CHARLESDEN PARK; Room/suite: | B Telephone number (see instructions): (617) 332-0705 |
| City or town, state or province, country, and ZIP or foreign postal code: NEWTONVILLE, MA 02460 | 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: [X] 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) ▶ $ 13,616,921. J Accounting method: [X] 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))*

| | Line | Description | (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) | 3,589,670. | | | |
| | 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 | 216,614. | 216,614. | | ATCH 1 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 411,708. | | | |
| | b | Gross sales price for all assets on line 6a 5,459,467. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 411,708. | | |
| | 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 2 | 6,888. | 5,533. | | |
| | 12 | **Total** Add lines 1 through 11 | 4,224,880. | 633,855. | | |
| 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) ATCH 3 | 5,000. | | | 5,000. |
| | c | Other professional fees (attach schedule) * | 58,208. | 58,208. | | |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) ATCH 5 | 23,256. | 3,256. | | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) ATCH 6 | 125. | | | 125. |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 86,589. | 61,464. | | 5,125. |
| | 25 | Contributions, gifts, grants paid | 546,000. | | | 546,000. |
| | 26 | **Total expenses and disbursements** Add lines 24 and 25 | 632,589. | 61,464. | 0 | 551,125. |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 3,592,291. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 572,391. | | |
| | 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 | (c) Fair Market Value |
|---|---|---|---|---|
| **Assets** | 1 Cash - non-interest-bearing | 53,066. | 806,373. | 806,373. |
| | 2 Savings and temporary cash investments | | | |
| | 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 7 | 4,293,305. | 6,977,723. | 8,793,834. |
| | c Investments - corporate bonds (attach schedule) ATCH 8 | 3,822,941. | 3,977,507. | 4,016,714. |
| | 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) | 8,169,312. | 11,761,603. | 13,616,921. |
| **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** ▶ X **and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | 8,169,312. | 11,761,603. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117,** ▶ ☐ **check here and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 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) | 8,169,312. | 11,761,603. | |
| | 31 **Total liabilities and net assets/fund balances** (see instructions) | 8,169,312. | 11,761,603. | |

**Part III Analysis of Changes in Net Assets or Fund Balances**

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 8,169,312. |
| 2 | Enter amount from Part I, line 27a | 2 | 3,592,291. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 11,761,603. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 11,761,603. |

## 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** 411,708.

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 | 578,670. | 8,688,802. | 0.066600 |
| 2011 | 254,000. | 4,612,533. | 0.055067 |
| 2010 | | 2,795. | |
| 2009 | | 2,804. | |
| 2008 | 9,998. | 7,609. | 1.313970 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 1.435637 |
| 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 | 0.287127 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 10,363,300. |
| 5 | Multiply line 4 by line 3 | 5 | 2,975,583. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,724. |
| 7 | Add lines 5 and 6 | 7 | 2,981,307. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 551,125. |

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 | 11,448. |
| 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 | 11,448. |
| 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 | 11,448. |
| 6 | Credits/Payments | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 14,377. | | |
| b | Exempt foreign organizations - tax withheld at source — 6b: | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c: 12,000. | | |
| d | Backup withholding erroneously withheld — 6d: | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 26,377. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | |
| 10 | **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | 14,929. |
| 11 | Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 14,929. **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)? *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* | 1b | | X |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | N/A |
| 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 | | N/A |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 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) ▶ MA, | | | |
| 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)*

| | | | 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 ▶ F. THOMSON LEIGHTON Telephone no ▶ 617-332-0705

Located at ▶ 15 CHARLESDEN PARK NEWTONVILLE, MA ZIP+4 ▶ 02460

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 |

| | | | 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 ▶ | | | N/A |

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

| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | N/A |
| | 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 | | N/A |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No | | | |
| b | If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013 )* | 3b | | N/A |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | | X |

## 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** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

*If "Yes," attach the statement required by Regulations section 53 4945-5(d)*

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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

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

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

## 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 9 | | 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 | 9,962,543. |
| b | Average of monthly cash balances | 1b | 558,574. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 10,521,117. |
| 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 | 10,521,117. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 157,817. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 10,363,300. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 518,165. |

**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 | 518,165. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 11,448. | | |
| b | Income tax for 2013 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 11,448. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 506,717. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 506,717. |
| 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 | 506,717. |

**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 | 551,125. |
| 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 | 551,125. |
| 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 | 551,125. |

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

## Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|---|---|---|---|---|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 506,717. |
| 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 ... 9,622. | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 ... 24,577. | | | | |
| e From 2012 ... 149,827. | | | | |
| f Total of lines 3a through e | 184,026. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 551,125. | | | | |
| 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 | | | | 506,717. |
| e Remaining amount distributed out of corpus | 44,408. | | | |
| 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 | 228,434. | | | |
| 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) | 9,622. | | | |
| 9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | 218,812. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 ... 24,577. | | | | |
| d Excess from 2012 ... 149,827. | | | | |
| e Excess from 2013 ... 44,408. | | | | |

**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) )

F. THOMSON LEIGHTON

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

ATCH 10

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

NO STANDARD FORMAT REQUIRED

c Any submission deadlines

NONE

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

NONE

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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* | | | | |
| ATCH 11 | | | | |
| **Total** . . . . . . ▶ **3a** | | | | 546,000. |
| **b** *Approved for future payment* | | | | |
| ATCH 12 | | | | |
| **Total** . . . . . . ▶ **3b** | | | | 4,300,000. |

## 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 | 216,614. | |
| 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 | 411,708. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b ATCH 13 | | | | 6,888. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 635,210. | |

13 Total Add line 12, columns (b), (d), and (e) . . . 13 635,210.

(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

Signature of officer or trustee — Date 6/27/14 — 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 |
|---|---|---|---|---|
| Jennfier D.Rhoderick | Jennifer D Rhoderick | 05/16/14 | | P00395735 |

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 111 MONUMENT CIRCLE, SUITE 4000, INDIANAPOLIS, IN 46204 — Phone no 317.681.7000

**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**
TBL CHARITABLE FOUNDATION

**Employer identification number**
20-3982689

**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 TBL CHARITABLE FOUNDATION

Employer identification number 20-3982689

**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 | SOLSTICE TRUST<br>C/O GS TRUST CO., 601 DELAWARE AVE<br>WILMINGTON, DE 19081 | $ 3,574,708. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| 2 | F. THOMSON LEIGHTON<br>15 CHARLESDEN PARK<br>NEWTONVILLE, MA 02460 | $ 14,405. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| 3 | ELLIS CHARITABLE TRUST<br>C/O WILMERHALE, 60 STATE STREET<br>BOSTON, MA 02109 | $ 234. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| 4 | SEVILLE CHARITABLE TRUST<br>C/O WILMERHALE, 60 STATE STREET<br>BOSTON, MA 02109 | $ 323. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |

| Name of organization TBL CHARITABLE FOUNDATION | Employer identification number 20-3982689 |
|---|---|

**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 TBL CHARITABLE FOUNDATION

Employer identification number 20-3982689

**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 |
|---|---|
| | |

ATTACHMENT 1

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| GOLDMAN SACHS 010-46618-3 | 72,989. | 72,989. |
| GOLDMAN SACHS 010-74932-3 | 43,444. | 43,444. |
| GOLDMAN SACHS 010-74933-1 | 40,268. | 40,268. |
| GOLDMAN SACHS 010-74936-4 | 20,729. | 20,729. |
| GOLDMAN SACHS 010-74944-8 | 39,151. | 39,151. |
| GOLDMAN SACHS 010-66896-0 | 33. | 33. |
| TOTAL | 216,614. | 216,614. |

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| MISCELLANEOUS INCOME | 6,888. | 5,533. |
| TOTALS | 6,888. | 5,533. |

## FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| TAX PREP FEE | 5,000. | | | 5,000. |
| TOTALS | 5,000. | | | 5,000. |

ATTACHMENT 4

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| GOLDMAN SACHS 010-46618-3 | 2,185. | 2,185. |
| GOLDMAN SACHS 010-74932-3 | 17,605. | 17,605. |
| GOLDMAN SACHS 010-74933-1 | 16,347. | 16,347. |
| GOLDMAN SACHS 010-74936-4 | 16,928. | 16,928. |
| GOLDMAN SACHS 010-74944-8 | 5,143. | 5,143. |
| TOTALS | 58,208. | 58,208. |

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN TAXES PAID | 3,256. | 3,256. |
| PRIOR YEAR BALANCE DUE | 10,000. | |
| CURRENT YEAR ESTIMATES | 10,000. | |
| TOTALS | 23,256. | 3,256. |

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|---|---|---|
| MA FILING FEE | 125. | 125. |
| TOTALS | 125. | 125. |

