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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2013Department of the Treasury
Internal Revenue Service

▶ 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.

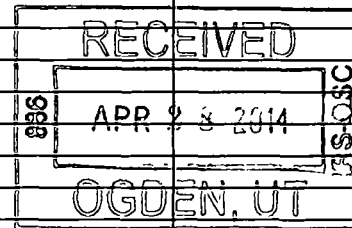
Open to Public Inspection

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

Name of foundation The Beining Family Foundation		A Employer identification number 20-7450964
Number and street (or P O box number if mail is not delivered to street address) 12231 Manchester Road	Room/suite	B Telephone number (see instructions) 314-966-3400
City or town, state or province, country, and ZIP or foreign postal code Des Peres, MO 63131		C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 586,813.96	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	11.xx	11.xx		
4 Dividends and interest from securities	8,278.06	8,278.06		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	0			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0		
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)	523.xx	523.xx		
12 Total. Add lines 1 through 11	8,812.xx	8,812.xx		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	5,251.28	5,251.28		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,000.00	1,000.00		
c Other professional fees (attach schedule)	138.xx	138.xx		
17 Interest				
18 Taxes (attach schedule) (see instructions)	68.49	68.49		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	6,397.xx	6,397.xx		
25 Contributions, gifts, grants paid	15,528.18			15,528.18
26 Total expenses and disbursements. Add lines 24 and 25	21,925.xx	6,397.xx		15,528.18
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<13,113.xx>			
b Net investment income (if negative, enter -0-)		2,415.xx		
c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		15,359.54	34,749.40	34,749.40
	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				
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)		208,022.14	350,874.01	350,874.01
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		282,899.51	201,190.55	201,190.55
	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)				
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)				
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐				
	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)		506,281.19	586,813.96	
	31	Total liabilities and net assets/fund balances (see instructions)		506,281.19	586,813.96	

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	506,281.19
2	Enter amount from Part I, line 27a	2	<13,113xx>
3	Other increases not included in line 2 (itemize) ▶ <u>unrealized gains</u>	3	93,645.77
4	Add lines 1, 2, and 3	4	586,813.96
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	586,813.96

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 publicly traded securities			
b capital gains distribution from Schwab account			
c short term loss from iShares K-1			
d long term loss from iShares K-1			
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 70,883.99		90,499.22	<19,615.23>
b			5,421.34
c			<17.xx>
d			<1,693.xx>
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	<15,903.xx>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	24,242.35	478,232.12	0.05069
2011	24,911.58	488,088.73	0.05104
2010	24,974.22	498,252.59	0.05012
2009	23,501.37	457,003.76	0.05142
2008	41,539.94	644,784.93	0.06442

2 Total of line 1, column (d)	2	0.25769
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	0.05353
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	533,772.87
5 Multiply line 4 by line 3	5	28,577.13
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24.15
7 Add lines 5 and 6	7	28,601.28
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	15,528.16

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	48	3C
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	48	3C
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	48	3C
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		
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	48	3C
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a			✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		✓
1b			✓
If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?		✓
1c			✓
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	✓
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	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	✓
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	✓
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	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Missouri		
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	✓
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	✓
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶				
14	The books are in care of ▶ James T. Reding	Telephone no. ▶	3149663400	
	Located at ▶ 12231 Manchester Road, Des Peres, MO	ZIP+4 ▶	63131-4314	
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		c	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James T. Reding 12231 Manchester Road Des Peres, MD 63131	trustee, nominal	5,251.28	n/a	n/a

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 ☐ 0

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		

Total number of others receiving over \$50,000 for professional services **0**

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 n/a	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 **C**

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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	541,901.4x
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	541,901.4x
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,128.52
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	533,772.87
6	Minimum investment return. Enter 5% of line 5	6	26,688.64

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	26,688.64
2a	Tax on investment income for 2013 from Part VI, line 5 2a	48.30	
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	48.30
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,640.34
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	26,640.34
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	26,640.34

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	15,528.18
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	15,528.18
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,528.18