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| GOLDMAN SACHS | 4,293,305. | 6,977,723. | 8,793,834. |
| TOTALS | 4,293,305. | 6,977,723. | 8,793,834. |

# TBL FOUNDATION MANAGED

Holdings (Continued)

Period Ended December 31, 2013

## PUBLIC EQUITY (Continued)

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Cost Basis | Unrealized Gain (Loss) | Dividend Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **GLOBAL EQUITY** | | | | | | | | |
| OTHER GLOBAL EQUITIES | | | | | | | | |
| WISDOMTREE TRUST CURRENCY HEDGED DEFA FUND ETF (HEDJ) | 5,660.00 | 56.2100 | 318,148 60 | 52.9398 | 299,639 27 | 18,509.33 | 1.8481 | 5,879.61 |
| **TOTAL PUBLIC EQUITY** | | | **647,318.75** | | **599,351.39** | **47,967.36** | **1.6913** | **10,948.29** |

| | Market Value | Adjusted Cost / Original Cost [6] | Unrealized Gain (Loss) | Estimated Annual Income |
|---|---|---|---|---|
| **TOTAL PORTFOLIO** | **2,858,758.78** | **2,806,925.85** | **51,832.93** | **66,896.34** |

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

## PUBLIC EQUITY

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Adjusted Cost / Original Cost | Unrealized Gain (Loss) | Yield to Maturity / Current Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **NON-US EQUITY** | | | | | | | | |
| INVESCO NON-US EQUITY | | | | | | | | |
| U S DOLLAR | 408 89 | 1.0000 | 408.89 | | 408 89 | | | |
| GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[1] | 130,552 10 | 1.0000 | 130,552.10 | 1 0000 | 130,552 10 | | 0 0799 | 104 35 |
| | **Quantity** | **Market Price** | **Market Value / Accrued Income** | **Unit Cost** | **Cost Basis** | **Unrealized Gain (Loss)** | **Dividend Yield** | **Estimated Annual Income** |
| BELLE INTERNATIONAL HOLDINGS L ADR CMN (BELLY) | 1,323.00 | 11.5690 | 15,305 79 | 15.5426 | 20,562 83 | (5,257 04) | 2 0324 | 311.07 |
| ABB LTD SPONSORED ADR CMN (ABB) | 1,492 00 | 26.5600 | 39,627 52 | 22 5279 | 33,611 58 | 6,015.94 | 2 6510 | 1,050 51 |
| ADIDAS AG ADR CMN (ADDYY) | 617 00 | 63 8260 | 39,380.64 | 38.2269 | 23,586.00 | 15,794.64 | 0.9902 | 389.94 |
| ALLIANZ SE ADR CMN (AZSEY) | 1,792 00 | 17.9620 | 32,187 90 | 14 8061 | 26,532 47 | 5,655.43 | 2 4237 | 780 14 |
| AMADEUS IT HLDG S A ADR CMN (AMADY) | 931 00 | 42 8610 | 39,903.59 | 21 9087 | 20,397 00 | 19,506 59 | 1 2351 | 492 85 |
| AMCOR LTD ADR (NEW) ADR CMN (AMCRY) | 561.00 | 43 7000 | 24,515 70 | 40.2395 | 22,574 34 | 1,941 36 | 3 6076 | 884 43 |
| AVAGO TECHNOLOGIES LTD CMN (AVGO) | 934.00 | 52 8790 | 49,388.99 | 35 9108 | 33,540.67 | 15,848 32 | 1 8911 | 934.00 |
| BAIDU, INC SPONSORED ADR CMN (BIDU) | 261 00 | 177 8800 | 46,426 68 | 117 9083 | 30,774 07 | 15,652.61 | | |
| BRAMBLES LIMITED UNSPONSORED ADR CMN (BMBLY) | 1,609.00 | 16 3720 | 26,342 55 | 14 5137 | 23,352 51 | 2,990 04 | 2.9667 | 781 50 |
| BRITISH AMERICAN TOBACCO PLC SPONS ADR (BTI) | 474 00 | 107 4200 | 50,917 08 | 98 2309 | 46,561 45 | 4,355 63 | 4 0271 | 2,050 49 |
| BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (BSYBY) | 765.00 | 55.9150 | 42,774 98 | 50.1295 | 38,349 06 | 4,425 91 | 3 4197 | 1,462.79 |
| BUNZL PLC SPONSORED ADR CMN (BZLFY) | 1,870.00 | 24 0160 | 44,909.92<br>286 07 | 15.1672 | 28,362 68 | 16,547 24 | 1 8780 | 843.41 |
| CANADIAN NATIONAL RAILWAY CO CMN (CNI) | 484.00 | 57 0200 | 27,597.68 | 39.3584 | 19,049 46 | 8,548 22 | 1.4192 | 391 66 |
| CARLSBERG AS SPONSORED ADR CMN (CABGY) | 1,677.00 | 22 1640 | 37,169 03 | 21.3086 | 35,734.57 | 1,434 46 | 0 5958 | 221 45 |
| CENOVUS ENERGY INC CMN (CVE) | 597 00 | 28 6500 | 17,104 05 | 32.6021 | 19,463 47 | (2,359.42) | 3 1792 | 543 77 |
| CENTRICA PLC SPONSORED ADR CMN (CPYYY) | 1,406.00 | 23 0350 | 32,387 21 | 21.9913 | 30,919 81 | 1,467 40 | 4.4490 | 1,440.90 |
| CGI GROUP INC CMN CLASS A (GIB) | 949.00 | 33 4600 | 31,753 54 | 24.1007 | 22,871 59 | 8,881 95 | | |
| CHEUNG KONG HLDGS LTD (ADR) ADR CMN (CHEUY) | 1,937.00 | 15 7860 | 30,577 48 | 14 2136 | 27,531.81 | 3,045 67 | 2.3108 | 706.58 |
| CHINA MOBILE LIMITED SPONSORED ADR CMN (CHL) | 317 00 | 52 2900 | 16,575.93 | 51 0303 | 16,176 60 | 399 33 | 3 8543 | 638 88 |
| CIELO S A SPONSORED ADR CMN (CIOXY) | 648 00 | 27.8270 | 18,031 90 | 18 4361 | 11,946.62 | 6,085 28 | 3.3440 | 602 99 |
| CNOOC LIMITED SPONSORED ADR CMN (CEO) | 219 00 | 187.6600 | 41,097.54 | 201 4377 | 44,114 86 | (3,017 32) | 3.5251 | 1,448 73 |
| COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (CCLAY) | 725 00 | 21 5250 | 15,605 62 | 24.1030 | 17,474 70 | (1,869 08) | 8.2617 | 1,289 29 |

[1] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

## PUBLIC EQUITY (Continued)

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Cost Basis | Unrealized Gain (Loss) | Dividend Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **NON-US EQUITY** | | | | | | | | |
| INVESCO NON-US EQUITY | | | | | | | | |
| COMPASS GROUP PLC SPONSORED ADR CMN (CMPGY) | 3,556.00 | 16 0330 | 57,013.35 | 10 3081 | 36,655 53 | 20,357 82 | 2 1798 | 1,242 78 |
| DENSO CORP ADR ADR CMN (DNZOY) | 972 00 | 26 4020 | 25,662 74 | 17 3936 | 16,906 62 | 8,756.12 | 1 2936 | 331 96 |
| DEUTSCHE BOERSE AG UNPOSNORED ADR CMN (DBOEY) | 2,687.00 | 8 2950 | 22,288 67 | 5 8415 | 15,695 98 | 6,592 69 | 2.1660 | 482 76 |
| DEUTSCHE POST AG SPONSORED ADR CMN (DPSGY) | 685.00 | 36 5160 | 25,013.46 | 26 7060 | 18,293.63 | 6,719 83 | 2 4283 | 607 40 |
| DEUTSCHE TELEKOM AG SPONSORED ADR CMN (DTEGY) | 1,680 00 | 17.1280 | 28,775 04 | 13 1237 | 22,047 83 | 6,727 21 | 5 2326 | 1,505 68 |
| ENCANA CORPORATION CMN (ECA) | 932.00 | 18 0500 | 16,822 60 | 18 3070 | 17,062.12 | (239 52) | 1 5512 | 260.96 |
| ERICSSON AMERICAN ADR CMN CLASS B (ERIC) | 1,920 00 | 12 2400 | 23,500 80 | 12 2604 | 23,539 89 | (39.09) | 2 4031 | 564 74 |
| FANUC CORP UNSPONSORED ADR CMN (FANUY) | 1,337 00 | 30 5250 | 40,811 92 | 26 5022 | 35,433.44 | 5,378 48 | 0 6733 | 274 80 |
| FOMENTO ECONOMICO MEXICANO SAB DE C V NEW SPONS ADR REPSTG UNIT 1 SER B SH FOMENTO ECONOMICO MEXICANO (FMX) | 156.00 | 97 8700 | 15,267.72 | 77 5897 | 12,104 00 | 3,163.72 | 3 1850 | 486.28 |
| GALAXY ENTMT GROUP LTD SPONSORED ADR CMN (GXYEY) | 374 00 | 89 6990 | 33,547 43 | 40 3529 | 15,091.98 | 18,455.45 | | |
| GRUPO TELEVISA, S.A. GDS REP 5 CPO'S REP 1 L SHARE, 1 A SHARE AND 1 D SHARE (TV) | 1,325 00 | 30 2600 | 40,094 50<br>165 39 | 22 2632 | 29,498 73 | 10,595 77 | 0.8285 | 332 17 |
| HUTCHISON WHAMPOA (ADR) ADR CMN (HUWHY) | 1,342 00 | 27.1870 | 36,484 95 | 21.2046 | 28,456 52 | 8,028 43 | 1.7606 | 642 36 |
| IMPERIAL TOBACCO GROUP PLC SPON ADR (ITYBY) | 469 00 | 77 4470 | 36,322 64 | 71.0639 | 33,328 96 | 2,993 68 | 4 7514 | 1,725.83 |
| INDUSTRIAL & COMMERCIAL BANK O ADR CMN (IDCBY) | 2,356 00 | 13 5160 | 31,843 70 | 13 6655 | 32,195 86 | (352.16) | 4 7978 | 1,527 79 |
| JULIUS BAER GROUP LTD ADR CMN (JBAXY) | 3,019 00 | 9 6340 | 29,085 05 | 7 9317 | 23,945 80 | 5,139 24 | | |
| KEPPEL CORP LTD (ADR) SPONSORED ADR CMN (KPELY) | 1,662 00 | 17.7250 | 29,458 95 | 16 4130 | 27,278 41 | 2,180 54 | 3 3623 | 990.51 |
| KINGFISHER PLC SPONSORED ADR CMN (KGFHY) | 1,838 00 | 12.7430 | 23,421 63 | 9.1136 | 16,750 81 | 6,670 82 | 2.1087 | 493.89 |
| KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (KMTUY) | 1,062 00 | 20.3320 | 21,592 58 | 25 9725 | 27,582 78 | (5,990 20) | 2 1833 | 471 44 |
| NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY) | 428 00 | 73 4240 | 31,425 47 | 62 1746 | 26,610 73 | 4,814 74 | 2 4726 | 777 04 |
| NOVARTIS AG-ADR SPONSORED ADR CMN (NVS) | 358 00 | 80 3800 | 28,776 04 | 61 2190 | 21,916 40 | 6,859 64 | 2 5597 | 736.58 |
| NOVO-NORDISK A/S ADR ADR CMN (NVO) | 126 00 | 184 7600 | 23,279 76 | 123.3407 | 15,540 93 | 7,738 83 | 1 2255 | 285 30 |
| PT BANK MANDIRI (PERSERO) ADR CMN (PPERY) | 3,537 00 | 6.4500 | 22,813 65 | 6 8201 | 24,122.59 | (1,308.94) | 2 2916 | 522 79 |
| PUBLICIS GROUPE S A SPONSORED ADR CMN (PUBGY) | 2,383 00 | 22 9120 | 54,599 30 | 15 0484 | 35,860 28 | 18,739 02 | 0 9397 | 513 06 |

# TBL FOUNDATION INVESCO: NON-US EQ
Holdings (Continued)

Period Ended December 31, 2013

## PUBLIC EQUITY (Continued)

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Cost Basis | Unrealized Gain (Loss) | Dividend Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **NON-US EQUITY** | | | | | | | | |
| INVESCO NON-US EQUITY | | | | | | | | |
| REED ELSEVIER GROUP PLC SPONSORED ADR CMN (RUK) | 1,171 00 | 60 0500 | 70,318 55 | 38.0740 | 44,584 61 | 25,733 94 | 2 3948 | 1,684.02 |
| ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184 (RHHBY) | 888 00 | 70 0510 | 62,205 29 | 48.8768 | 43,402.56 | 18,802 73 | 2 3190 | 1,442 54 |
| ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES B (RDSB) | 545 00 | 75 1100 | 40,934 95 | 67 9774 | 37,047 70 | 3,887 25 | 4 7930 | 1,962 00 |
| SAP AG (SPON ADR) (SAP) | 719 00 | 87 1400 | 62,653.66 | 60 8760 | 43,769 82 | 18,883.84 | 0 9155 | 573 62 |
| SCHNEIDER ELECTRIC SA UNSPONSORED ADR (FRANCE) (SBGSY) | 2,009 00 | 17.4720 | 35,101 25 | 14.1081 | 28,343.11 | 6,758 14 | 2.1432 | 752 28 |
| SHIRE LIMITED SPONSORED ADR CMN (SHPG) | 277 00 | 141 2900 | 39,137 33 | 101 5342 | 28,124.96 | 11,012 37 | 0.3737 | 146.26 |
| SMITH & NEPHEW PLC ADR CMN (SNN) | 461 00 | 71 7400 | 33,072 14 | 58 2160 | 26,837.58 | 6,234 56 | 1 8121 | 599 30 |
| SUNCOR ENERGY INC CMN (SU) | 1,098 00 | 35.0500 | 38,484.90 | 33.0132 | 36,248 47 | 2,236.43 | 2.1491 | 827 08 |
| SWEDBANK A B ADR CMN (SWDBY) | 986 00 | 28 1820 | 27,787 45 | 16 2399 | 16,012 52 | 11,774 94 | 4 5581 | 1,266.59 |
| SYNGENTA AG SPONSORED ADR CMN (SYT) | 409 00 | 79.9400 | 32,695 46 | 65.6971 | 26,870 11 | 5,825 36 | 2.1237 | 694 36 |
| TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (TSM) | 2,032 00 | 17 4400 | 35,438 08 | 14 5711 | 29,608.42 | 5,829 66 | 2 2985 | 814.56 |
| TEVA PHARMACEUTICAL IND LTD ADS (TEVA) | 1,118 00 | 40 0800 | 44,809.44 | 41 9675 | 46,919 62 | (2,110 18) | 2 7103 | 1,214 49 |
| TOTAL SA SPONSORED ADR CMN (TOT) | 716 00 | 61.2700 | 43,869 32<br>393 52 | 52 5311 | 37,612.25 | 6,257 07 | 4 3068 | 1,889 35 |
| TOYOTA MOTOR CORPORATION SPON ADR (TM) | 291 00 | 121 9200 | 35,478.72 | 97 3744 | 28,335.94 | 7,142 78 | 1 9246 | 682 81 |
| TRANSCANADA CORP CMN (TRP) | 636 00 | 45.6600 | 29,039 76<br>206 46 | 42 6757 | 27,141.72 | 1,898 04 | 3 8670 | 1,122.96 |
| UBS AG CMN (UBS) | 1,046 00 | 19.2500 | 20,135 50 | 18.9740 | 19,846 81 | 288 69 | 0.8315 | 167.42 |
| UNILEVER N.V NY SHS (NEW) ADR CMN (UN) | 678 00 | 40.2300 | 27,275 94 | 34 0984 | 23,118 73 | 4,157 21 | 2.9483 | 804 18 |
| WPP PLC ADR CMN (WPPGY) | 536 00 | 114 8600 | 61,564 96 | 69 4837 | 37,243.24 | 24,321.72 | 2.0053 | 1,234 54 |
| BANCO BRADESCO S.A ADR CMN (BBD) | 2,801.00 | 12 5300 | 35,096 53<br>20.38 | 15 3067 | 42,874 01 | (7,777.48) | 0.2692 | 94 49 |
| ISHARES MSCI JAPAN ETF (EWJ) | 3,697 00 | 12 1390 | 44,877 88 | 11 5660 | 42,759 41 | 2,118.47 | 1 1121 | 499 10 |

# TBL FOUNDATION INVESCO: NON-US EQ

Holdings (Continued)

Period Ended December 31, 2013

## PUBLIC EQUITY (Continued)

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Cost Basis | Unrealized Gain (Loss) | Dividend Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **NON-US EQUITY** | | | | | | | | |
| INVESCO: NON-US EQUITY | | | | | | | | |
| VOLKSWAGEN AG, WOLFSBURG SPONSORED ADR PFD USD0 6813 (VLKPY) | 485 00 | 56 2610 | 27,286 59 | 36.5574 | 17,730 35 | 9,556.24 | 1.2109 | 330 41 |
| TOTAL INVESCO NON-US EQUITY | | | 2,395,707 96<br>1,071 82 | | 1,964,800 90 | 430,907 06 | 2 2599 | 50,948 21 |

| | Market Value | Adjusted Cost / [6] Original Cost | Unrealized Gain (Loss) | Estimated Annual Income |
|---|---|---|---|---|
| **TOTAL PORTFOLIO** | 2,396,779 78 | 1,964,800.90 | 430,907.06 | 50,948.21 |