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				26,640.34
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	9,406.17			
b From 2009	676.29			
c From 2010	139.94			
d From 2011	532.84			
e From 2012	446.02			
f Total of lines 3a through e	11,201.26			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 15,528.18				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				15,528.18
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	11,112.16			11,112.16
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	89.10			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	89.10			
10 Analysis of line 9:				
a Excess from 2009	0			
b Excess from 2010	0			
c Excess from 2011	0			
d Excess from 2012	89.01			
e Excess from 2013	0			

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

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

b Check box to indicate whether the 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 $\frac{2}{3}$ 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).)

none

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

none

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Emmaus Homes, Inc., 43-0653309	n/a	509a1	unrestricted	7,764.00
Lutheran High School Association, 20-0785264	n/a	509a1	unrestricted	5,500.00
Abiding Savior Evangelical Lutheran Church	n/a	509a1	unrestricted	2,264.00
Total			3a	15,528.10
b <i>Approved for future payment</i>				
Total			3b	c

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(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	8,812xx	
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	<15,903xx>	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				<7,091.xx>	
13	Total. Add line 12, columns (b), (d), and (e)				13	<7,091.xx>

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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

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

[illegible]

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 James K. Long Trustee Date 11-22-14 Title trustee

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Russell A. Willis III

Preparer's signature _____

[Signature]

Date _____

4-22-14

Check ☒ if self-employed

PTIN	
------	--

PO10809598

Firm's name ► **Estate Administration Services, LLC**

Firm's EIN ▶ 04-3622056

Firm's address ► 12231 Manchester Road, Des Peres, MO 63131

Phone no **31 4-955-3400**

attachment to Form 990-PF for calendar 2013
The Beining Family Foundation, EIN 20-7450964

part I

line 11, from iShares K-1

line 16b, return preparation fee

part II

line 10b, see Schwab statement attached

part III

line 3, see Schwab statement attached

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Need help reading this statement?

Visit www.schwab.com/StatementHelp for more information.

Market Monitor

Rates	Yield
Schwab Govt MMF ¹	0.00%

The custodian of your brokerage account is: Charles Schwab & Co., Inc.
For questions about this statement, or if there is a change in your financial situation, investment objectives, or risk profile, please contact your Independent Investment Manager and/or Advisor.

Your Independent Investment Manager and/or Advisor

PARADIGM FINANCIAL ADVISORS
12231 MANCHESTER ROAD
DES PERES MO 63131
1 (314) 966-3400

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JAMES T REDING TRUSTEE
BEINING FAMILY FOUNDATION
U/A DTD 10/18/1996
12231 MANCHESTER RD
DES PERES MO 63131-4314



Terms and Conditions

This Account statement is furnished solely by Charles Schwab & Co., Inc. ("Schwab") for your Account at Schwab ("Account"). Schwab Institutional is a division of Charles Schwab & Co., Inc., and provides back office brokerage and related services to investment advisors and retirement plan providers. Unless otherwise defined herein, capitalized terms have the same meanings as in your Account Agreement. Schwab is a registered broker-dealer and, except in the case of an affiliated company that may act as the investment advisor for the Sweep Funds, Windhaven Investment Management, Inc. ("Windhaven®"), or ThomasPartners, Inc. ("TPI"), is not affiliated with your Investment Advisor whose name appears on this statement ("Advisors"). Advisors are independently owned and operated. Schwab neither endorses nor recommends any particular Advisor or its investment strategy and has no responsibility to monitor trading by any Advisor in your Account. Schwab has not verified any statement accompanying any Advisor's logo appearing on this statement. Advisors provide investment advisory services for your Account. Schwab provides brokerage and custody services for your Account. Schwab has agreements with Advisors under which Schwab provides Advisors with institutional trading, custody and related services, and products. Not all of these products and services may benefit your Account, and Schwab may provide them to Advisors on the Advisor's commitment to place a certain amount of its clients' assets in brokerage accounts at Schwab within a certain period of time. This commitment could influence an Advisor's recommendation or requirement that its clients establish brokerage accounts at Schwab.

GENERAL INFORMATION AND KEY TERMS:

If you receive any other communication from any source other than Schwab which purports to represent your holdings at Schwab (including balances held at a Depository Institution) you should verify its content with this statement.

AIP (Automatic Investment Plan) Customers: Schwab receives remuneration in connection with certain transactions effected through Schwab. If you participate in a systematic investment program through Schwab, the additional information normally detailed on a trade confirmation will be provided upon request.

Average Daily Balance: Average daily composite of all cash balances that earn interest and all loans from Schwab that are charged interest. Interest cycles may differ from statement cycles.

Bank Sweep Feature: Schwab acts as your agent and custodian in establishing and maintaining your Bank Sweep feature as a Schwab Cash Feature for your brokerage account. Deposit accounts held through the Bank Sweep feature constitute direct obligations of Charles Schwab Bank and are not obligations of Schwab Bank. Deposit accounts are insured by the FDIC within applicable limits. The balance in the bank deposit accounts can be withdrawn on your order and the proceeds returned to your securities account or remitted to you as provided in your Account Agreement. For information on FDIC insurance and its limits, as well as other important disclosures about the Bank Sweep feature, please refer to the Cash Features Disclosure Statement available online or from a Schwab representative.

Insured Bank Network ("Bank Network") Feature: Schwab acts

as your agent and custodian in establishing and maintaining your Insured Bank Network feature as a Schwab Cash Feature for your brokerage account. Deposit accounts held through the Insured Bank Network feature constitute direct obligations of a participating Depository Institution and are not obligations of Schwab. Insured Bank Network deposit accounts are insured by the FDIC within applicable limits. The balance in the bank deposit accounts can be withdrawn on your order and the proceeds returned to your securities account or remitted to you as provided in your Account Agreement. For information on FDIC insurance and its limits, as well as other important disclosures about the Insured Bank Network feature, please refer to the Cash Features Disclosure Statement available online or from a Schwab representative.

Cash: Any Free Credit Balance owed by us to you payable upon demand which, although accounted for on our books of record, is not segregated and may be used in the conduct of this firm's business.

Current Yield: Annual dividend paid on an equity divided by the current market price.

Dividend Reinvestment Customers: Dividend reinvestment transactions were effected by Schwab acting as a principal for its own account, except for the reinvestment of Schwab dividends, for which an independent broker-dealer acted as the buying agent. The time of these transactions, the exchange upon which these transactions occurred and the name of the person from whom the security was purchased will be furnished upon written request.

Interest: For the Schwab One Interest feature, Bank Sweep feature, and the Insured Bank Network feature, interest is paid for a period that differs from the Statement Period. Balances include interest paid as indicated on your statement by Schwab, Charles Schwab Bank, or a Depository Institution participating in the Insured Bank Network. These balances do not include interest that may have accrued during the Statement Period after interest is paid. The interest paid may include interest that accrued in the prior Statement Period.

For the Schwab One Interest feature, interest accrues daily from the second-to-last business day of the prior month and is posted on the second-to-last business day of the current month. For the Bank Sweep feature, interest accrues daily from the 16th day of the prior month and is credited/posted on the first business day after the 15th of the current month. For the Insured Bank Network feature, interest accrues daily from the 16th of the prior month and is generally credited/posted on the 15th of the current month. If the 15th of the month falls on a non-business day, the interest amount payable through the 15th of the month is generally paid on the last business day prior to the 15th. However, there may be certain events that trigger the posting of interest earlier in the interest period. Events that could trigger an earlier interest posting include the closure of your deposit accounts at a Depository Institution or the rebalancing of funds between your MMDA and transaction account at a Depository Institution. These events are referred to as "Mid-Cycle Interest" on your account statement. The interest period for Mid-Cycle Interest payments will be from the 16th of the prior month, or the date the account(s) were established if after the 16th of the prior month, until the date posted on your account statement. For more information, about Mid-Cycle Interest payments please refer to your Cash Features Disclosure Statement.

If, on any given day, the interest that Schwab calculates for the Free Credit Balances in the Schwab One Interest feature in your brokerage account is less than \$ 005, you will not accrue any interest on that day. For balances held at Charles Schwab Bank in the Bank Sweep feature or at a Depository Institution participating in the Insured Bank Network feature, interest will accrue even if the amount is less than \$ 005.