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

## PUBLIC EQUITY

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Adjusted Cost / Original Cost | Unrealized Gain (Loss) | Yield to Maturity / Current Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **US EQUITY** | | | | | | | | |
| HERNDON CAPITAL LARGE CAP VALUE | | | | | | | | |
| U S DOLLAR | 663 45 | 1 0000 | 663.45 | | 663 45 | | | |
| GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[1] | 83,448 42 | 1 0000 | 83,448.42 | 1 0000 | 83,448.42 | | 0 0798 | 66.58 |

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Cost Basis | Unrealized Gain (Loss) | Dividend Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| AES CORP CMN (AES) | 1,832 00 | 14 5100 | 26,582 32 | 14 9036 | 27,303.37 | (721.05) | 1.3784 | 366 40 |
| AFLAC INCORPORATED CMN (AFL) | 1,450.00 | 66 8000 | 96,860 00 | 42 6471 | 61,838 30 | 35,021.70 | 2.2156 | 2,146 00 |
| ALTRIA GROUP, INC. CMN (MO) | 1,669 00 | 38 3900 | 64,072 91<br>801 12 | 28 9745 | 48,358.44 | 15,714.47 | 5.0013 | 3,204 48 |
| APACHE CORP CMN (APA) | 621 00 | 85 9400 | 53,368 74 | 86 8862 | 53,956.32 | (587 58) | 0 9309 | 496 80 |
| APPLE, INC CMN (AAPL) | 146 00 | 561 0200 | 81,908 92 | 405 5095 | 59,204 39 | 22,704 53 | 2 1746 | 1 781.20 |
| BAXTER INTERNATIONAL INC CMN (BAX) | 320 00 | 69 5500 | 22,256.00<br>156 80 | 73.2843 | 23,450 99 | (1,194 99) | 2 8181 | 627.20 |
| CAMPBELL SOUP CO CMN (CPB) | 1,109.00 | 43 2800 | 47,997 52 | 40 7959 | 45,242 62 | 2,754.90 | 2.8835 | 1,384.03 |
| CATERPILLAR INC (DELAWARE) CMN (CAT) | 74 00 | 90 8100 | 6,719 94 | 82 9986 | 6,141 90 | 578 04 | 2 6429 | 177.60 |
| CBOE HOLDINGS, INC CMN (CBOE) | 1,818 00 | 51 9600 | 94,463 28<br>909 00 | 32 9889 | 59,973.85 | 34,489 43 | 1 3857 | 1,308 96 |
| CF INDUSTRIES HOLDINGS, INC CMN (CF) | 216 00 | 233 0400 | 50,336.64 | 172 8244 | 37,330 06 | 13,006 58 | 1 7164 | 864 00 |
| CHEVRON CORPORATION CMN (CVX) | 381.00 | 174 9100 | 47,590.71 | 103 8989 | 39,585 47 | 8,005.24 | 3.2023 | 1,524.00 |
| COACH INC CMN (COH) | 889 00 | 56 1300 | 49,899 57<br>300.04 | 56 7388 | 50,440 81 | (541.24) | 2 4051 | 1,200 15 |
| COLGATE PALMOLIVE CO CMN (CL) | 623 00 | 65 2100 | 40,625 83 | 59.5579 | 37,104.55 | 3,521 28 | 2 0856 | 847.28 |
| CONTINENTAL RESOURCES, INC CMN (CLR) | 488 00 | 112.5200 | 54,909 76 | 98 4454 | 48,041 35 | 6,868 41 | | |
| DISCOVER FINANCIAL SERVICES CMN (DFS) | 1,503 00 | 55.9500 | 84,092.85 | 37 5563 | 56,447.17 | 27,645 68 | 1 4298 | 1,202 40 |
| EATON VANCE CORP (NON-VTG) CMN (EV) | 1,658 00 | 42 7900 | 70,945 82 | 26 1939 | 43,429 51 | 27,516 31 | 2 0566 | 1,459 04 |

[1] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

Not a Deposit Not FDIC Insured May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC

## PUBLIC EQUITY (Continued)

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Cost Basis | Unrealized Gain (Loss) | Dividend Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **US EQUITY** | | | | | | | | |
| HERNDON CAPITAL LARGE CAP VALUE | | | | | | | | |
| ENDO HEALTH SOLUTIONS INC CMN (ENDP) | 287 00 | 67.4600 | 19,361 02 | 43 9700 | 12,619.39 | 6,741.63 | | |
| EXXON MOBIL CORPORATION CMN (XOM) | 602 00 | 101.2000 | 60 922 40 | 77 4680 | 46,635.72 | 14,286 68 | 2 4901 | 1,517 04 |
| HERBALIFE LTD CMN (HLF) | 390 00 | 78 7000 | 30,693 00 | 72 0806 | 28,111 42 | 2,581 58 | 1 5748 | 468 00 |
| HOLLYFRONTIER CORP CMN (HFC) | 1,242 00 | 49 6900 | 61,714 98 | 36.6246 | 45,487 76 | 16,227 22 | 2 4150 | 1,490 40 |
| INTL BUSINESS MACHINES CORP CMN (IBM) | 357.00 | 187 5700 | 66,962.49 | 176.7703 | 63,106 98 | 3,855 51 | 2 0259 | 1,356 60 |
| JOY GLOBAL INC. CMN (JOY) | 1,202 00 | 58 4900 | 70,304 98 | 54 5620 | 65,583.52 | 4,721.46 | 1 1968 | 841 40 |
| KELLOGG COMPANY CMN (K) | 826 00 | 61.0700 | 50,443 82 | 61 7785 | 51,029 01 | (585.19) | 3 0129 | 1,519.84 |
| LANDSTAR SYSTEM INC CMN (LSTR) | 893 00 | 57.4500 | 51,302 85<br>312.55 | 56 2375 | 50,220.08 | 1,082.77 | | |
| LOCKHEED MARTIN CORPORATION CMN (LMT) | 501 00 | 148 6600 | 74,478 66 | 86.6519 | 43,412 59 | 31,066.07 | 3 5786 | 2,665 32 |
| MARATHON PETROLEUM CORPORATION CMN (MPC) | 917 00 | 91 7300 | 84,116 41 | 49 9944 | 45,844.83 | 38,271.58 | 1 8315 | 1,540 56 |
| MCGRAW-HILL COMPANIES INC CMN (MHFI) | 966.00 | 78 2000 | 75,541 20 | 50 0046 | 48,304 40 | 27,236 80 | 1 4322 | 1,081.92 |
| MICROSOFT CORPORATION CMN (MSFT) | 1,648 00 | 37 4100 | 61,651 68 | 30 1225 | 49,641 85 | 12,009 83 | 2.9939 | 1,845 76 |
| MURPHY OIL CORPORATION CMN (MUR) | 807 00 | 64 8800 | 52,358 16 | 62 9503 | 50,800 86 | 1,557 30 | 1 9266 | 1,008 75 |
| MYLAN INC CMN (MYL) | 1,481 00 | 43 4000 | 64,275 40 | 34 1653 | 50,598 82 | 13,676.58 | | |
| NEWMARKET CORP CMN (NEU) | 160 00 | 334 1500 | 53,464 00<br>176.00 | 258 2861 | 41,325 78 | 12,138 22 | 1 3168 | 704 00 |
| OASIS PETROLEM INC CMN (OAS) | 588 00 | 46.9700 | 27,618 36 | 46 4021 | 27,284.43 | 333 93 | | |
| PATTERSON-UTI ENERGY, INC ORD CMN (PTEN) | 2,512 00 | 25 3200 | 63,603 84 | 18 1541 | 45,603.10 | 18,000 74 | 0 7899 | 502 40 |
| PHILIP MORRIS INTL INC CMN (PM) | 611 00 | 87 1300 | 53,236 43<br>574.34 | 73 3453 | 44,813 95 | 8,422.48 | 4 3154 | 2,297 36 |
| ROCKWELL COLLINS, INC CMN (COL) | 334 00 | 73 9200 | 24,689 28 | 73.6531 | 24,600 13 | 89 15 | 1 6234 | 400 80 |
| ROSS STORES,INC CMN (ROST) | 330 00 | 74 9300 | 24,726 90 | 80 7675 | 26,653.27 | (1,926 37) | 0.9075 | 224.40 |
| RPC INC CMN (RES) | 3,691 00 | 17 8500 | 65,884 35 | 12 4306 | 45,881.30 | 20,003 05 | 2 2409 | 1,476 40 |
| SLM CORPORATION CMN (SLM) | 1,624 00 | 26 2800 | 42,678 72 | 22 5062 | 36,550.13 | 6,128 59 | 2 2831 | 974.40 |
| SM ENERGY COMPANY CMN (SM) | 308 00 | 83 1100 | 25,597.88 | 89 1942 | 27,471.80 | (1,873 92) | 0 1203 | 30 80 |
| SOUTHERN COPPER CORPORATION CMN (SCCO) | 372 00 | 28 7100 | 10,680 12 | 34.7094 | 12,911 90 | (2,231 78) | 2 3685 | 252 96 |
| TJX COMPANIES INC (NEW) CMN (TJX) | 1,396 00 | 63 7300 | 88,967 08 | 32.9491 | 45,996 98 | 42,970 10 | 0 9101 | 809 68 |
| UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK (UPS) | 537 00 | 105 0800 | 56,427.96 | 85 2219 | 45,764 16 | 10,663.80 | 2 3601 | 1,331 76 |