Margin Account Customers: This is a combined statement of your margin account and special memorandum account maintained for you under Section 220 5 of Regulation T issued by the Board of Governors of the Federal Reserve System. The permanent record of the separate account as required by Regulation T is available for your inspection. Securities purchased on margin are Schwab's collateral for the loan to you. It is important that you fully understand the risks involved in trading securities on margin. These risks include:

- You can lose more funds than you deposit in the margin account.
- Schwab can force the sale of securities or other assets in any of your account(s) to maintain the required account equity without contacting you.
- You are not entitled to choose which assets are liquidated nor are you entitled to an extension of time on a margin call.
- Schwab can increase its "house" maintenance margin requirements at any time without advance written notice to you.

Market Price: The most recent price evaluation available to Schwab on the last business day of the report period, normally the last trade price or bid as of market close. Unpriced securities denote that no market evaluation update is currently available. Price evaluations are obtained from outside parties. Schwab shall have no responsibility for the accuracy or timeliness of any such valuations. Pricing of assets not held at Schwab is for informational purposes only. Some securities, especially thinly traded equities in the OTC market or foreign markets, may not report the most current price and are indicated as Stale Priced. For Limited Partnerships and Real Estate Investment Trust (REIT) securities, you may see that the value reflected on your monthly account statement for this security is unpriced. NASD rules require that certain Limited Partnerships (direct participation programs) and Real Estate Investment Trust (REIT) securities, that have not been priced within 18 months, must show as unpriced on customer statements. Note that these securities are generally illiquid, the value of the securities will be different than its purchase price, and, if applicable, that accurate valuation information may not be available.

Market Value: The Market Value is computed by multiplying the Market Price by the Quantity of Shares. This is the dollar value of your present holdings in your specified Schwab Account or a summary of the Market Value summed over multiple accounts.

Non-Publicly Traded Securities: All assets shown on this statement, other than certain direct investments which may be held by a third party, are held in your Account. Values of certain Non-Publicly Traded Securities may be furnished by a third party as provided by Schwab's Account Agreement. Schwab shall have no responsibility for the accuracy or timeliness of such valuations. The Securities Investor Protection Corporation (SIPC) does not cover many limited partnership interests.

Option Customers: Be aware of the following: 1) Commissions and other charges related to the execution of option transactions have been

Terms and Conditions (continued)

included in confirmations of such transactions previously furnished to you and will be made available promptly upon request 2) You should advise us promptly of any material changes in your investment objectives or financial situation 3) Exercise assignment notices for option contracts are allocated among customer short positions pursuant to an automated procedure which randomly selects from among all customer short option positions those contracts which are subject to exercise, including positions established on the day of assignment **Schwab Sweep Money Funds:** Includes the primary money market funds into which Free Credit Balances may be automatically invested pursuant to your Account Agreement. Schwab or an affiliate acts and receives compensation as the Investment Advisor, Transfer Agent, Shareholder Service Agent and Distributor for the Schwab Sweep Money Funds. The amount of such compensation is disclosed in the prospectus. The yield information for Schwab Sweep Money Funds is the current 7-day yield as of the statement period. Yields vary Schwab and the Schwab Sweep Money Funds investment advisor may be voluntarily reducing a portion of a Schwab Sweep Money Fund's expenses. Without these reductions, yields would have been lower. The shares of the money market mutual fund can be liquidated on your order and the proceeds returned to your securities account or remitted to you as provided in your Account Agreement and the applicable prospectus.

Securities Products and Services: Securities products and services are offered by Charles Schwab & Co., Inc., Member SIPC. Securities products and services, including unswept intraday funds and net credit balances held in brokerage accounts are not guaranteed deposits or obligations of Charles Schwab Bank or a Depository Institution(s) participating in the Insured Bank Network, and are subject to investment risk, are not FDIC insured, may lose value, and are not bank guaranteed. SIPC does not cover balances held at Charles Schwab Bank in the Bank Sweep feature or at a Depository Institution(s) participating in the Insured Bank Network feature. **Short Positions:** Securities sold short will be identified through an "S" in Investment Detail. The market value of these securities will be expressed as a debit and be netted against any long positions in Total Account Value.

Depository Institution: A Member FDIC depository institution participating in the Insured Bank Network that has entered into a deposit agreement with Schwab, at which interest-bearing deposit accounts are maintained on your behalf.

Accrued Income: Accrued Income is the sum of the total accrued interest and/or accrued dividends on positions held in your Account, but the interest and/or dividends have not been received into your account. Schwab makes no representation that the amounts shown (or any other amount) will be received. Accrued amounts are not covered by SIPC account protection until actually received and held in the Account.

IN CASE OF ERRORS OR DISCREPANCIES: If you find an error or discrepancy relating to your brokerage activity (other than an electronic fund transfer) you must notify us promptly, but no later than 10 days after this statement is sent or made available to you. If this statement shows that we have mailed or delivered security certificate(s) that you have not received, notify Schwab immediately. You may call us at 800-515-2157. Any oral communications should be re-confirmed in writing to further protect your rights,

including rights under the Securities Investor Protection Act (SIPA). If you do not so notify us, you agree that the statement activity and Account balance are correct for all purposes with respect to those brokerage transactions.

IN CASE OF COMPLAINTS: If you have a complaint regarding your Schwab statement, products or services, please write to the Client Advocacy Team at Charles Schwab & Co., Inc., Attention: Client Advocacy Team, 211 Main St., San Francisco, CA 94105, USA, or call Schwab Signature Alliance at 800-515-2157.

Address Changes: If you fail to notify Schwab in writing of any change of address or phone number, you may not receive important notifications about your Account, and trading or other restrictions might be placed on your Account.

Additional Information:

We are required by law to report to the Internal Revenue Service certain payments to you and credits to your Account during the calendar year. Retain this statement for income tax purposes. A financial statement for your inspection is available at Schwab's offices or a copy will be mailed to you upon written request. Any third party trademarks appearing herein are the property of their respective owners. Schwab and Charles Schwab Bank are affiliates of each other and subsidiaries of the Charles Schwab Corporation.

(1113-7022)

Change in Account Value	This Period	Year to Date
Starting Value	\$ 578,193.41	\$ 506,281.19
Cash Value of Purchases & Sales	(132.69)	27,620.75
Investments Purchased/Sold	132.69	(27,620.75)
Deposits & Withdrawals	0.00	(16,643.46)
Dividends & Interest	7,448.55	13,672.35
Fees & Charges	0.00	(5,259.78)
Transfers	0.00	0.00
Income Reinvested	(132.69)	(355.90)
Change in Value of Investments	1,304.69	89,119.56
Ending Value on 12/31/2013	\$ 586,813.96	\$ 586,813.96
Accrued Income^d	597.91	
Ending Value with Accrued Income^d	\$ 587,411.87	

Charles Schwab Institutional is a registered broker-dealer and member of the SIPC. All investments are subject to risk. Past performance does not guarantee a similar outcome. Please see the prospectus for more information.

Asset Composition	Market Value
Cash and Money Market Funds	
[Sweep]	\$ 34,749.40
Equities	267,125.42
Equity Funds	83,748.59
Other Assets	201,190.55
Total Assets Long	\$ 586,813.96
Total Assets with Accrued Income^d	\$ 587,411.87

Charles Schwab Institutional is a registered broker-dealer and member of the SIPC. All investments are subject to risk. Past performance does not guarantee a similar outcome. Please see the prospectus for more information.