Goldman Sachs



# TBL FOUNDATION HERNDON CAPITAL: LCV

Holdings (Continued)

Period Ended December 31, 2013

## PUBLIC EQUITY (Continued)

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Cost Basis | Unrealized Gain (Loss) | Dividend Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **US EQUITY** | | | | | | | | |
| HERNDON CAPITAL LARGE CAP VALUE | | | | | | | | |
| UNITED THERAPEUTICS CORP CMN (UTHR) | 681 00 | 113 0800 | 77,007.48 | 76 1254 | 51,841.37 | 25,166 11 | | |
| WADDELL & REED FIN , INC. CLASS A COMMON (WDR) | 1,440 00 | 65 1200 | 93,772 80 | 36 4198 | 52,444 58 | 41,328 22 | 2 0885 | 1,958 40 |
| WESTERN DIGITAL CORPORATION CMN (WDC) | 1,190 00 | 83 9000 | 99,841 00<br>357 00 | 38.5500 | 45,874 46 | 53,966 54 | 1 4303 | 1,428 00 |
| WESTERN UNION COMPANY (THE) CMN (WU) | 3,854 00 | 17 2500 | 66,481 50 | 17 3276 | 66,780 53 | (299 03) | 2 8986 | 1,927 00 |
| YUM BRANDS, INC CMN (YUM) | 705 00 | 75 6100 | 53,305 05 | 63 0909 | 44,479 11 | 8,825 94 | 1 9574 | 1,043 40 |
| LYONDELLBASELL INDUSTRIES N V CMN CLASS A (LYB) | 379 00 | 80 2800 | 30,426.12 | 63.6819 | 24,135.44 | 6,290 68 | 2 9895 | 909 60 |
| ULTRA PETROLEUM CORP CMN (UPL) | 2,189 00 | 21.6500 | 47,391 85 | 21.4673 | 46,991 82 | 400 03 | | |
| TOTAL HERNDON CAPITAL: LARGE CAP VALUE | | | 2,806,670.45<br>3,586 85 | | 2,190,762.44 | 615,908 01 | 2 0398 | 50,263.07 |

| | Market Value | Adjusted Cost / Original Cost [6] | Unrealized Gain (Loss) | Estimated Annual Income |
|---|---|---|---|---|
| **TOTAL PORTFOLIO** | **2,810,257.30** | **2,190,762.44** | **615,908.01** | **50,263.07** |

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

## PUBLIC EQUITY

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Adjusted Cost / Original Cost | Unrealized Gain (Loss) | Yield to Maturity / Current Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **US EQUITY** | | | | | | | | |
| DSM LARGE CAP GROWTH | | | | | | | | |
| U S DOLLAR | (3,849 61) | 1.0000 | (3,849 61) | | (3,849 61) | | | |
| GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14] | 37,194.60 | 1 0000 | 37,194.60 | 1 0000 | 37,194 60 | | 0.0799 | 29 72 |
| | **Quantity** | **Market Price** | **Market Value / Accrued Income** | **Unit Cost** | **Cost Basis** | **Unrealized Gain (Loss)** | **Dividend Yield** | **Estimated Annual Income** |
| ALEXION PHARMACEUTICALS INC CMN (ALXN) | 819.00 | 132.8840 | 108,832.00 | 98 3201 | 80,524.19 | 28,307.81 | | |
| BIOGEN IDEC INC. CMN (BIIB) | 348 00 | 279 5720 | 97,291 06 | 259 8751 | 90,436.53 | 6,854 53 | | |
| BLACKROCK, INC. CMN (BLK) | 346.00 | 316 4700 | 109,498 62 | 269 2038 | 93,144 51 | 16,354.11 | 2 1234 | 2,325 12 |
| CELGENE CORPORATION CMN (CELG) | 1,282 00 | 168 9680 | 216,616 98 | 78.0673 | 100,082 23 | 116,534 75 | | |
| COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (CTSH) | 955 00 | 100 9800 | 96,435 90 | 84 4226 | 80,623.62 | 15,812.28 | | |
| DISCOVERY COMMUNICATIONS, INC CMN SERIES A (DISCA) | 1,159.00 | 90 4200 | 104,796 78 | 51 5305 | 59,723 86 | 45,072 93 | | |
| DOLLAR GENERAL CORPORATION CMN (DG) | 1,720 00 | 60 3200 | 103,750 40 | 43 3892 | 74,629 34 | 29,121.06 | | |
| EBAY INC CMN (EBAY) | 2,001 00 | 54.8650 | 109,784 87 | 45.9351 | 91,916 12 | 17,868 75 | | |
| ECOLAB INC CMN (ECL) | 590 00 | 104 2700 | 61,519 30<br>162.25 | 75.1013 | 44,309 75 | 17,209 55 | 1 0550 | 649 00 |
| ESTEE LAUDER COS INC CL-A CMN CLASS A (EL) | 1,140.00 | 75 3200 | 85,864 80 | 63 0296 | 71,853.76 | 14,011 04 | 1 0621 | 912 00 |
| GOOGLE, INC CMN CLASS A (GOOG) | 114 00 | 1,120 7100 | 127,760 94 | 661.2107 | 75,378.02 | 52,382 92 | | |
| INTUITIVE SURGICAL, INC CMN (ISRG) | 199.00 | 384 0800 | 76,431 92 | 418 6338 | 83,308 14 | (6,876 22) | | |
| INVESCO LTD CMN (IVZ) | 2,106.00 | 36 4000 | 76,658 40 | 34 6094 | 72,887 43 | 3 770 97 | 2 4725 | 1,895 40 |
| LAS VEGAS SANDS CORP CMN (LVS) | 1,283 00 | 78 8700 | 101,190 21 | 50.0709 | 64,240 93 | 36,949 28 | 1 7751 | 1,796.20 |
| MASTERCARD INCORPORATED CMN CLASS A (MA) | 117 00 | 835 4600 | 97,748 82 | 654 9032 | 76,623.67 | 21,125 15 | 0 5267 | 514 80 |
| MONSANTO COMPANY CMN (MON) | 1,121 00 | 116 5500 | 130,652.55 | 83 3257 | 93,408 10 | 37,244.45 | 1.4758 | 1,928 12 |
| MONSTER BEVERAGE CORP CMN (MNST) | 1,162 00 | 67 7700 | 78,748 74 | 59.6382 | 69,299 55 | 9,449 19 | | |
| PRAXAIR, INC CMN SERIES (PX) | 370 00 | 130.0300 | 48,111 10 | 116 8457 | 43,232.90 | 4,878.20 | 1 8457 | 888 00 |
| PRECISION CASTPARTS CORP CMN (PCP) | 270 00 | 269 3000 | 72,711 00 | 216.7565 | 58,524 25 | 14,186.75 | 0 0446 | 32 40 |
| PRICELINE COM INC CMN (PCLN) | 97 00 | 1,162 4000 | 112,752.80 | 1,071.7415 | 103,958.93 | 8,793.87 | | |
| REGENERON PHARMACEUTICAL INC CMN (REGN) | 230 00 | 275 2400 | 63,305 20 | 276.8413 | 63,673 51 | (368 31) | | |
| TIME WARNER INC CMN (TWX) | 1,618.00 | 69 7200 | 112,806 96 | 58 6321 | 94,866.74 | 17,940.22 | 1.6495 | 1,860.70 |
| TJX COMPANIES INC (NEW) CMN (TJX) | 946 00 | 63 7300 | 60,288 58 | 46.1052 | 43,615 50 | 16,673 08 | 0 9101 | 548 68 |

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

Not a Deposit Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit)

Brokerage and securities services provided by Goldman Sachs & Co Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA Member FDIC.