Account Notes

- Accrued Dividend is \$597.91



Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0.00	0.00	0.00	0.01
Cash Dividends	0.00	2,027.21	0.00	8,033.11
Total Capital Gains	0.00	5,421.34	0.00	5,421.34
Total Income	0.00	7,448.55	0.00	13,454.46

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value
Cash	515.65
Total Cash	515.65

Money Market Funds [Sweep]

	Quantity	Market Price	Market Value	Current Yield
SCHWAB GOVT MONEY FUND: SWGXX	34,233.7500	1.0000	34,233.75	0.00%
Total Money Market Funds [Sweep]			34,233.75	
Total Cash & Money Market [Sweep]			34,749.40	

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value
APPLE INC SYMBOL: AAPL	61.0000	561.0200	34,222.22

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
BANK OF AMERICA CORP SYMBOL: BAC	3,559.0000	15.5700	55,413.63
BARRICK GOLD CORP F SYMBOL: ABX	500.0000	17.6300	8,815.00
BERKSHIRE HATHAWAY B NEW CLASS B SYMBOL: BRKB	250.0000	118.5600	29,640.00
CATERPILLAR INC SYMBOL: CAT	75.0000	90.8100	6,810.75
CISCO SYSTEMS INC SYMBOL: CSCO	300.0000	22.4300	6,729.00
CITIGROUP INC NEW SYMBOL: C	826.0000	52.1100	43,042.86
DEERE & CO SYMBOL: DE	85.0000	91.3300	7,763.05
FREEMPORT MCMORAN COPPER SYMBOL: FCX	283.0000	37.7400	10,680.42
GENERAL ELECTRIC COMPANY SYMBOL: GE	1,503.0000	28.0300	42,129.09
PEPSICO INCORPORATED SYMBOL: PEP	160.0000	82.9400	13,270.40
TRANSCOCEAN INC NEW F SYMBOL: RIG	120.0000	49.4200	5,930.40
		Accrued Dividend: 330.66	
		Accrued Dividend: 90.80	

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
WELLS FARGO & CO NEW SYMBOL: WFC	59.0000	45.4000	2,678.60
Total Equities	7,781.0000		267,125.42

Total Accrued Dividend for Equities: 421.46

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value
MATTHEWS CHINA FUND SYMBOL: MCHFX	1,081.0810	22.8400	24,691.89
OAKMARK EQUITY & INCOME FD CLI SYMBOL: OAKBX	900.4950	32.6500	29,401.16
VANGUARD WELLINGTON FD INVESTOR SHARE SYMBOL: VWELX	781.6430	37.9400	29,655.54
Total Equity Funds	2,763.2190		83,748.59

Total Mutual Funds	2,763.2190		83,748.59
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Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value
ISHARES S&P GSCI CMDTY COMMODITY INDEXED TRUST SYMBOL: GSG	568.0000	32.1900	18,283.92
ISHARES TR US FINANCIALS ETF SYMBOL: IYF	655.0000	80.1600	52,504.80
S P D R S&P 500 ETF TR EXPIRING 01/22/2118 SYMBOL: SPY	180.0000	184.6900	33,244.20
SECTOR SPDR FINCL SELECT SHARES OF BENEFICIAL INT SYMBOL: XLF	325.0000	21.8600	7,104.50
VANGUARD DIV APPRCIATION SYMBOL: VIG	400.0000	75.2400	30,096.00
VANGUARD FTSE EMERGING ° MARKETS ETF SYMBOL: VWO	291.5342	41.1400	11,993.72
VANGUARD INTL EQTY INDEX ° FTSE ALL WORLD EX US ETF SYMBOL: VEU	182.3894	50.7300	9,252.61
VANGUARD MID CAP SYMBOL: VO	120.0000	110.0200	13,202.40
Accrued Dividend: 176.45			

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value
VANGUARD SMALL CAP SYMBOL: VB	232.0000	109.9500	25,508.40
Total Other Assets	2,953.9236		201,190.55

Total Accrued Dividend for Other Assets: 176.45

Total Investment Detail	586,813.96
Total Account Value	586,813.96

Transaction Detail - Purchases & Sales

Other Assets Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/30/13	12/30/13	Reinvested Shares	VANGUARD FTSE EMERGING MARKETS ETF VWO	1.5342	40.8299	(62.64)
12/30/13	12/30/13	Reinvested Shares	VANGUARD INTL EQTY INDEX FTSE ALL WORLD EX US ETF VEU	1.3894	50.4160	(70.05)
Total Other Assets Activity						(132.69)
Total Purchases & Sales						(132.69)