## PUBLIC EQUITY (Continued)

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Cost Basis | Unrealized Gain (Loss) | Dividend Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **US EQUITY** | | | | | | | | |
| DSM, LARGE CAP GROWTH | | | | | | | | |
| VISA INC. CMN CLASS A (V) | 495 00 | 222 6800 | 110,226 60 | 115.8297 | 57,335 68 | 52,890 92 | 0 7185 | 792 00 |
| WYNN RESORTS, LIMITED CMN (WYNN) | 556 00 | 194 2100 | 107,980 76 | 144 9890 | 80,613 90 | 27,366 86 | 2 0596 | 2,224 00 |
| YUM BRANDS, INC CMN (YUM) | 1,293 00 | 75 6100 | 97,763 73 | 68 3075 | 88,321 56 | 9,442 17 | 1 9574 | 1,913.64 |
| EUROPEAN AERONAUTIC DEFENCE AN ADR CMN (EADSY_140102) | 6,376 00 | 19 2260 | 122,584 98 | 14.9610 | 95,391.43 | 27,193.55 | 0 8031 | 984 52 |
| ROLLS-ROYCE GROUP PLC SPONSORED ADR CMN (RYCEY) | 0 00 | 105 5870 | 0 00<br>296 84 | | | | | |
| SWATCH GROUP SA (THE) ADR CMN (SWGAY) | 1,811 00 | 33.1420 | 60,020 16 | 32 4907 | 58,840 70 | 1,179.46 | 0.6288 | 377 43 |
| TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (TCEHY) | 2,407 00 | 63 7890 | 153,540 12 | 32 6961 | 78,699 42 | 74,840.70 | 0.1831 | 281 15 |
| TOTAL DSM LARGE CAP GROWTH | | | 2,939,019 27<br>459 09 | | 2,222,809 26 | 716,210.02 | 1 2119 | 19,952 88 |

| | Market Value | Adjusted Cost / [6] Original Cost | Unrealized Gain (Loss) | Estimated Annual Income |
|---|---|---|---|---|
| **TOTAL PORTFOLIO** | **2,939,478.36** | **2,222,809.26** | **716,210.02** | **19,952.88** |

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|---|
| GOLDMAN SACHS | | 3,822,941. | 3,977,507. | 4,016,714. |
| | TOTALS | 3,822,941. | 3,977,507. | 4,016,714. |

# TBL FOUNDATION MANAGED

Holdings

Period Ended December 31, 2013

## CASH, DEPOSITS & MONEY MARKET FUNDS

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Adjusted Cost / Original Cost | Unrealized Gain (Loss) | Yield to Maturity / Current Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **CASH** | | | | | | | | |
| U S DOLLAR | 2,016 04 | 1.0000 | 2,016 04 | | 2,016 04 | | | |
| **DEPOSITS & MONEY MARKET FUNDS** | | | | | | | | |
| MONEY MARKET FUNDS | | | | | | | | |
| GS FINANCIAL SQUARE FEDERAL FUND - FST SHARES Moody's Aaa | 732,104 790 | 1 0000 | 732,104 79 | 1.0000 | 732,104 79 | 0.00 | 0.0100 | 73 21 |
| **TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS** | | | **734,120.83** | | **734,120.83** | | | **73.21** |

## FIXED INCOME

| | Quantity / Current Face | Market Price | Market Value / Accrued Income | Unit Cost | Adjusted Cost / Original Cost | Unrealized / Economic Gain (Loss) | Yield to Maturity in Percentage | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **OTHER FIXED INCOME** | | | | | | | | |
| GS HIGH YIELD FLOATING RATE FUND | | | | | | | | |
| GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES | 146,269 228 | 10 1000 | 1,477,319.20 | 10 0736 | 1,473,453.63 | 3,865 57<br>21,269 25 | | 55,874 85 |

## PUBLIC EQUITY

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Cost Basis | Unrealized Gain (Loss) | Dividend Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **US EQUITY** | | | | | | | | |
| S&P TECHNOLOGY SELECT SECTOR INDEX FUND (SPDR) | | | | | | | | |
| TECHNOLOGY SELECT INDEX 'SPDR' (XLK) | 4,630 00 | 35 7400 | 165,476 20 | 32 3778 | 149,909 21 | 15,566 99 | 1 7029 | 2,817 91 |
| S&P BANK INDEX FUND (SPDR) | | | | | | | | |
| SPDR S&P BANK ETF (KBE) | 4,935 00 | 33 1700 | 163,693 95 | 30.3552 | 149,802 91 | 13,891 04 | 1 3750 | 2,250 77 |
| **TOTAL US EQUITY** | | | **329,170.15** | | **299,712.12** | **29,458.03** | **1.5398** | **5,068.68** |

# TBL FOUNDATION GS CORPORATE FIXED INCOME
Holdings

Period Ended December 31, 2013

## FIXED INCOME

| | Quantity | Market Price | Market Value / Accrued Income | Unit Cost | Adjusted Cost / Original Cost | Unrealized Gain (Loss) | Yield to Maturity / Current Yield | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **INVESTMENT GRADE FIXED INCOME** | | | | | | | | |
| GS CORPORATE FIXED INCOME | | | | | | | | |
| U S DOLLAR | (105,460 11) | 1 0000 | (105,460.11) | | (105,460.11) | | | |
| GOLDMAN SACHS BANK DEPOSIT (BDA)[14] | 116,407 04 | 1 0000 | 116,407 04 | 1 0000 | 116,407 04 | | 0.0836 | 97 35 |
| | **Quantity / Current Face** | **Market Price** | **Market Value / Accrued Income** | **Unit Cost** | **Adjusted Cost / Original Cost** | **Unrealized Gain (Loss)** | **Yield to Maturity in Percentage** | **Estimated Annual Income** |
| DIAGEO CAPITAL PLC 7 375% 01/15/2014 SR LIEN M-W+50 00BP S&P A- /Moody's A3 | 100,000 00 | 100 2430 | 100,243.00<br>3,400.69 | 100 2770<br>109 21 | 100,276.98<br>109,207 00 | (33 98)<br>(8,964 00) | 0 5607 | 7,375.00 |
| WHIRLPOOL CORPORATION 8.6% 05/01/2014 M-W+50 00BP S&P BBB /Moody's Baa3 | 100,000 00 | 102 6200 | 102,620 00<br>1,433.33 | 102 0746<br>117.36 | 102,074 58<br>117,360.00 | 545 42<br>(14,740 00) | 2 3214 | 8,600.00 |
| ANHEUSER-BUSCH INBEV WRLDWIDE FRN 07/14/2014 USD USLIB 3MO +36 00BP SR LIEN CPN 10/14/13-01/13/14 0 6031% S&P A /Moody's A3 | 100,000 00 | 100 1960 | 100,196 00<br>130.67 | 100 0000 | 100,000 00 | 196 00 | | 603 10 |
| CITIGROUP INC FRN GLOBAL FRN 11/05/2014 USLIB 3MO +28 00BP SR LIEN CPN 11/6/6-2/5/7 5 648130% S&P A- /Moody's Baa2 | 100,000.00 | 99.9610 | 99,961 00<br>77 66 | 96 2240 | 96,224 00 | 3,737 00 | | 517.75 |
| CA, INC STEP 12/01/2014 USD SER B SR LIEN M-W+20 00BP 6 125% 12/02/07-17/01/14 S&P BBB+ /Moody's Baa2 | 125,000 00 | 104 5990 | 130,748 75<br>638 02 | 113 0660 | 141,332 50 | (10,583 75) | | 7,656 25 |
| TEVA PHARMACEUTICAL FIN II BV 3 0% 06/15/2015 SR LIEN M-W+15 00BP S&P A /Moody's A3 | 100,000 00 | 103 2040 | 103,204 00<br>133 33 | 101 3315<br>103 63 | 101,331.46<br>103,630 00 | 1,872 54<br>(426 00) | 2.0507 | 3,000.00 |
| TOYOTA MOTOR CREDIT CORPORATIO 0 875% 07/17/2015 S&P AA /Moody's Aa3 | 150,000 00 | 100 6140 | 150,921 00<br>597 92 | 99 9470 | 149,920 50 | 1,000.50 | 0.8930 | 1,312 50 |
| BOTTLING GROUP, LLC 5 5% 04/01/2016 SR LIEN M-W+15 00BP S&P A /Moody's A1 | 100,000 00 | 110 1630 | 110,163 00<br>1,375 00 | 108 5954<br>116 66 | 108,595.41<br>116,660 00 | 1,567 59<br>(6,497 00) | 1 5948 | 5,500 00 |
| RIO TINTO FINANCE (USA) PLC 1 375% 06/17/2016 SR LIEN M-W+15 00BP S&P A- /Moody's A3 | 100,000 00 | 101.5570 | 101,557 00<br>53 47 | 100.1569<br>100 17 | 100,156 92<br>100,171 00 | 1,400 08<br>1,386.00 | 1.3100 | 1,375.00 |