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
12/01/13	12/02/13	Qualified Dividend	WELLS FARGO & CO NEW: WFC	17.70
12/12/13	12/12/13	Cash Dividend	MATTHEWS CHINA FUND MCHFX	286.11
12/12/13	12/12/13	LT Cap Gain	MATTHEWS CHINA FUND MCHFX	2,105.78
12/16/13	12/16/13	Qualified Dividend	BARRICK GOLD CORP F ABX	25.00
12/16/13	12/16/13	Foreign Tax Paid	BARRICK GOLD CORP F ABX	(6.25)
12/18/13	12/18/13	Qualified Dividend	TRANSOCEAN INC NEW F RIG	67.20
12/19/13	12/19/13	Cash Dividend	OAKMARK EQUITY & INCOME OAKBX	149.48
12/19/13	12/19/13	LT Cap Gain	OAKMARK EQUITY & INCOME OAKBX	2,292.39
12/26/13	12/26/13	LT Cap Gain	VANGUARD WELLINGTON FD VWELX	1,023.17
12/26/13	12/26/13	Cash Dividend	VANGUARD WELLINGTON FD VWELX	205.57
12/26/13	12/26/13	Short Term Cap Gn	VANGUARD WELLINGTON FD VWELX	179.00
12/27/13	12/27/13	Qualified Dividend	BANK OF AMERICA CORP BAC	35.59
12/27/13	12/27/13	Cash Dividend	VANGUARD DIV APPRCIATION: VIG	159.20
12/27/13	12/27/13	Div For Reinvest	VANGUARD FTSE EMERGING: VWO	62.64
12/27/13	12/27/13	Div For Reinvest	VANGUARD INTL EQTY INDEX: VEU	70.05
12/30/13	12/30/13	Cash Dividend	ISHARES TR US FINANCIALS: IYF	260.27
12/31/13	12/31/13	Cash Dividend	SECTOR SPDR FINCL SELECT: XLF	32.87
12/31/13	12/31/13	Cash Dividend	VANGUARD MID CAP VO	152.88
12/31/13	12/31/13	Cash Dividend	VANGUARD SMALL CAP VB	329.90

Notes: Dividends & Interest

Total Dividends & Interest

1,313.86

Money Funds Detail

SCHWAB GOVT MONEY FUND Activity

Settle Date	Transaction	Quantity	Unit Price	Purchase/Debit	Sale/Credit
Opening # of Shares: 27,433.5400					
12/03/13	Purchased	17.7000	1.0000	17.70	
12/13/13	Purchased	2,391.8900	1.0000	2,391.89	
12/17/13	Purchased	18.7500	1.0000	18.75	
12/19/13	Purchased	67.2000	1.0000	67.20	
12/20/13	Purchased	2,441.8700	1.0000	2,441.87	
12/27/13	Purchased	1,407.7400	1.0000	1,407.74	
12/30/13	Purchased	194.7900	1.0000	194.79	
12/31/13	Purchased	260.2700	1.0000	260.27	
Closing # of Shares: 34,233.7500					

Total SCHWAB GOVT MONEY FUND Activity

6,800.21

Total Money Funds Detail

6,800.21

Pending Corporate Actions

Transaction	Quantity	Payable Date	Rate per Share	Share Distribution	Cash Distribution
PEPSICO INCORPORATED	160.0000	01/02/14	0.5675		90.80
GENERAL ELECTRIC COMPANY	1,503.0000	01/27/14	0.2200		330.66
S P D R S&P 500 ETF TR	180.0000	01/31/14	0.9802		176.45
Total Pending Corporate Actions					597.91

Pending transactions are not included in account value

Endnotes For Your Account

Symbol Endnote Legend

d	Dividends paid on this security will be automatically reinvested.
d	Accrued Income is the sum of the total accrued interest and/or accrued dividends on positions held in your brokerage account, but the income and/or dividends have not been received into your account and Schwab makes no representation that they will. Accrued amounts are not covered by SIPC account protection until actually received and held in the account.
f	7-day yield. Annualized fund yield based on the average daily yield for the previous 7 days, assuming dividends are paid in cash and not reinvested.