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

## FIXED INCOME (Continued)

| | Quantity / Current Face | Market Price | Market Value / Accrued Income | Unit Cost | Adjusted Cost / Original Cost | Unrealized Gain (Loss) | Yield to Maturity in Percentage | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **INVESTMENT GRADE FIXED INCOME** | | | | | | | | |
| GS CORPORATE FIXED INCOME | | | | | | | | |
| MORGAN STANLEY FRN MTN 10/18/2016 USD SER F USLIB 3MO +45 00BP SR LIEN CPN 10/18/13-01/20/14 0 696050 S&P A- /Moody's Baa2 | 150,000.00 | 99 1760 | 148,764.00<br>214 62 | 93 5880 | 140,382.00 | 8,382 00 | | 1,044.08 |
| EXPRESS SCRIPTS HOLDING CO 3 5% 11/15/2016 SER B SR LIEN M-W+40 00BP S&P BBB+ /Moody's Baa3 | 100,000 00 | 105 7220 | 105,722.00<br>447 22 | 106.2567<br>107 81 | 106,256 69<br>107,810 00 | (534.69)<br>(2,088 00) | 1 2749 | 3,500 00 |
| THE BEAR STEARNS COS LLC FRN MTN 11/21/2016 SER B USLIB 3MO +39 00BP SR LIEN CPN 8/23/10-11/21/10 0.72906% S&P A /Moody's A3 | 100,000.00 | 99 4020 | 99,402 00<br>69 90 | 95.9075 | 95,907 50 | 3,494.50 | | 629 10 |
| GENERAL ELECTRIC CAPITAL CORP FRN MTN 02/15/2017 SER A USLIB 3MO +17 00BP SR LIEN CPN 08/15/11-11/14/11 0 456170 S&P AA+ /Moody's A1 | 125,000.00 | 98 9150 | 123,643 75<br>65 58 | 95 1340 | 118,917 50 | 4,726 25 | | 513 25 |
| AMERICAN EXPRESS BANK, FSB FRN MTN 06/12/2017 USLIB 1MO +30 00BP SR LIEN CPN 11/13/07-12/11/07 4 95938% S&P A- /Moody's A2 | 100,000 00 | 99.0160 | 99,016.00<br>24 77 | 94 9850 | 94,985 00 | 4,031.00 | | 469 35 |
| WACHOVIA CORPORATION FRN 06/15/2017 USLIB 3MO +27 00BP SR LIEN CPN 9/15/08-12/14/08 3 08875% S&P A+ /Moody's A2 | 125,000 00 | 99.2240 | 124,030 00<br>24 93 | 94 9270 | 118,658.75 | 5,371 25 | | 641 06 |
| STARBUCKS CORPORATION 6 25% 08/15/2017 M-W+25 00BP S&P A- /Moody's Baa1 | 100,000.00 | 116 5200 | 116,520.00<br>2,361 11 | 115.7150<br>117 87 | 115,714 98<br>117,874.00 | 805.02<br>(1,354 00) | 1.7559 | 6,250 00 |
| KOHL'S CORPORATION 6.25% 12/15/2017 SR LIEN M-W+35 00BP S&P BBB+ /Moody's Baa1 | 100,000.00 | 114.6850 | 114,685 00<br>277.78 | 118 1667<br>123.27 | 118,166.70<br>123,270 00 | (3,481 70)<br>(8,585.00) | 1 5026 | 6,250 00 |
| WYNDHAM WORLDWIDE CORP 2 5% 03/01/2018 SR LIEN M-W+25 00BP Next Call Dt 02 01 18 S&P BBB- /Moody's Baa3 | 125,000 00 | 99.6610 | 124,576 25<br>1,041 67 | 100 7483<br>100 89 | 125,935 43<br>126,111 25 | (1,359 18)<br>(1,535 00) | 2 3071 | 3,125 00 |
| JEFFERIES GROUP INC 5.125% 04/13/2018 SR LIEN M-W+30 00BP S&P BBB /Moody's Baa3 | 50,000 00 | 108 1250 | 54,062 50<br>555 21 | 105.8063<br>106 94 | 52,903 14<br>53,471 50 | 1,159 36<br>591.00 | 3.6480 | 2,562.50 |
| PFIZER INC FRN 06/15/2018 USD USLIB 3MO +30 00BP SR LIEN CPN 12/15/13-03/14/14 0 542850 S&P AA /Moody's A1 | 125,000 00 | 100 0060 | 125,007 50<br>30 16 | 100 0000 | 125,000 00 | 7 50 | | 678 56 |
| VERIZON COMMUNICATIONS INC FRN 09/14/2018 USLIB 3MO +175 00BP SR LIEN CPN 12/16/13-03/13/14 1 992850 S&P BBB+ /Moody's Baa1 | 100,000 00 | 105 1500 | 105,150 00<br>94 16 | 105.3660 | 105,366 00 | (216.00) | | 1,992 85 |
| AT&T INC FRN 11/27/2018 USLIB 3MO +91.00BP 1 0*#US3MLI CPN 11/27/13-02/26/14 0 0001% S&P A- /Moody's A3 | 125,000 00 | 100 7620 | 125,952.50<br>0 01 | 100 0000 | 125,000 00 | 952.50 | | 0 13 |

# TBL FOUNDATION GS CORPORATE FIXED INCOME

Holdings (Continued)

Period Ended December 31, 2013

## FIXED INCOME (Continued)

| | Quantity / Current Face | Market Price | Market Value / Accrued Income | Unit Cost | Adjusted Cost / Original Cost | Unrealized Gain (Loss) | Yield to Maturity in Percentage | Estimated Annual Income |
|---|---|---|---|---|---|---|---|---|
| **INVESTMENT GRADE FIXED INCOME** | | | | | | | | |
| GS CORPORATE FIXED INCOME | | | | | | | | |
| PETROBRAS GLOBAL FINANCE B V FRN 01/15/2019 USD USLIB 3MO +214.00BP SR LIEN CPN 10/15/13-01/14/14 2 3836% S&P BBB /Moody's Baa1 | 50,000 00 | 98 0000 | 49,000 00<br>254.91 | 100 0000 | 50,000 00 | (1,000 00) | | 1,191 80 |
| TOTAL GS CORPORATE FIXED INCOME | | | 2,526,092.18<br>13,302 12 | | 2,504,052 97<br>2,548,205 43 | 22,039 21<br>(22,113 25) | 1 6431 | 64,884 63 |

| | Market Value | Adjusted Cost / ⁶ Original Cost | Unrealized Gain (Loss) | Estimated Annual Income |
|---|---|---|---|---|
| **TOTAL PORTFOLIO** | 2,539,394.30 | 2,504,052.97<br>2,548,205.43 | 22,039.21<br>(22,113.25) | 64,884.63 |

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

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

ATTACHMENT 9

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION |
|---|---|
| F. THOMSON LEIGHTON<br>15 CHARLESDEN PARK<br>NEWTONVILLE, MA 02460 | TRUSTEE<br>1.00 |

ATTACHMENT 10

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

F. THOMSON LEIGHTON
15 CHARLESDEN PARK
NEWTONVILLE, MA 02460
617-332-0705

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| SWIM ACROSS AMERICA<br>ONE INTERNATIONAL PLACE<br>SUITE 4600<br>BOSTON, MA 02110 | NO RELATIONSHIP<br>PC | DEDICATED TO RAISING MONEY AND AWARENESS FOR CANCER RESEARCH, PREVENTION AND TREATMENT THROUGH SWIMMING- RELATED EVENTS. WITH THE HELP OF HUNDREDS OF VOLUNTEERS NATIONWIDE AND PAST AND CURRENT OLYMPIANS, SAA IS HELPING TO FIND A CURE FOR CANCER THROUGH ATHLETICISM, COMMUNITY OUTREACH AND DIRECT SERVICE | 5,000 |
| MUSEUM OF SCIENCE<br>1 SCIENCE PARK<br>BOSTON, MA 02114 | NO RELATIONSHIP<br>PC | TO PLAY A LEADING ROLE IN TRANSFORMING THE NATION'S RELATIONSHIP WITH SCIENCE AND TECHNOLOGY THIS ROLE BECOMES EVER MORE IMPORTANT AS SCIENCE AND TECHNOLOGY SHAPE AND RESHAPE OUR LIVES AND WORLD | 35,000 |
| BEACON ACADEMY<br>477 LONGWOOD AVENUE<br>BOSTON, MA 02215 | NO RELATIONSHIP<br>PC | TO PROVIDE A TRANSFORMATIONAL YEAR BETWEEN 8TH AND 9TH GRADES TO PROMISING, MOTIVATED AND HARD-WORKING STUDENTS FROM BOSTON AND SURROUNDING URBAN AREAS INSPIRED BY A CHALLENGING CURRICULUM AND STIMULATING CO-CURRICULAR EXPERIENCES, STUDENTS LEARN VITAL ACADEMIC SKILLS AND DEVELOP HABITS OF MIND THAT EMPOWER THEM TO CHANGE THE TRAJECTORY OF THEIR LIVES. THEY EMERGE AS ACTIVE LEARNERS WITH INCREASED CONFIDENCE, CRITICAL THINKING SKILLS, AND BROADER VISION, PREPARED TO THRIVE AT COMPETITIVE INDEPENDENT HIGH SCHOOLS THAT SHARE OUR COMMITMENT TO THEIR SUCCESS. BEACON ACADEMY SUPPORTS ITS ALUMNI AS THEY CONTINUE THEIR JOURNEYS. THE SCHOOL WELCOMES OPPORTUNITIES TO WORK IN PARTNERSHIP WITH TEACHERS AND SCHOOLS TO HELP CREATE AND MAINTAIN INCLUSIVE COMMUNITIES FOR ALL | 21,000 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| CENTER FOR EXCELLENCE IN EDUCATION<br>8201 GREENSBORO DRIVE<br>SUITE 215<br>MCLEAN, VA 22102 | NO RELATIONSHIP<br>PC | THE CENTER SEEKS HIGH ACHIEVING HIGH SCHOOL AND UNIVERSITY STUDENTS FROM DIVERSE ECONOMIC AND CULTURAL BACKGROUNDS TO FURTHER DEVELOP THEIR MATHEMATICAL AND SCIENTIFIC SKILLS | 75,000 |
| MATHEMATICAL ASSOCIATION OF AMERICA<br>1529 18TH ST NW<br>WASHINGTON, DC 20036 | NO RELATIONSHIP<br>PC | TO ADVANCE THE MATHEMATICAL SCIENCES, ESPECIALLY AT THE COLLEGIATE LEVEL | 25,000. |
| AMERICAN ACADEMY OF ARTS & SCIENCES<br>136 IRVING STREET<br>CAMBRIDGE, MA 02138 | NO RELATIONSHIP<br>PC | TO SPONSOR INTERDISCIPLINARY STUDIES ON TOPICS IN THE PUBLIC INTEREST REPORTS OF SUCH PROJECTS APPEAR IN THE ACADEMY'S QUARTERLY JOURNAL, DAEDALUS, AND IN OTHER PUBLICATIONS. | 100,000 |
| INTERNATIONAL SOCIETY OF COMPUTATIONAL BIOLOGY<br>9500 GILMAN DRIVE, MC 0505<br>LA JOLLA, CA 92093 | NO RELATIONSHIP<br>PC | PROVIDES INFORMATION ON COMPUTATIONAL BIOLOGY BY ORGANIZING MEETINGS, PROVIDING ACCESS TO HIGH QUALITY PUBLICATIONS, SERVING AS A PORTAL TO INFORMATION, ABOUT TRAINING, EDUCATION, EMPLOYMENT AND NEWS FROM RELATED FIELDS AND ADDRESSING SCIENTIFIC POLICIES. | 10,000 |
| TRUSTEES OF PRINCETON UNIVERSITY<br>701 CARNEGIE CENTER, STE 442<br>PRINCETON, NJ 08540 | NO RELATIONSHIP<br>PC | PRIVATELY ENDOWED NON-SECTARIAN INSTITUTION OF HIGHER LEARNING SEEKS TO ACHIEVE THE HIGHEST LEVELS OF DISTINCTION IN THE DISCOVERY AND TRANSMISSION OF KNOWLEDGE AND UNDERSTANDING AT THE SAME TIME | 250,000 |
| MATHEMATICAL SCIENCES RESEARCH INSTITUTE | NO RELATIONSHIP | FURTHER THE ADVANCEMENT AND COMMUNICATION OF FUNDAMENTAL KNOWLEDGE IN MATHEMATICS AND THE MATHEMATICAL SCIENCES, THE DEVELOPMENT OF HUMAN CAPITAL FOR THE GROWTH AND USE OF SUCH KNOWLEDGE, AND THE CULTIVATION IN THE LARGER SOCIETY OF AWARENESS AND APPRECIATION OF THE BEAUTY, POWER | 25,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| 1000 CENTENNIAL DRIVE<br>BERKELEY, CA 94720 | PC | AND IMPORTANCE OF MATHEMATICAL IDEAS AND WAYS OF<br>UNDERSTANDING THE WORLD | |
| | | TOTAL CONTRIBUTIONS PAID | 546,000. |

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 12

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| MASSACHUSETTS INSTITUTE OF TECHNOLOGY<br>77 MASSACHUSETTS AVE<br>CAMBRIDGE, MA 02139 | NO RELATIONSHIP<br>PC | ADVANCE KNOWLEDGE AND EDUCATE STUDENTS IN SCIENCE, TECHNOLOGY, AND OTHER AREAS OF SCHOLARSHIP THAT WILL BEST SERVE THE NATION AND THE WORLD IN THE 21 ST CENTURY | 3,500,000. |
| SOCIETY FOR SCIENCE<br>1719 N STREET, N W<br>WASHINGTON, DC 20036 | NO RELATIONSHIP<br>PC | TO PROMOTE THE UNDERSTANDING AND APPRECIATION OF SCIENCE AND THE VITAL ROLE IT PLAYS IN HUMAN ADVANCEMENT. TO INFORM, EDUCATE AND INSPIRE. | 800,000 |
| | | TOTAL CONTRIBUTIONS APPROVED | 4,300,000. |

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

ATTACHMENT 13

| DESCRIPTION | BUSINESS CODE | AMOUNT | EXCLUSION CODE | AMOUNT | RELATED OR EXEMPT FUNCTION INCOME |
|---|---|---|---|---|---|
| OTHER INVESTMENT INCOME | | | 18 | 6,888. | |
| TOTALS | | | | 6,888. | |

# 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) | |
| | | TOTAL CAPITAL GAIN DISTRIBUTIONS | | | | | 1,399. | |
| | | GOLDMAN SACHS 010-46618-3<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 102,305. | | 104,346. | | | | | -2,041. | |
| | | GOLDMAN SACHS 010-46618-3<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 1,228,745. | | 1,204,710. | | | | | 24,035. | |
| | | GOLDMAN SACHS 010-74932-3<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 58,985. | | 59,749. | | | | | -764. | |
| | | GOLDMAN SACHS 010-74932-3<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 291,210. | | 290,338. | | | | | 872. | |
| | | GOLDMAN SACHS 010-74932-3<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 2. | | | | | | | 2. | |
| | | GOLDMAN SACHS 010-74933-1<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 953,233. | | 893,489. | | | | | 59,744. | |
| | | GOLDMAN SACHS 010-74933-1<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 512,910. | | 429,385. | | | | | 83,525. | |
| | | GOLDMAN SACHS 010-74936-4<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 557,913. | | 506,740. | | | | | 51,173. | |
| | | GOLDMAN SACHS 010-74936-4<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 812,068. | | 623,203. | | | | | 188,865. | |
| | | GOLDMAN SACHS 010-74944-8<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 102,867. | | 101,648. | | | | | 1,219. | |
| | | GOLDMAN SACHS 010-74944-8<br>PROPERTY TYPE: SECURITIES | | | | | VAR | VAR |
| 837,830. | | 834,151. | | | | | 3,679. | |
| TOTAL GAIN(LOSS) | | | | | | | 411,708. | |

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . . . . . . . . . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

***Do not complete Part II unless*** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing *(e-file)*.** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ [ ]

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

**Enter filer's identifying number, see instructions**

| Type or print | Name of exempt organization or other filer, see instructions | Employer identification number (EIN) or |
|---|---|---|
| File by the due date for filing your return See instructions | TBL CHARITABLE FOUNDATION | 20-3982689 |
| | Number, street, and room or suite no If a P O box, see instructions: 15 CHARLESDEN PARK | Social security number (SSN) |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions: NEWTONVILLE, MA 02460 | |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . . . . . . . [0][4]

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ▶ F. THOMSON LEIGHTON

Telephone No ▶ 617 332-0705 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . . . . . . . . . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 13 or
▶ [ ] tax year beginning ____________, 20___, and ending ____________, 20___

**2** If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

| | | | |
|---|---|---|---|
| **3a** | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions | **3a** | $ 26,377. |
| **b** | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | **3b** | $ 14,377. |
| **c** | **Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions | **3c** | $ 12,000. |

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions