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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

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

|                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                |                                                                                                                                                                              |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>GROSS FOUNDATION                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                | A Employer identification number<br><br>22-2393682                                                                                                                           |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>1600 MAYACOO LAKES BLVD                                                                                                                                                                                                                           |                                                                                                                                                                                                | B Telephone number (see instructions)<br><br>(561) 242-8844                                                                                                                  |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>WEST PALM BEACH, FL 33411                                                                                                                                                                                                                                 |                                                                                                                                                                                                | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |  |
| G Check all that apply<br><div><input type="checkbox"/> Initial return<br/><input type="checkbox"/> Final return<br/><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity<br/><input type="checkbox"/> Amended return<br/><input type="checkbox"/> Name change</div> |                                                                                                                                                                                                | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                      |                                                                                                                                                                                                | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 8,678,656                                                                                                                                                                                                   | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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 <input type="checkbox"/>                                                             |  |

| 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)                            | 589,191                                                                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B   |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                        | 140,039                                                                                    | 140,039                   | 140,039                 |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities. . . . .                                           | 201,589                                                                                    | 201,589                   | 201,589                 |                                                             |
|                                                                                                                                                                     | 5a Gross rents . . . . .                                                                    |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss) _____                                                         |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                                    | 546,199                                                                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a<br>4,932,783                                  |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2) . . .                                      |                                                                                            | 546,199                   |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain . . . . .                                                     |                                                                                            |                           | 39,058                  |                                                             |
|                                                                                                                                                                     | 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) . . . . .                                                 |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 12 <b>Total.</b> Add lines 1 through 11 . . . . .                                           | 1,477,018                                                                                  | 887,827                   | 380,686                 |                                                             |
| Operating and Administrative Expenses                                                                                                                               | 13 Compensation of officers, directors, trustees, etc                                       |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 14 Other employee salaries and wages . . . . .                                              |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 15 Pension plans, employee benefits . . . . .                                               |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule) . . . . .                                                  |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Accounting fees (attach schedule) . . . . .                                               |  4,525  |                           |                         | 4,525                                                       |
|                                                                                                                                                                     | c Other professional fees (attach schedule) . . . . .                                       |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 17 Interest . . . . .                                                                       |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions)                                               |  5,338  |                           |                         | 5,338                                                       |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion . . .                                       |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy . . . . .                                                                      |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings . . . . .                                              |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 22 Printing and publications . . . . .                                                      |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | 23 Other expenses (attach schedule) . . . . .                                               |  26,060 |                           |                         | 26,060                                                      |
|                                                                                                                                                                     | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . . | 35,923                                                                                     | 0                         |                         | 35,923                                                      |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid . . . . .                                              | 81,200                                                                                     |                           |                         | 81,200                                                      |
|                                                                                                                                                                     | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                             | 117,123                                                                                    | 0                         |                         | 117,123                                                     |
|                                                                                                                                                                     | 27 Subtract line 26 from line 12                                                            |                                                                                            |                           |                         |                                                             |
|                                                                                                                                                                     | a <b>Excess of revenue over expenses and disbursements</b>                                  | 1,359,895                                                                                  |                           |                         |                                                             |
|                                                                                                                                                                     | b <b>Net investment income</b> (if negative, enter -0-)                                     |                                                                                            | 887,827                   |                         |                                                             |
|                                                                                                                                                                     | c <b>Adjusted net income</b> (if negative, enter -0-)                                       |                                                                                            |                           | 380,686                 |                                                             |

| Part II Balance Sheets      |                                                                                                                               | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )               | Beginning of year | End of year                                                                                   |                       |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------------------------------------------------------------------------------------|-----------------------|
|                             |                                                                                                                               |                                                                                                                                   | (a) Book Value    | (b) Book Value                                                                                | (c) Fair Market Value |
| Assets                      | 1                                                                                                                             | Cash—non-interest-bearing . . . . .                                                                                               | 2,000             | 2,000                                                                                         | 2,000                 |
|                             | 2                                                                                                                             | Savings and temporary cash investments . . . . .                                                                                  | 385               | 340                                                                                           | 340                   |
|                             | 3                                                                                                                             | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                       |                   |                                                                                               |                       |
|                             | 4                                                                                                                             | Pledges receivable ▶ _____<br>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) ▶ _____<br>Less allowance for doubtful accounts ▶ _____                        |                   |                                                                                               |                       |
|                             | 8                                                                                                                             | Inventories for sale or use . . . . .                                                                                             |                   |                                                                                               |                       |
|                             | 9                                                                                                                             | Prepaid expenses and deferred charges . . . . .                                                                                   | 4,553             | 3,341                                                                                         | 3,341                 |
|                             | 10a                                                                                                                           | Investments—U S and state government obligations (attach schedule)                                                                | 1,909,927         |  269,435   | 270,150               |
|                             | b                                                                                                                             | Investments—corporate stock (attach schedule) . . . . .                                                                           | 361,885           |  1,142,410 | 1,352,111             |
|                             | c                                                                                                                             | Investments—corporate bonds (attach schedule). . . . .                                                                            | 1,605,035         |  1,517,129 | 1,540,439             |
|                             | 11                                                                                                                            | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                   |                                                                                               |                       |
|                             | 12                                                                                                                            | Investments—mortgage loans . . . . .                                                                                              |                   |                                                                                               |                       |
|                             | 13                                                                                                                            | Investments—other (attach schedule) . . . . .                                                                                     | 2,760,727         |  4,980,627 | 5,510,275             |
|                             | 14                                                                                                                            | Land, buildings, and equipment basis ▶ _____<br>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)                                    | 6,644,512                                                                                                                         | 7,915,282         | 8,678,656                                                                                     |                       |
| 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                                                                                             |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                                                   |                   |                                                                                               |                       |
|                             | 24                                                                                                                            | Unrestricted . . . . .                                                                                                            |                   |                                                                                               |                       |
|                             | 25                                                                                                                            | Temporarily restricted . . . . .                                                                                                  |                   |                                                                                               |                       |
|                             | 26                                                                                                                            | Permanently restricted . . . . .                                                                                                  |                   |                                                                                               |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.   |                                                                                                                                   |                   |                                                                                               |                       |
|                             | 27                                                                                                                            | Capital stock, trust principal, or current funds . . . . .                                                                        |                   |                                                                                               |                       |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg , and equipment fund                                                                    |                   |                                                                                               |                       |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds                                                                  | 6,644,512         | 7,915,282                                                                                     |                       |
|                             | 30                                                                                                                            | Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                     | 6,644,512         | 7,915,282                                                                                     |                       |
|                             | 31                                                                                                                            | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                        | 6,644,512         | 7,915,282                                                                                     |                       |

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 | 6,644,512 |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 | 1,359,895 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 |           |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 | 8,004,407 |
| 5 | Decreases not included in line 2 (itemize) ▶  _____                           | 5 | 89,125    |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | 6 | 7,915,282 |

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<br>P—Purchase<br>D—Donation    | (c) Date acquired<br>(mo , day, yr )                                                      | (d) Date sold<br>(mo , day, yr ) |
| 1a                                                                                                                                |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
|                                                                                                                                   |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
|                                                                                                                                   |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
|                                                                                                                                   |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
|                                                                                                                                   |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
|                                                                                                                                   |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
| (e) Gross sales price                                                                                                             | (f) Depreciation allowed<br>(or allowable)                                                                                                                                                                     | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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) Gains (Col (h) gain minus col (k), but not less than -0-) or<br>Losses (from col (h)) |                                  |
| (i) F M V as of 12/31/69                                                                                                          | (j) Adjusted basis<br>as of 12/31/69                                                                                                                                                                           | (k) Excess of col (i)<br>over col (j), if any   |                                                                                           |                                  |
| a                                                                                                                                 |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
| b                                                                                                                                 |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
| c                                                                                                                                 |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
| d                                                                                                                                 |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
| e                                                                                                                                 |                                                                                                                                                                                                                |                                                 |                                                                                           |                                  |
| 2                                                                                                                                 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                              |                                                 | 2                                                                                         | 546,199                          |
| 3                                                                                                                                 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 . . . . . } |                                                 | 3                                                                                         | 39,058                           |

Part V

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

|                                                                                                                                                                                           |                                          |                                              |                                                           |   |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|---|-----------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in)                                                                                                                      | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |   |           |
| 2012                                                                                                                                                                                      | 465,915                                  | 6,842,460                                    | 0 06809                                                   |   |           |
| 2011                                                                                                                                                                                      | 482,045                                  | 6,379,829                                    | 0 07556                                                   |   |           |
| 2010                                                                                                                                                                                      | 414,791                                  | 5,982,907                                    | 0 06933                                                   |   |           |
| 2009                                                                                                                                                                                      | 104,800                                  | 3,762,240                                    | 0 02786                                                   |   |           |
| 2008                                                                                                                                                                                      | 91,015                                   | 1,869,217                                    | 0 04869                                                   |   |           |
| 2 Total of line 1, column (d). . . . .                                                                                                                                                    |                                          |                                              |                                                           | 2 | 0 28953   |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . . |                                          |                                              |                                                           | 3 | 0 05791   |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .                                                                                                   |                                          |                                              |                                                           | 4 | 7,962,059 |
| 5 Multiply line 4 by line 3. . . . .                                                                                                                                                      |                                          |                                              |                                                           | 5 | 461,043   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                     |                                          |                                              |                                                           | 6 | 8,878     |
| 7 Add lines 5 and 6. . . . .                                                                                                                                                              |                                          |                                              |                                                           | 7 | 469,921   |
| 8 Enter qualifying distributions from Part XII, line 4. . . . .                                                                                                                           |                                          |                                              |                                                           | 8 | 117,123   |

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 page 18 of the instructions)**

|           |                                                                                                                                                           |           |        |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                               |           |        |
|           | Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)                                                        |           |        |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . . | <b>1</b>  | 17,757 |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                   |           |        |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                 | <b>2</b>  |        |
| <b>3</b>  | Add lines 1 and 2. . . . .                                                                                                                                | <b>3</b>  | 17,757 |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                               | <b>4</b>  |        |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                  | <b>5</b>  | 17,757 |
| <b>6</b>  | Credits/Payments                                                                                                                                          |           |        |
| <b>a</b>  | 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                         | <b>6a</b> | 3,341  |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source . . . . .                                                                                             | <b>6b</b> |        |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                       | <b>6c</b> | 33,000 |
| <b>d</b>  | Backup withholding erroneously withheld . . . . .                                                                                                         | <b>6d</b> |        |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d. . . . .                                                                                              | <b>7</b>  | 36,341 |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.                                 | <b>8</b>  |        |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .                                                     | <b>9</b>  |        |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .                                         | <b>10</b> | 18,584 |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 18,584 <b>Refunded</b>                                                            | <b>11</b> |        |

**Part VII-A Statements Regarding Activities**

|           |                                                                                                                                                                                                                                                                                                                                                                         |           |     |    |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|----|
| <b>1a</b> | 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? . . . . .                                                                                                                                                                                          | <b>1a</b> | Yes | No |
| <b>b</b>  | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .<br><i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | <b>1b</b> |     | No |
| <b>c</b>  | Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .                                                                                                                                                                                                                                                                                                   | <b>1c</b> |     | No |
| <b>d</b>  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br><b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____                                                                                                                                |           |     |    |
| <b>e</b>  | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                                                  |           |     |    |
| <b>2</b>  | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities.</i>                                                                                                                                                                                          | <b>2</b>  |     | No |
| <b>3</b>  | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .                                                                                                                             | <b>3</b>  |     | No |
| <b>4a</b> | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                                   | <b>4a</b> |     | No |
| <b>b</b>  | If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .                                                                                                                                                                                                                                                                                       | <b>4b</b> |     | No |
| <b>5</b>  | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T.</i>                                                                                                                                                                                    | <b>5</b>  |     | No |
| <b>6</b>  | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? . . . . .                            | <b>6</b>  | Yes |    |
| <b>7</b>  | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>                                                                                                                                                                                                                               | <b>7</b>  | Yes |    |
| <b>8a</b> | Enter the states to which the foundation reports or with which it is registered (see instructions):<br><input type="checkbox"/> NJ _____                                                                                                                                                                                                                                |           |     |    |
| <b>b</b>  | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>                                                                                                                                                     | <b>8b</b> | Yes |    |
| <b>9</b>  | 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)?<br><i>If "Yes," complete Part XIV</i> . . . . .                                                                                                | <b>9</b>  |     | No |
| <b>10</b> | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>                                                                                                                                                                                                                              | <b>10</b> |     | No |

Part VII-A

Statements Regarding Activities *(continued)*

|                                                                                                                               |                                                                                                                                                                                           |    |     |    |
|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                                                                                                                            | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).  | 11 |     | No |
| 12                                                                                                                            | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12 |     | No |
| 13                                                                                                                            | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                       | 13 | Yes |    |
| Website address N/A                                                                                                           |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                            | The books are in care of GAYLE GROSS Telephone no (561) 242-8844<br>Located at 1600 MAYACOO LAKES BLVD WEST PALM BEACH FL ZIP +4 334111850                                                |    |     |    |
| 15                                                                                                                            | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.       | 15 |     |    |
| 16                                                                                                                            | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country |                                                                                                                                                                                           |    |     |    |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |    |     |    |
|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |    | Yes | No |
| 1a                                                                                      | During the year did the foundation (either directly or indirectly)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person?<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?<br>(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)?<br>(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 ). |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1b |     | No |
| c                                                                                       | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1c |     | No |
| 2                                                                                       | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |     |    |
| a                                                                                       | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |    |     |    |
| b                                                                                       | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 2b |     | No |
| c                                                                                       | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |     |    |
| 3a                                                                                      | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |    |     |    |
| b                                                                                       | If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).                                                                                                                                                                                                                                                                                                                                                                          | 3b |     | No |
| 4a                                                                                      | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 4a |     | No |
| b                                                                                       | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 4b |     | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

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

c

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

☐ Yes ☒ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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 |
|---------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Additional Data Table |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

Total number of other employees paid over \$50,000. ☒

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Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". |                     |                  |
|------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000                                                      | (b) Type of service | (c) Compensation |
| NONE                                                                                                             |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
| 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                                                                                                                                                                                                                                                      |          |
| 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                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| 2                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| All other program-related investments. See page 24 of the instructions.                                          |        |
| 3                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| 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 | 8,080,947 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 2,362     |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 0         |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 8,083,309 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . | 1e | 0         |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .                                                      | 2  |           |
| 3 | Subtract line 2 from line 1d. . . . .                                                                              | 3  | 8,083,309 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 121,250   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 7,962,059 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 398,103   |

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  | 398,103 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. . . . .                                           | 2a | 17,757  |
| b  | Income tax for 2013 (This does not include the tax from Part VI ). . . . .                                | 2b |         |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 17,757  |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 380,346 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  |         |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 380,346 |
| 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  | 380,346 |

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 | 117,123 |
| 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  | 117,123 |
| 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  | 117,123 |
| 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)<br>Corpus                                                                                                                                                             | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|----|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-------------|-------------|
| 1  |  | Distributable amount for 2013 from Part XI, line 7                                                                                                                        |                            |             |             |
| 2  |  | Undistributed income, if any, as of the end of 2013                                                                                                                       |                            |             |             |
| a  |  | Enter amount for 2012 only.                                                                                                                                               |                            |             |             |
| b  |  | Total for prior years 20____, 20____, 20____                                                                                                                              |                            |             |             |
| 3  |  | Excess distributions carryover, if any, to 2013                                                                                                                           |                            |             |             |
| a  |  | From 2008.                                                                                                                                                                |                            |             |             |
| b  |  | From 2009.                                                                                                                                                                |                            |             |             |
| c  |  | From 2010. 49,015                                                                                                                                                         |                            |             |             |
| d  |  | From 2011. 168,164                                                                                                                                                        |                            |             |             |
| e  |  | From 2012. 129,216                                                                                                                                                        |                            |             |             |
| f  |  | Total of lines 3a through e. 346,395                                                                                                                                      |                            |             |             |
| 4  |  | Qualifying distributions for 2013 from Part XII, line 4 \$ 117,123                                                                                                        |                            |             |             |
| 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). 0                                                                                            |                            |             |             |
| d  |  | Applied to 2013 distributable amount. 117,123                                                                                                                             |                            |             |             |
| e  |  | Remaining amount distributed out of corpus                                                                                                                                |                            |             |             |
| 5  |  | Excess distributions carryover applied to 2013 263,223                                                                                                                    |                            |             |             |
|    |  | (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 83,172                                                                                                                    |                            |             |             |
| 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. 0                                                              |                            |             |             |
| 7  |  | Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).                                  |                            |             |             |
| 8  |  | Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).                                                                              |                            |             |             |
| 9  |  | Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a. 83,172                                                                                       |                            |             |             |
| 10 |  | Analysis of line 9                                                                                                                                                        |                            |             |             |
| a  |  | Excess from 2009.                                                                                                                                                         |                            |             |             |
| b  |  | Excess from 2010.                                                                                                                                                         |                            |             |             |
| c  |  | Excess from 2011.                                                                                                                                                         |                            |             |             |
| d  |  | Excess from 2012. 83,172                                                                                                                                                  |                            |             |             |
| e  |  | Excess from 2013.                                                                                                                                                         |                            |             |             |

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

1a

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

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

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

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

PAUL L GROSS  
1600 MAYACOO LAKES BLVD  
WEST PALM BEACH,FL 33401  
(561) 242-8844

b

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

LETTER CONTAINING DESCRIPTION OF ORGANIZATION, AMOUNT OF FUNDING REQUIRED AND FOR WHAT PURPOSE

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                                           | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|--------|
| Name and address (home or business)                 |                                                                                                           |                                |                                  |        |
| a Paid during the year<br>See Additional Data Table |                                                                                                           |                                |                                  |        |
| Total . . . . .                                     |                                                                                                           |                                | 3a                               | 81,200 |
| b Approved for future payment                       |                                                                                                           |                                |                                  |        |
| Total . . . . .                                     |                                                                                                           |                                | 3b                               |        |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)



Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

|                                              |                                              |
|----------------------------------------------|----------------------------------------------|
| Name of the organization<br>GROSS FOUNDATION | Employer identification number<br>22-2393682 |
|----------------------------------------------|----------------------------------------------|

Organization type (check one)

|                    |                                                                                                           |
|--------------------|-----------------------------------------------------------------------------------------------------------|
| Filers of:         | Section:                                                                                                  |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)( ) (enter number) organization                                            |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation |
|                    | <input type="checkbox"/> 527 political organization                                                       |
| Form 990-PF        | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation                                   |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation            |
|                    | <input type="checkbox"/> 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<sup>1</sup>/<sub>3</sub>% 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 for 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 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

|                                                 |                                                     |
|-------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>GROSS FOUNDATION | <b>Employer identification number</b><br>22-2393682 |
|-------------------------------------------------|-----------------------------------------------------|

|                          |                                                                                                     |                                          |                                                                                                                                                                         |
|--------------------------|-----------------------------------------------------------------------------------------------------|------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>            | <b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed |                                          |                                                                                                                                                                         |
| <b>(a)</b><br><b>No.</b> | <b>(b)</b><br><b>Name, address, and ZIP + 4</b>                                                     | <b>(c)</b><br><b>Total contributions</b> | <b>(d)</b><br><b>Type of contribution</b>                                                                                                                               |
| <u>1</u>                 | Paul L Gross Gayle S Gross CLAT<br>1600 MAYACOO LAKES BLVD<br><br>West Palm Beach, FL 33401         | \$ 287,181                               | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions ) |
| <u>2</u>                 | PAUL GAYLE GROSS<br>1600 MAYACOO LAKES BLVD<br><br>West Palm Beach, FL 33401                        | \$ 302,010                               | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br><br>(Complete Part II for noncash contributions ) |
| <u>  </u>                |                                                                                                     | \$                                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
| <u>  </u>                |                                                                                                     | \$                                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
| <u>  </u>                |                                                                                                     | \$                                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
| <u>  </u>                |                                                                                                     | \$                                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
| <u>  </u>                |                                                                                                     | \$                                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |



|                                                 |                                                     |
|-------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>GROSS FOUNDATION | <b>Employer identification number</b><br>22-2393682 |
|-------------------------------------------------|-----------------------------------------------------|

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.<br>from<br>Part I | (b) Purpose of gift                                                                      | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|------------------------------------------------------------------------------------------|-----------------|-------------------------------------|
| —                         | <div></div>                                                                              | <div></div>     | <div></div>                         |
|                           | <div>(e) Transfer of gift</div>                                                          |                 |                                     |
|                           | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> |                 |                                     |
| —                         | <div></div>                                                                              | <div></div>     | <div></div>                         |
|                           | <div>(e) Transfer of gift</div>                                                          |                 |                                     |
|                           | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> |                 |                                     |
| —                         | <div></div>                                                                              | <div></div>     | <div></div>                         |
|                           | <div>(e) Transfer of gift</div>                                                          |                 |                                     |
|                           | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> |                 |                                     |
| —                         | <div></div>                                                                              | <div></div>     | <div></div>                         |
|                           | <div>(e) Transfer of gift</div>                                                          |                 |                                     |
|                           | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> |                 |                                     |
| —                         | <div></div>                                                                              | <div></div>     | <div></div>                         |
|                           | <div>(e) Transfer of gift</div>                                                          |                 |                                     |
|                           | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> |                 |                                     |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (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 |
|------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| PAUL L GROSS                                         | Trustee<br>1 00                                           | 0                                         |                                                                       |                                       |
| 1600 MAYACOO LAKES BLVD<br>WEST PALM BEACH, FL 33401 |                                                           |                                           |                                                                       |                                       |
| GAYLE GROSS                                          | Trustee<br>1 00                                           | 0                                         |                                                                       |                                       |
| 1600 MAYACOO LAKES BLVD<br>WEST PALM BEACH, FL 33401 |                                                           |                                           |                                                                       |                                       |
| GREGORY A GROSS                                      | Trustee<br>1 00                                           | 0                                         |                                                                       |                                       |
| 9 RIDGE ROAD<br>TUXEDO PARK, NY 10987                |                                                           |                                           |                                                                       |                                       |
| LAUREN A GROSS                                       | Trustee<br>2 00                                           | 0                                         |                                                                       |                                       |
| 206 Upper Mountain Avenue<br>Montclair, NJ 07042     |                                                           |                                           |                                                                       |                                       |
| ROGER A GROSS                                        | Trustee<br>1 00                                           | 0                                         |                                                                       |                                       |
| 15 PASCACK ROAD<br>WOODCLIFF LAKE, NJ 07625          |                                                           |                                           |                                                                       |                                       |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|--------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |        |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                  |        |
| American Support for Israel PO Box 3263<br>Washington, DC 20010                                                        | none                                                                                                      | EXEMPT                         | Unrestricted                     | 1,000  |
| Montclair Art Museum 3 South Mountain Avenue<br>Montclair, NJ 07042                                                    | none                                                                                                      | EXEMPT                         | Unrestricted                     | 6,800  |
| Sari Asher Center for Integrative C 3401 PGA Blvd 200<br>Palm Beach Gardens, FL 33410                                  | none                                                                                                      | EXEMPT                         | Unrestricted                     | 150    |
| Parkinsons Disease Foundation 1359 Broadway Suite 1509<br>New York, NY 10018                                           | none                                                                                                      | EXEMPT                         | Unrestricted                     | 2,000  |
| RAMAPO COLLEGE FNDHOLOCAUST 505 RAMAPO VALLEY ROAD<br>MAHWAH, NJ 07430                                                 | none                                                                                                      | EXEMPT                         | Unrestricted                     | 500    |
| NORTON MUSEUM OF ART 1451 S OLIVE AVENUE<br>West Palm Beach, FL 33401                                                  | none                                                                                                      | EXEMPT                         | Unrestricted                     | 10,200 |
| TEMPLE BETH OR 56 RIDGEWOOD ROAD<br>WASHINGTON TOWNSHIP, NJ 07676                                                      | none                                                                                                      | EXEMPT                         | Unrestricted                     | 7,000  |
| Jewish Family Children's Service 5841 Corporate Way Suite 200<br>West Palm Beach, FL 33407                             | none                                                                                                      | EXEMPT                         | Unrestricted                     | 3,960  |
| JCC of the Greater Palm Beaches 4803 PGA Boulevard<br>Palm Beach Gardens, FL 33418                                     | none                                                                                                      | EXEMPT                         | Unrestricted                     | 10,740 |
| Classical South Florida 330 SW Second Street Suite 207<br>Fort Lauderdale, FL 33312                                    | none                                                                                                      | EXEMPT                         | Unrestricted                     | 400    |
| The Masters School 49 Clinton Avenue<br>Dobbs Ferry, NY 10522                                                          | none                                                                                                      | EXEMPT                         | Unrestricted                     | 1,000  |
| Marshall Foundation VMI Parade PO Box 1600<br>Lexington, VA 24450                                                      | none                                                                                                      | EXEMPT                         | Unrestricted                     | 100    |
| Metropolitan Museum of Art 1000 Fifth Avenue<br>New York, NY 10028                                                     | none                                                                                                      | EXEMPT                         | Unrestricted                     | 550    |
| Weizmann Institute of Science 633 Third Avenue<br>New York, NY 10017                                                   | none                                                                                                      | EXEMPT                         | Unrestricted                     | 5,000  |
| Play for PINK 175 East 74th Street 17-B<br>New York, NY 10021                                                          | none                                                                                                      | EXEMPT                         | Unrestricted                     | 1,450  |
| <b>Total</b> . . . . .  <b>3a</b> |                                                                                                           |                                |                                  | 81,200 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                            | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|--------|
| Name and address (home or business)                                                                                  |                                                                                                           |                                |                                  |        |
| <b>a</b> <i>Paid during the year</i>                                                                                 |                                                                                                           |                                |                                  |        |
| Montclair Film Festival PO Box 3397<br>Memorial Station<br>Montclair, NJ 07043                                       | none                                                                                                      | EXEMPT                         | Unrestricted                     | 2,500  |
| Bard College Campus Road PO Box 5000<br>AnnandaleonHudson, NY 12504                                                  | none                                                                                                      | EXEMPT                         | Unrestricted                     | 100    |
| National Academy Museum School<br>1083 Fifth Avenue<br>New York, NY 10128                                            | none                                                                                                      | EXEMPT                         | Unrestricted                     | 25,500 |
| The Jewish Museum 1109 Fifth Avenue<br>New York, NY 10128                                                            | none                                                                                                      | EXEMPT                         | Unrestricted                     | 250    |
| Meals on Wheels 203 S Union Street<br>Alexandria, VA 22314                                                           | none                                                                                                      | EXEMPT                         | Unrestricted                     | 1,000  |
| Madurai Seed 439/1 East Street<br>Karumbalai<br>Tamilnadu, Madurai 625020<br>IN                                      | none                                                                                                      | EXEMPT                         | Unrestricted                     | 1,000  |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 81,200 |

**TY 2013 Accounting Fees Schedule****Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 13000170**Software Version:** 2013v3.1

| Category        | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-----------------|--------|--------------------------|------------------------|---------------------------------------------|
| TAX PREPARATION | 4,525  | 0                        | 0                      | 4,525                                       |

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** GROSS FOUNDATION

**EIN:** 22-2393682

**Software ID:** 13000170

**Software Version:** 2013v3.1

| Name of Bond                  | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| Corporate bonds, see attached | 1,517,129              | 1,540,439                     |

**TY 2013 Investments Corporate  
Stock Schedule****Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 13000170**Software Version:** 2013v3.1

| Name of Stock                 | End of Year Book<br>Value | End of Year Fair<br>Market Value |
|-------------------------------|---------------------------|----------------------------------|
| Corporate stock, see attached | 1,142,410                 | 1,352,111                        |

# TY 2013 Investments Government Obligations Schedule

**Name:** GROSS FOUNDATION

**EIN:** 22-2393682

**Software ID:** 13000170

**Software Version:** 2013v3.1

**US Government Securities - End of  
Year Book Value:** 269,435

**US Government Securities - End of  
Year Fair Market Value:** 270,150

**State & Local Government  
Securities - End of Year Book  
Value:**

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

**TY 2013 Investments - Other Schedule****Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 13000170**Software Version:** 2013v3.1

| Category/ Item                  | Listed at Cost or<br>FMV | Book Value | End of Year Fair<br>Market Value |
|---------------------------------|--------------------------|------------|----------------------------------|
| Other investments, see attached | AT COST                  | 4,980,627  | 5,510,275                        |

## TY 2013 Other Decreases Schedule

**Name:** GROSS FOUNDATION

**EIN:** 22-2393682

**Software ID:** 13000170

**Software Version:** 2013v3.1

| Description                         | Amount |
|-------------------------------------|--------|
| DIFF-DONOR'S BASIS OF CMN STK & FMV | 89,125 |

**TY 2013 Other Expenses Schedule****Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 13000170**Software Version:** 2013v3.1

| Description     | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|-----------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| ADMINISTRATIVE  | 25                                |                          |                     | 25                                       |
| Bank charges    | 164                               |                          |                     | 164                                      |
| FILING FEES     | 140                               |                          |                     | 140                                      |
| INVESTMENT FEES | 25,731                            |                          |                     | 25,731                                   |

**TY 2013 Taxes Schedule****Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 13000170**Software Version:** 2013v3.1

| Category            | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|---------------------|--------|--------------------------|------------------------|---------------------------------------------|
| EXCISE TAX - 990-PF | 2,712  |                          |                        | 2,712                                       |
| FOREIGN TAX PAID    | 2,626  |                          |                        | 2,626                                       |

Capital Gains - Last year  
1/1/2013 through 12/31/2013

7/28/2014

Account      Security      Shares      Bought      Sold      Gross Proceeds      Cost Basis      Realized Gain/Loss

**SHORT TERM**

|                       |                          |         |            |           |          |          |           |
|-----------------------|--------------------------|---------|------------|-----------|----------|----------|-----------|
| Bessemer Trust CLAT   | OW Real Return Fd        | 92 270  | 2/28/2013  | 5/21/2013 | 800 00   | 834 12   | -34 12    |
| Bessemer Trust CLAT   | OW Real Return Fd        | 372 330 | 2/28/2013  | 5/22/2013 | 3,220 65 | 3,365 88 | -145 23   |
| Bessemer Trust INV4N2 | Lowe's Companies Inc     | 50 000  | 3/12/2012  | 1/9/2013  | 1,779 22 | 1,444 54 | 334 68    |
| Bessemer Trust INV4N2 | Akzo Nobel Nv Adr        | 35 000  | 2/21/2012  | 1/11/2013 | 747 95   | 629 21   | 118 74    |
| Bessemer Trust INV4N2 | Akzo Nobel Nv Adr        | 40 000  | 2/21/2012  | 1/14/2013 | 845 24   | 719 10   | 126 14    |
| Bessemer Trust INV4N2 | Seagate Technology PLC   | 100 000 | 4/5/2012   | 1/25/2013 | 3,698 90 | 2,751 05 | 947 85    |
| Bessemer Trust INV4N2 | General Dynamics Corp    | 30 000  | 2/21/2013  | 3/22/2013 | 2,096 52 | 1,985 10 | 111 42    |
| Bessemer Trust INV4N2 | Waste Management Inc     | 85 000  | 6/25/2012  | 4/11/2013 | 3,270 32 | 2,783 46 | 486 86    |
| Bessemer Trust INV4N2 | Waste Management Inc     | 40 000  | 8/7/2012   | 4/11/2013 | 1,538 97 | 1,369 05 | 169 92    |
| Bessemer Trust INV4N2 | East Japan Rail Adr      | 100 000 | 2/21/2013  | 4/11/2013 | 1,465 76 | 1,165 00 | 300 76    |
| Bessemer Trust INV4N2 | East Japan Rail Adr      | 225 000 | 2/21/2013  | 4/12/2013 | 3,219 54 | 2,621 25 | 598 29    |
| Bessemer Trust INV4N2 | East Japan Rail Adr      | 75 000  | 2/21/2013  | 4/15/2013 | 1,078 75 | 873 75   | 205 00    |
| Bessemer Trust INV4N2 | Thermo Fisher Scientific | 65 000  | 9/4/2012   | 4/26/2013 | 5,238 63 | 3,718 26 | 1,520 37  |
| Bessemer Trust INV4N2 | Thermo Fisher Scientific | 10 000  | 10/23/2012 | 4/26/2013 | 805 94   | 588 91   | 217 03    |
| Bessemer Trust INV4N2 | Barrick Gold Corp        | 25 000  | 5/30/2012  | 4/26/2013 | 438 98   | 981 72   | -542 74   |
| Bessemer Trust INV4N2 | Barrick Gold Corp        | 15 000  | 4/2/2013   | 4/26/2013 | 263 39   | 439 95   | -176 56   |
| Bessemer Trust INV4N2 | Walgreen Co              | 100 000 | 10/23/2012 | 4/29/2013 | 4,921 71 | 3,606 44 | 1,315 27  |
| Bessemer Trust INV4N2 | Walgreen Co              | 50 000  | 10/24/2012 | 4/29/2013 | 2,460 86 | 1,794 52 | 666 34    |
| Bessemer Trust INV4N2 | Walgreen Co              | 50 000  | 12/14/2012 | 4/29/2013 | 2,460 86 | 1,841 41 | 619 45    |
| Bessemer Trust INV4N2 | Barrick Gold Corp        | 110 000 | 4/2/2013   | 4/29/2013 | 2,003 95 | 3,226 30 | -1,222 35 |
| Bessemer Trust INV4N2 | Barrick Gold Corp        | 55 000  | 4/15/2013  | 4/29/2013 | 1,001 97 | 1,388 75 | -386 78   |
| Bessemer Trust INV4N2 | Nordea Bk Sweden Ab Adr  | 125 000 | 2/22/2013  | 5/1/2013  | 1,437 81 | 1,457 84 | -20 03    |
| Bessemer Trust INV4N2 | Johnson & Johnson        | 40 000  | 2/21/2013  | 5/14/2013 | 3,407 75 | 3,033 20 | 374 55    |
| Bessemer Trust INV4N2 | Kddi Corp Adr            | 500 000 | 1/25/2013  | 5/15/2013 | 5,727 07 | 4,316 85 | 1,410 22  |
| Bessemer Trust INV4N2 | Kddi Corp Adr            | 200 000 | 1/25/2013  | 5/16/2013 | 2,284 69 | 1,726 74 | 557 95    |
| Bessemer Trust INV4N2 | Kddi Corp Adr            | 50 000  | 1/28/2013  | 5/16/2013 | 571 17   | 433 04   | 138 13    |
| Bessemer Trust INV4N2 | Aetna Inc                | 65 000  | 11/6/2012  | 6/14/2013 | 4,018 00 | 2,881 02 | 1,136 98  |
| Bessemer Trust INV4N2 | Aetna Inc                | 60 000  | 11/13/2012 | 6/14/2013 | 3,708 93 | 2,583 52 | 1,125 41  |
| Bessemer Trust INV4N2 | Johnson & Johnson        | 10 000  | 2/21/2013  | 6/14/2013 | 846 67   | 758 30   | 88 37     |
| Bessemer Trust INV4N2 | Johnson & Johnson        | 75 000  | 4/2/2013   | 6/14/2013 | 6,350 00 | 6,097 50 | 252 50    |
| Bessemer Trust INV4N2 | Johnson & Johnson        | 15 000  | 4/15/2013  | 6/14/2013 | 1,270 00 | 1,228 65 | 41 35     |
| Bessemer Trust INV4N2 | Exelon Corp              | 75 000  | 2/21/2013  | 6/17/2013 | 2,283 03 | 2,304 75 | -21 72    |
| Bessemer Trust INV4N2 | Exelon Corp              | 75 000  | 4/2/2013   | 6/17/2013 | 2,283 03 | 2,552 61 | -269 58   |
| Bessemer Trust INV4N2 | Johnson & Johnson        | 35 000  | 4/15/2013  | 6/17/2013 | 2,958 61 | 2,866 85 | 91 76     |
| Bessemer Trust INV4N2 | Exelon Corp              | 80 000  | 4/15/2013  | 6/18/2013 | 2,438 82 | 2,884 00 | -445 18   |
| Bessemer Trust INV4N2 | SSE Plc Adr              | 40 000  | 2/21/2013  | 6/20/2013 | 952 30   | 878 40   | 73 90     |

# Capital Gains - Last year

1/1/2013 through 12/31/2013

7/28/2014

Page 2

| Account                                        | Security | Shares  | Bought    | Sold      | Gross Proceeds | Cost Basis | Realized Gain/Loss |
|------------------------------------------------|----------|---------|-----------|-----------|----------------|------------|--------------------|
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 25 000  | 2/21/2013 | 6/20/2013 | 398 15         | 364 00     | 34 15              |
| Bessemer Trust INV4N2 SSE Plc Adr              |          | 85 000  | 2/21/2013 | 6/21/2013 | 2,032 47       | 1,866 60   | 165 87             |
| Bessemer Trust INV4N2 SSE Plc Adr              |          | 65 000  | 4/2/2013  | 6/21/2013 | 1,554 24       | 1,467 85   | 86 39              |
| Bessemer Trust INV4N2 SSE Plc Adr              |          | 60 000  | 4/2/2013  | 6/24/2013 | 1,437 22       | 1,354 94   | 82 28              |
| Bessemer Trust INV4N2 SSE Plc Adr              |          | 15 000  | 4/15/2013 | 6/24/2013 | 359 30         | 356 70     | 2 60               |
| Bessemer Trust INV4N2 SSE Plc Adr              |          | 100 000 | 4/15/2013 | 6/25/2013 | 2,320 64       | 2,378 00   | -57 36             |
| Bessemer Trust INV4N2 SSE Plc Adr              |          | 15 000  | 4/15/2013 | 6/26/2013 | 347 32         | 356 70     | -9 38              |
| Bessemer Trust INV4N2 Lowe's Companies Inc     |          | 175 000 | 4/15/2013 | 7/8/2013  | 7,413 85       | 6,776 00   | 637 85             |
| Bessemer Trust INV4N2 Lowe's Companies Inc     |          | 25 000  | 4/15/2013 | 7/9/2013  | 1,056 15       | 968 00     | 88 15              |
| Bessemer Trust INV4N2 Kddi Corp Adr            |          | 250 000 | 1/28/2013 | 7/9/2013  | 3,107 25       | 2,165 18   | 942 07             |
| Bessemer Trust INV4N2 Kddi Corp Adr            |          | 300 000 | 1/29/2013 | 7/9/2013  | 3,728 69       | 2,599 77   | 1,128 92           |
| Bessemer Trust INV4N2 Kddi Corp Adr            |          | 150 000 | 2/21/2013 | 7/12/2013 | 1,887 62       | 1,377 00   | 510 62             |
| Bessemer Trust INV4N2 Unitedhealth Group Inc   |          | 50 000  | 7/30/2012 | 7/22/2013 | 3,324 60       | 2,625 16   | 699 44             |
| Bessemer Trust INV4N2 Air Products & Chemicals |          | 55 000  | 3/12/2013 | 7/30/2013 | 5,835 95       | 4,825 30   | 1,010 65           |
| Bessemer Trust INV4N2 Air Products & Chemicals |          | 15 000  | 4/2/2013  | 7/30/2013 | 1,591 62       | 1,292 55   | 299 07             |
| Bessemer Trust INV4N2 Air Products & Chemicals |          | 20 000  | 4/15/2013 | 7/30/2013 | 2,122 16       | 1,721 60   | 400 56             |
| Bessemer Trust INV4N2 BHP Billiton Plc Adr     |          | 50 000  | 2/21/2013 | 8/5/2013  | 2,855 50       | 3,446 50   | -591 00            |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr  |          | 125 000 | 2/22/2013 | 8/5/2013  | 1,572 68       | 1,457 84   | 114 84             |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr  |          | 25 000  | 4/2/2013  | 8/5/2013  | 314 54         | 286 00     | 28 54              |
| Bessemer Trust INV4N2 BHP Billiton Plc Adr     |          | 25 000  | 4/2/2013  | 8/6/2013  | 1,442 31       | 1,471 50   | -29 19             |
| Bessemer Trust INV4N2 BHP Billiton Plc Adr     |          | 50 000  | 4/15/2013 | 8/6/2013  | 2,884 62       | 2,999 00   | -114 38            |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr  |          | 225 000 | 4/2/2013  | 8/6/2013  | 2,853 96       | 2,574 00   | 279 96             |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr  |          | 75 000  | 4/16/2013 | 8/6/2013  | 951 32         | 891 59     | 59 73              |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr  |          | 200 000 | 4/16/2013 | 8/7/2013  | 2,548 43       | 2,377 58   | 170 85             |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr  |          | 55 000  | 4/16/2013 | 8/8/2013  | 700 90         | 653 84     | 47 06              |
| Bessemer Trust INV4N2 Unitedhealth Group Inc   |          | 75 000  | 2/21/2013 | 8/29/2013 | 5,440 54       | 4,289 67   | 1,150 87           |
| Bessemer Trust INV4N2 Unitedhealth Group Inc   |          | 50 000  | 4/2/2013  | 8/29/2013 | 3,627 03       | 2,828 50   | 798 53             |
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 150 000 | 2/21/2013 | 8/29/2013 | 2,575 99       | 2,184 00   | 391 99             |
| Bessemer Trust INV4N2 Unitedhealth Group Inc   |          | 25 000  | 4/2/2013  | 8/30/2013 | 1,790 82       | 1,414 25   | 376 57             |
| Bessemer Trust INV4N2 Unitedhealth Group Inc   |          | 70 000  | 4/15/2013 | 8/30/2013 | 5,014 30       | 4,361 70   | 652 60             |
| Bessemer Trust INV4N2 Waste Managment Inc      |          | 40 000  | 2/21/2013 | 8/30/2013 | 1,654 40       | 1,462 40   | 192 00             |
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 100 000 | 2/21/2013 | 8/30/2013 | 1,682 74       | 1,456 00   | 226 74             |
| Bessemer Trust INV4N2 Waste Managment Inc      |          | 35 000  | 2/21/2013 | 9/3/2013  | 1,440 94       | 1,279 60   | 161 34             |
| Bessemer Trust INV4N2 Waste Managment Inc      |          | 15 000  | 4/2/2013  | 9/3/2013  | 617 54         | 582 00     | 35 54              |
| Bessemer Trust INV4N2 Tele2 Ab Adr             |          | 200 000 | 2/21/2013 | 9/3/2013  | 405 12         | 1,292 95   | -887 83            |
| Bessemer Trust INV4N2 Tele2 Ab Adr             |          | 250 000 | 4/2/2013  | 9/3/2013  | 506 40         | 1,637 53   | -1,131 13          |
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 75 000  | 2/21/2013 | 9/3/2013  | 1,228 75       | 1,092 00   | 136 75             |
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 75 000  | 4/2/2013  | 9/3/2013  | 1,228 75       | 1,149 00   | 79 75              |

## Capital Gains - Last year

1/1/2013 through 12/31/2013

| Account                                        | Security | Shares  | Bought     | Sold       | Gross Proceeds | Cost Basis | Realized Gain/Loss |
|------------------------------------------------|----------|---------|------------|------------|----------------|------------|--------------------|
| Bessemer Trust INV4N2 Waste Managment Inc      |          | 85 000  | 4/2/2013   | 9/4/2013   | 3,481 07       | 3,298 03   | 183 04             |
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 50 000  | 4/2/2013   | 9/4/2013   | 805 90         | 766 00     | 39 90              |
| Bessemer Trust INV4N2 Embraer Sa Adr           |          | 75 000  | 2/21/2013  | 9/6/2013   | 2,482 32       | 2,481 75   | 0 57               |
| Bessemer Trust INV4N2 Embraer Sa Adr           |          | 25 000  | 2/21/2013  | 9/9/2013   | 833 49         | 827 25     | 6 24               |
| Bessemer Trust INV4N2 Embraer Sa Adr           |          | 15 000  | 4/15/2013  | 9/9/2013   | 500 09         | 544 65     | -44 56             |
| Bessemer Trust INV4N2 Vodafone GP PLC          |          | 75 000  | 2/21/2013  | 9/13/2013  | 2,451 96       | 1,949 25   | 502 71             |
| Bessemer Trust INV4N2 Vodafone GP PLC          |          | 50 000  | 2/21/2013  | 9/16/2013  | 1,654 18       | 1,299 50   | 354 68             |
| Bessemer Trust INV4N2 Vodafone GP PLC          |          | 25 000  | 2/21/2013  | 9/17/2013  | 830 77         | 649 75     | 181 02             |
| Bessemer Trust INV4N2 Vodafone GP PLC          |          | 50 000  | 4/15/2013  | 9/17/2013  | 1,661 55       | 1,450 50   | 211 05             |
| Bessemer Trust INV4N2 Vodafone GP PLC          |          | 50 000  | 4/15/2013  | 9/18/2013  | 1,676 94       | 1,450 50   | 226 44             |
| Bessemer Trust INV4N2 Dollar General Corp      |          | 50 000  | 12/17/2012 | 9/19/2013  | 2,857 62       | 2,155 91   | 701 71             |
| Bessemer Trust INV4N2 Viacom Inc Cl B          |          | 50 000  | 3/19/2013  | 9/19/2013  | 4,151 11       | 3,178 50   | 972 61             |
| Bessemer Trust INV4N2 Dollar General Corp      |          | 100 000 | 12/17/2012 | 9/20/2013  | 5,735 88       | 4,311 81   | 1,424 07           |
| Bessemer Trust INV4N2 Viacom Inc Cl B          |          | 50 000  | 3/19/2013  | 9/20/2013  | 4,163 05       | 3,178 50   | 984 55             |
| Bessemer Trust INV4N2 Viacom Inc Cl B          |          | 25 000  | 4/2/2013   | 9/20/2013  | 2,081 53       | 1,534 50   | 547 03             |
| Bessemer Trust INV4N2 Viacom Inc Cl B          |          | 25 000  | 4/10/2013  | 9/20/2013  | 2,081 53       | 1,568 24   | 513 29             |
| Bessemer Trust INV4N2 Viacom Inc Cl B          |          | 50 000  | 4/10/2013  | 9/23/2013  | 4,159 37       | 3,136 49   | 1,022 88           |
| Bessemer Trust INV4N2 Viacom Inc Cl B          |          | 25 000  | 4/11/2013  | 9/23/2013  | 2,079 69       | 1,624 78   | 454 91             |
| Bessemer Trust INV4N2 Detroit Energy Co        |          | 30 000  | 2/21/2013  | 9/27/2013  | 2,018 23       | 1,932 00   | 86 23              |
| Bessemer Trust INV4N2 Detroit Energy Co        |          | 25 000  | 4/2/2013   | 9/27/2013  | 1,681 86       | 1,674 26   | 7 60               |
| Bessemer Trust INV4N2 Detroit Energy Co        |          | 30 000  | 4/15/2013  | 9/27/2013  | 2,018 23       | 2,073 90   | -55 67             |
| Bessemer Trust INV4N2 BNP Paribas              |          | 200 000 | 3/25/2013  | 9/27/2013  | 6,858 78       | 5,449 77   | 1,409 01           |
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 200 000 | 4/2/2013   | 9/27/2013  | 3,482 08       | 3,064 00   | 418 08             |
| Bessemer Trust INV4N2 Marathon Oil Corp        |          | 50 000  | 2/21/2013  | 9/30/2013  | 1,770 83       | 1,728 00   | 42 83              |
| Bessemer Trust INV4N2 ENI S P A Adr            |          | 45 000  | 2/21/2013  | 9/30/2013  | 2,094 86       | 2,123 10   | -28 24             |
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 25 000  | 4/2/2013   | 9/30/2013  | 435 25         | 383 00     | 52 25              |
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 175 000 | 4/15/2013  | 9/30/2013  | 3,046 75       | 2,758 00   | 288 75             |
| Bessemer Trust INV4N2 ENI S P A Adr            |          | 50 000  | 2/21/2013  | 10/1/2013  | 2,305 59       | 2,359 00   | -53 41             |
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 150 000 | 4/15/2013  | 10/1/2013  | 2,605 93       | 2,364 00   | 241 93             |
| Bessemer Trust INV4N2 Kon Ahold Adr            |          | 65 000  | 4/15/2013  | 10/2/2013  | 1,126 36       | 1,024 40   | 101 96             |
| Bessemer Trust INV4N2 Coach Inc                |          | 75 000  | 2/21/2013  | 10/21/2013 | 4,039 80       | 3,614 25   | 425 55             |
| Bessemer Trust INV4N2 Coach Inc                |          | 50 000  | 4/2/2013   | 10/22/2013 | 2,710 22       | 2,485 57   | 224 65             |
| Bessemer Trust INV4N2 Coach Inc                |          | 50 000  | 4/15/2013  | 10/22/2013 | 2,710 22       | 2,529 07   | 181 15             |
| Bessemer Trust INV4N2 Tim Participacoes SA Adr |          | 75 000  | 2/21/2013  | 10/22/2013 | 2,028 37       | 1,559 44   | 468 93             |
| Bessemer Trust INV4N2 Coach Inc                |          | 10 000  | 4/15/2013  | 10/23/2013 | 538 30         | 505 81     | 32 49              |
| Bessemer Trust INV4N2 Tim Participacoes SA Adr |          | 50 000  | 2/21/2013  | 10/23/2013 | 1,356 68       | 1,039 62   | 317 06             |
| Bessemer Trust INV4N2 Tim Participacoes SA Adr |          | 50 000  | 3/25/2013  | 10/23/2013 | 1,356 68       | 1,045 88   | 310 80             |
| Bessemer Trust INV4N2 Microsoft Corp           |          | 50 000  | 4/2/2013   | 10/28/2013 | 1,696 85       | 1,417 50   | 279 35             |

# Capital Gains - Last year

1/1/2013 through 12/31/2013

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| Account                 | Security                   | Shares    | Bought     | Sold       | Gross Proceeds    | Cost Basis        | Realized Gain/Loss |
|-------------------------|----------------------------|-----------|------------|------------|-------------------|-------------------|--------------------|
| Bessemer Trust INV4N2   | Microsoft Corp             | 170 000   | 4/15/2013  | 10/28/2013 | 5,769 29          | 5,118 70          | 650 59             |
| Bessemer Trust INV4N2   | Tele2 Ab Adr               | 875 000   | 9/3/2013   | 11/1/2013  | 0 00              | 0 00              | 0 00               |
| Bessemer Trust INV4N2   | Teva Pharm Inds Ltd        | 50 000    | 2/21/2013  | 11/5/2013  | 1,866 38          | 1,924 00          | -57 62             |
| Bessemer Trust INV4N2   | Walgreen Co                | 25 000    | 12/14/2012 | 11/14/2013 | 1,485 82          | 920 70            | 565 12             |
| Bessemer Trust INV4N2   | Walgreen Co                | 50 000    | 12/17/2012 | 11/14/2013 | 2,971 65          | 1,848 08          | 1,123 57           |
| Bessemer Trust INV4N2   | Walgreen Co                | 100 000   | 2/2/2013   | 11/14/2013 | 5,943 30          | 4,112 00          | 1,831 30           |
| Bessemer Trust INV4N2   | Walgreen Co                | 25 000    | 2/2/2013   | 11/14/2013 | 1,489 32          | 1,028 00          | 461 32             |
| Bessemer Trust INV4N2   | Walgreen Co                | 25 000    | 4/2/2013   | 11/14/2013 | 1,489 32          | 1,185 97          | 303 35             |
| Bessemer Trust INV4N2   | Avago Technologies         | 65 000    | 12/5/2012  | 11/14/2013 | 2,851 98          | 2,264 77          | 587 21             |
| Bessemer Trust INV4N2   | Nielsen Holdings BV        | 50 000    | 2/4/2013   | 11/14/2013 | 1,995 97          | 1,630 33          | 365 64             |
| Bessemer Trust INV4N2   | Teva Pharm Inds Ltd        | 50 000    | 2/21/2013  | 11/14/2013 | 1,865 38          | 1,924 00          | -58 62             |
| Bessemer Trust INV4N2   | Teva Pharm Inds Ltd        | 75 000    | 4/2/2013   | 11/14/2013 | 2,798 07          | 2,980 50          | -182 43            |
| Bessemer Trust INV4N2   | Teva Pharm Inds Ltd        | 25 000    | 4/2/2013   | 11/14/2013 | 928 58            | 993 50            | -64 92             |
| Bessemer Trust INV4N2   | Teva Pharm Inds Ltd        | 50 000    | 4/15/2013  | 11/14/2013 | 1,857 15          | 1,956 00          | -98 85             |
| Bessemer Trust INV4N2   | Nielsen Holdings BV        | 50 000    | 2/4/2013   | 11/15/2013 | 1,984 30          | 1,630 33          | 353 97             |
| Bessemer Trust INV4N2   | Nielsen Holdings BV        | 75 000    | 2/19/2013  | 11/15/2013 | 2,976 45          | 2,532 09          | 444 36             |
| Bessemer Trust INV4N2   | Nielsen Holdings BV        | 25 000    | 2/21/2013  | 11/15/2013 | 992 15            | 808 00            | 184 15             |
| Bessemer Trust INV4N2   | Teva Pharm Inds Ltd        | 70 000    | 4/15/2013  | 11/15/2013 | 2,626 50          | 2,738 40          | -111 90            |
| Bessemer Trust INV4N2   | Nielsen Holdings BV        | 25 000    | 2/21/2013  | 11/18/2013 | 999 13            | 808 00            | 191 13             |
| Bessemer Trust INV4N2   | Nielsen Holdings BV        | 75 000    | 4/2/2013   | 11/18/2013 | 2,997 38          | 2,632 08          | 365 30             |
| Bessemer Trust INV4N2   | US Treasury Note 0 25% 12  | 2,300 000 | 9/18/2013  | 11/26/2013 | 229,730 47        | 228,427 74        | 1,302 73           |
| Bessemer Trust INV4N2   | Paccar Financial Corp 0 53 | 800 000   | 8/20/2013  | 11/27/2013 | 80,074 24         | 80,142 40         | -68 16             |
| <b>TOTAL SHORT TERM</b> |                            |           |            |            | <b>611,013.55</b> | <b>571,955.91</b> | <b>39,057.64</b>   |
| <b>LONG TERM</b>        |                            |           |            |            |                   |                   |                    |
| Bessemer Trust INV4N2   | Akzo Nobel Nv Adr          | 25 000    | 11/29/2011 | 1/9/2013   | 543 81            | 369 13            | 174 68             |
| Bessemer Trust INV4N2   | Akzo Nobel Nv Adr          | 65 000    | 11/29/2011 | 1/11/2013  | 1,389 06          | 959 74            | 429 32             |
| Bessemer Trust INV4N2   | General Elec Cap 5 45 01/1 | 250 000   | 12/13/2002 | 1/15/2013  | 25,000 00         | 25,037 12         | -37 12             |
| Bessemer Trust INV4N2   | Ab Foods Ltd Adr           | 50 000    | 11/28/2011 | 1/23/2013  | 1,306 24          | 863 72            | 442 52             |
| Bessemer Trust INV4N2   | Ab Foods Ltd Adr           | 75 000    | 11/29/2011 | 1/24/2013  | 1,938 24          | 1,273 86          | 664 38             |
| Bessemer Trust INV4N2   | OW Global Opportunities Fd | 7,203 610 | 3/10/2010  | 2/1/2013   | 55,900 00         | 52,385 70         | 3,514 30           |
| Bessemer Trust INV4N2   | General Elec Cap 5 625 02/ | 200 000   | 3/17/2003  | 2/15/2013  | 20,000 00         | 20,001 76         | -1 76              |
| Bessemer Trust INV4N2   | Barrick Gold Corp          | 85 000    | 11/25/2011 | 2/19/2013  | 2,710 07          | 4,063 68          | -1 353 61          |
| Bessemer Trust INV4N2   | Barrick Gold Corp          | 15 000    | 2/8/2012   | 2/19/2013  | 478 25            | 733 83            | -255 58            |
| Bessemer Trust INV4N2   | Newmont Mining Corp        | 15 000    | 12/22/2011 | 2/19/2013  | 674 04            | 925 73            | -251 69            |
| Bessemer Trust INV4N2   | Newmont Mining Corp        | 50 000    | 2/17/2012  | 2/19/2013  | 2,246 81          | 2,923 15          | -676 34            |
| Bessemer Trust INV4N2   | Tenn Valley Auth 5 88 04/0 | 500 000   | 3/31/2010  | 2/19/2013  | 67,665 00         | 53,140 40         | 14,524 60          |
| Bessemer Trust INV4N2   | Tenn Valley Auth 4 875 01/ | 5,000 000 | 12/27/2010 | 2/19/2013  | 589,385 00        | 486,746 06        | 102,638 94         |

## Capital Gains - Last year

1/1/2013 through 12/31/2013

| Account                                            | Security | Shares    | Bought     | Sold      | Gross Proceeds | Cost Basis | Realized Gam/Loss |
|----------------------------------------------------|----------|-----------|------------|-----------|----------------|------------|-------------------|
| Bessemer Trust INV4N2 Fed Hm Ln Bk 5 5 7/15/36     |          | 3,000 000 | 12/30/2010 | 2/19/2013 | 396,579 00     | 322,353 05 | 74,225 95         |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 75 000    | 11/29/2011 | 2/20/2013 | 601 55         | 389 19     | 212 36            |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 325 000   | 11/30/2011 | 2/20/2013 | 2,606 70       | 1,736 02   | 870 68            |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 50 000    | 11/30/2011 | 2/21/2013 | 391 04         | 267 08     | 123 96            |
| Bessemer Trust INV4N2 Procter & Gamble 5 55 03/0   |          | 500 000   | 7/8/2011   | 2/21/2013 | 63,396 00      | 53,726 33  | 9,669 67          |
| Bessemer Trust INV4N2 Boeing Co 5 875 2/15/40      |          | 500 000   | 12/29/2010 | 2/21/2013 | 63,568 00      | 53,302 26  | 10,265 74         |
| Bessemer Trust INV4N2 Celgene Corp 5 7 10/15/40    |          | 500 000   | 7/8/2011   | 2/21/2013 | 56,158 50      | 49,395 12  | 6,763 38          |
| Bessemer Trust INV4N2 Ab Foods Ltd Adr             |          | 25 000    | 11/29/2011 | 2/22/2013 | 711 03         | 424 62     | 286 41            |
| Bessemer Trust INV4N2 Ab Foods Ltd Adr             |          | 25 000    | 12/12/2011 | 2/22/2013 | 711 03         | 433 84     | 277 19            |
| Bessemer Trust INV4N2 Ab Foods Ltd Adr             |          | 25 000    | 12/12/2011 | 2/25/2013 | 711 91         | 433 84     | 278 07            |
| Bessemer Trust INV4N2 Ab Foods Ltd Adr             |          | 100 000   | 12/12/2011 | 2/26/2013 | 2,794 19       | 1,735 36   | 1,058 83          |
| Bessemer Trust INV4N2 General Dynamics Corp        |          | 30 000    | 11/25/2011 | 3/22/2013 | 2,096 52       | 1,876 14   | 220 38            |
| Bessemer Trust INV4N2 General Dynamics Corp        |          | 25 000    | 2/17/2012  | 3/22/2013 | 1,747 10       | 1,747 16   | -0 06             |
| Bessemer Trust INV4N2 Accenture Plc Cl A           |          | 40 000    | 11/25/2011 | 3/22/2013 | 3,039 66       | 2,184 02   | 855 64            |
| Bessemer Trust INV4N2 Accenture Plc Cl A           |          | 10 000    | 1/26/2012  | 3/22/2013 | 759 92         | 560 84     | 199 08            |
| Bessemer Trust INV4N2 Fed Hm Ln Mtg 6 75 09/15/29  |          | 3,000 000 | 3/17/2010  | 3/25/2013 | 445,314 00     | 355,115 61 | 90,198 39         |
| Bessemer Trust INV4N2 Tenn Valley Auth 5 88 04/0   |          | 4,500 000 | 3/31/2010  | 3/25/2013 | 615,285 00     | 478,263 61 | 137,021 39        |
| Bessemer Trust INV4N2 Tenn Valley Auth 5 88 04/0   |          | 1,250 000 | 12/22/2010 | 3/25/2013 | 170,912 50     | 140,795 67 | 30,116 83         |
| Bessemer Trust INV4N2 East Japan Rail Adr          |          | 175 000   | 11/28/2011 | 3/26/2013 | 2,407 24       | 1,805 65   | 601 59            |
| Bessemer Trust INV4N2 East Japan Rail Adr          |          | 75 000    | 11/30/2011 | 3/26/2013 | 1,031 68       | 766 50     | 265 18            |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 25 000    | 11/30/2011 | 3/26/2013 | 208 14         | 133 54     | 74 60             |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 350 000   | 1/26/2012  | 3/26/2013 | 2,913 93       | 2,204 27   | 709 66            |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 50 000    | 1/27/2012  | 3/26/2013 | 416 28         | 316 16     | 100 12            |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 50 000    | 1/30/2012  | 3/26/2013 | 416 28         | 314 25     | 102 03            |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 25 000    | 1/31/2012  | 3/26/2013 | 208 14         | 157 50     | 50 64             |
| Bessemer Trust INV4N2 East Japan Rail Adr          |          | 100 000   | 11/30/2011 | 3/27/2013 | 1,365 79       | 1,022 00   | 343 79            |
| Bessemer Trust INV4N2 East Japan Rail Adr          |          | 100 000   | 12/9/2011  | 3/27/2013 | 1,365 79       | 1,004 41   | 361 38            |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 25 000    | 1/31/2012  | 3/27/2013 | 206 87         | 157 50     | 49 37             |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 50 000    | 2/1/2012   | 3/27/2013 | 413 74         | 313 71     | 100 03            |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 50 000    | 2/2/2012   | 3/27/2013 | 413 74         | 314 79     | 98 95             |
| Bessemer Trust INV4N2 Sumitomo Mitsu Fin Adr       |          | 100 000   | 2/3/2012   | 3/27/2013 | 827 47         | 646 46     | 181 01            |
| Bessemer Trust INV4N2 Eli Lilly & Co 5 03/15/27    |          | 500 000   | 2/13/2008  | 3/27/2013 | 62,433 50      | 49,644 91  | 12,788 59         |
| Bessemer Trust INV4N2 Wal-Mart Stores Inc 5 25 09  |          | 300 000   | 4/5/2011   | 3/27/2013 | 34,991 40      | 29,446 44  | 5,544 96          |
| Bessemer Trust INV4N2 Citigroup Inc 4 5 01/14/2022 |          | 750 000   | 1/26/2012  | 3/27/2013 | 83,308 50      | 72,685 27  | 10,623 23         |
| Bessemer Trust INV4N2 Magna Intl Inc Cl A          |          | 50 000    | 11/25/2011 | 4/10/2013 | 2,861 66       | 1,671 48   | 1,190 18          |
| Bessemer Trust INV4N2 Magna Intl Inc Cl A          |          | 10 000    | 11/25/2011 | 4/11/2013 | 570 36         | 334 30     | 236 06            |
| Bessemer Trust INV4N2 Magna Intl Inc Cl A          |          | 50 000    | 2/21/2012  | 4/11/2013 | 2,851 82       | 2,149 94   | 701 88            |
| Bessemer Trust INV4N2 East Japan Rail Adr          |          | 350 000   | 12/9/2011  | 4/11/2013 | 5,130 15       | 3,515 44   | 1,614 71          |

# Capital Gains - Last year

1/1/2013 through 12/31/2013

7/28/2014

| Account                                          | Security | Shares    | Bought     | Sold      | Gross Proceeds | Cost Basis | Realized Gain/Loss |
|--------------------------------------------------|----------|-----------|------------|-----------|----------------|------------|--------------------|
| Bessemer Trust INV4N2 Suncorp Group Adr          |          | 50 000    | 11/29/2011 | 4/11/2013 | 594 85         | 404 30     | 190 55             |
| Bessemer Trust INV4N2 Suncorp Group Adr          |          | 50 000    | 1/27/2012  | 4/11/2013 | 594 85         | 435 87     | 158 98             |
| Bessemer Trust INV4N2 Suncorp Group Adr          |          | 50 000    | 1/30/2012  | 4/15/2013 | 603 88         | 437 25     | 166 63             |
| Bessemer Trust INV4N2 Suncorp Group Adr          |          | 25 000    | 2/1/2012   | 4/15/2013 | 301 94         | 223 98     | 77 96              |
| Bessemer Trust INV4N2 Suncorp Group Adr          |          | 25 000    | 2/2/2012   | 4/15/2013 | 301 94         | 222 04     | 79 90              |
| Bessemer Trust INV4N2 General Elec Cap 5 1 04/15 |          | 100 000   | 2/9/2004   | 4/15/2013 | 10,000 00      | 9,810 83   | 189 17             |
| Bessemer Trust INV4N2 Suncorp Group Adr          |          | 75 000    | 2/2/2012   | 4/17/2013 | 928 82         | 666 11     | 262 71             |
| Bessemer Trust INV4N2 Suncorp Group Adr          |          | 50 000    | 2/21/2012  | 4/17/2013 | 619 22         | 450 99     | 168 23             |
| Bessemer Trust INV4N2 Suncorp Group Adr          |          | 50 000    | 2/22/2012  | 4/18/2013 | 614 59         | 440 36     | 174 23             |
| Bessemer Trust INV4N2 Suncorp Group Adr          |          | 50 000    | 2/23/2012  | 4/18/2013 | 614 59         | 446 19     | 168 40             |
| Bessemer Trust INV4N2 Suncorp Group Adr          |          | 50 000    | 2/23/2012  | 4/19/2013 | 610 21         | 446 19     | 164 02             |
| Bessemer Trust INV4N2 Johnson & Johnson          |          | 35 000    | 11/25/2011 | 4/26/2013 | 2,985 55       | 2,209 14   | 776 41             |
| Bessemer Trust INV4N2 Johnson & Johnson          |          | 65 000    | 2/17/2012  | 4/26/2013 | 5,544 59       | 4,194 80   | 1,349 79           |
| Bessemer Trust INV4N2 Barrick Gold Corp          |          | 85 000    | 2/8/2012   | 4/26/2013 | 1,492 53       | 4,158 40   | -2,665 87          |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr    |          | 50 000    | 11/28/2011 | 4/29/2013 | 546 04         | 373 99     | 172 05             |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr    |          | 150 000   | 11/29/2011 | 4/29/2013 | 1,638 11       | 1,102 54   | 535 57             |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr    |          | 25 000    | 11/30/2011 | 5/1/2013  | 287 56         | 178 15     | 109 41             |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr    |          | 100 000   | 12/22/2011 | 5/1/2013  | 1,150 24       | 736 33     | 413 91             |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr    |          | 100 000   | 12/23/2011 | 5/1/2013  | 1,150 24       | 759 89     | 390 35             |
| Bessemer Trust INV4N2 Nordea Bk Sweden Ab Adr    |          | 100 000   | 12/27/2011 | 5/1/2013  | 1,150 24       | 776 63     | 373 61             |
| Bessemer Trust INV4N2 Verizon New York 7 05/01/2 |          | 150 000   | 6/29/2001  | 5/1/2013  | 15,000 00      | 15,022 23  | -22 23             |
| Bessemer Trust INV4N2 JPMorgan Chase Capital X   |          | 600 000   | 7/25/2007  | 5/8/2013  | 15,000 00      | 15,000 00  | 0 00               |
| Bessemer Trust INV4N2 Johnson & Johnson          |          | 10 000    | 2/17/2012  | 5/14/2013 | 851 94         | 645 35     | 206 59             |
| Bessemer Trust INV4N2 Allianz Aktienges Adr      |          | 25 000    | 11/28/2011 | 5/14/2013 | 382 19         | 239 37     | 142 82             |
| Bessemer Trust INV4N2 Allianz Aktienges Adr      |          | 125 000   | 11/29/2011 | 5/14/2013 | 1,910 96       | 1,139 48   | 771 48             |
| Bessemer Trust INV4N2 Allianz Aktienges Adr      |          | 25 000    | 11/29/2011 | 5/15/2013 | 378 44         | 227 90     | 150 54             |
| Bessemer Trust INV4N2 Allianz Aktienges Adr      |          | 25 000    | 2/21/2012  | 5/15/2013 | 378 44         | 289 96     | 88 48              |
| Bessemer Trust INV4N2 Allianz Aktienges Adr      |          | 50 000    | 2/22/2012  | 5/15/2013 | 756 87         | 572 79     | 184 08             |
| Bessemer Trust INV4N2 Allianz Aktienges Adr      |          | 50 000    | 2/23/2012  | 5/15/2013 | 756 87         | 590 47     | 166 40             |
| Bessemer Trust INV4N2 OW Real Return Fd          |          | 3,771 630 | 3/10/2010  | 5/21/2013 | 32,700 00      | 36,094 50  | -3,394 50          |
| Bessemer Trust INV4N2 OW Real Return Fd          |          | 784 470   | 3/10/2010  | 5/22/2013 | 6,785 67       | 7,507 38   | -721 71            |
| Bessemer Trust INV4N2 OW Real Return Fd          |          | 1,627 940 | 12/16/2010 | 5/22/2013 | 14,081 68      | 16,914 28  | -2,832 60          |
| Bessemer Trust INV4N2 OW Real Return Fd          |          | 8,458 650 | 12/23/2010 | 5/22/2013 | 73,167 32      | 90,000 00  | -16,832 68         |
| Bessemer Trust INV4N2 OW Real Return Fd          |          | 4,311 950 | 1/28/2011  | 5/22/2013 | 37,298 37      | 46,181 00  | -8,882 63          |
| Bessemer Trust INV4N2 Exelon Corp                |          | 75 000    | 11/25/2011 | 6/14/2013 | 2,348 99       | 3,239 92   | -890 93            |
| Bessemer Trust INV4N2 Exelon Corp                |          | 50 000    | 2/8/2012   | 6/14/2013 | 1,565 99       | 1,984 27   | -418 28            |
| Bessemer Trust INV4N2 Exelon Corp                |          | 25 000    | 2/8/2012   | 6/17/2013 | 761 01         | 992 13     | -231 12            |
| Bessemer Trust INV4N2 SSE Plc Adr                |          | 60 000    | 11/29/2011 | 6/17/2013 | 1,416 11       | 1,190 41   | 225 70             |

# Capital Gains - Last year

1/1/2013 through 12/31/2013

7/28/2014

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| Account                                           | Security | Shares    | Bought     | Sold      | Gross Proceeds | Cost Basis | Realized Gain/Loss |
|---------------------------------------------------|----------|-----------|------------|-----------|----------------|------------|--------------------|
| Bessemer Trust INV4N2 SSE Plc Adr                 |          | 40 000    | 2/21/2012  | 6/17/2013 | 944 07         | 810 42     | 133 65             |
| Bessemer Trust INV4N2 American Intl Grp Pfd A-4   |          | 600 000   | 5/31/2007  | 6/17/2013 | 15,000 00      | 15,000 00  | 0 00               |
| Bessemer Trust INV4N2 Kon Ahold Adr               |          | 100 000   | 11/28/2011 | 6/18/2013 | 1,546 35       | 1,253 46   | 292 89             |
| Bessemer Trust INV4N2 Kon Ahold Adr               |          | 150 000   | 11/29/2011 | 6/18/2013 | 2,319 53       | 1,843 75   | 475 78             |
| Bessemer Trust INV4N2 Kon Ahold Adr               |          | 25 000    | 11/30/2011 | 6/18/2013 | 386 59         | 305 33     | 81 26              |
| Bessemer Trust INV4N2 Kon Ahold Adr               |          | 50 000    | 2/21/2012  | 6/18/2013 | 773 18         | 702 22     | 70 96              |
| Bessemer Trust INV4N2 Kon Ahold Adr               |          | 50 000    | 2/22/2012  | 6/18/2013 | 773 18         | 709 27     | 63 91              |
| Bessemer Trust INV4N2 Kon Ahold Adr               |          | 25 000    | 2/23/2012  | 6/18/2013 | 386 59         | 361 79     | 24 80              |
| Bessemer Trust INV4N2 SSE Plc Adr                 |          | 10 000    | 2/21/2012  | 6/19/2013 | 236 16         | 202 61     | 33 55              |
| Bessemer Trust INV4N2 SSE Plc Adr                 |          | 50 000    | 2/22/2012  | 6/19/2013 | 1,180 78       | 1,021 22   | 159 56             |
| Bessemer Trust INV4N2 SSE Plc Adr                 |          | 40 000    | 2/23/2012  | 6/19/2013 | 944 62         | 827 91     | 116 71             |
| Bessemer Trust INV4N2 Kon Ahold Adr               |          | 75 000    | 2/23/2012  | 6/19/2013 | 1,169 37       | 1,085 37   | 84 00              |
| Bessemer Trust INV4N2 Kon Ahold Adr               |          | 50 000    | 4/5/2012   | 6/19/2013 | 779 58         | 699 62     | 79 96              |
| Bessemer Trust INV4N2 Kon Ahold Adr               |          | 75 000    | 4/9/2012   | 6/19/2013 | 1,169 37       | 1,059 65   | 109 72             |
| Bessemer Trust INV4N2 SSE Plc Adr                 |          | 35 000    | 2/23/2012  | 6/20/2013 | 833 26         | 724 42     | 108 84             |
| Bessemer Trust INV4N2 Kon Ahold Adr               |          | 25 000    | 4/9/2012   | 6/20/2013 | 398 15         | 353 22     | 44 93              |
| Bessemer Trust INV4N2 Allstate 6 75 05/15/18      |          | 250 000   | 9/18/2002  | 6/20/2013 | 31,344 00      | 25,528 20  | 5,815 80           |
| Bessemer Trust INV4N2 Lowe's Companies Inc        |          | 100 000   | 3/13/2012  | 7/8/2013  | 4,236 49       | 2,930 25   | 1,306 24           |
| Bessemer Trust INV4N2 Lowe's Companies Inc        |          | 50 000    | 6/25/2012  | 7/8/2013  | 2,118 24       | 1,427 78   | 690 46             |
| Bessemer Trust INV4N2 Gen Elec Glob In Schrei 6 4 |          | 200 000   | 4/14/2003  | 7/8/2013  | 23,627 20      | 20,197 89  | 3,429 31           |
| Bessemer Trust INV4N2 General Elec Cap 5 75 01/1  |          | 200 000   | 2/17/2004  | 7/15/2013 | 20,000 00      | 20,120 26  | -120 26            |
| Bessemer Trust INV4N2 Unitedhealth Group Inc      |          | 75 000    | 11/25/2011 | 7/22/2013 | 4,986 90       | 3,329 91   | 1,656 99           |
| Bessemer Trust INV4N2 Unitedhealth Group Inc      |          | 25 000    | 2/17/2012  | 7/22/2013 | 1,662 30       | 1,359 74   | 302 56             |
| Bessemer Trust INV4N2 BHP Billiton Plc Adr        |          | 30 000    | 11/25/2011 | 8/5/2013  | 1,713 30       | 1,695 33   | 17 97              |
| Bessemer Trust INV4N2 BHP Billiton Plc Adr        |          | 45 000    | 12/22/2011 | 8/5/2013  | 2,569 95       | 2,526 55   | 43 40              |
| Bessemer Trust INV4N2 Massachusetts Bay Trans 5   |          | 1,000 000 | 1/13/2010  | 8/6/2013  | 110,538 00     | 115,060 00 | -4,522 00          |
| Bessemer Trust INV4N2 Credit Suisse 5 5 08/15/13  |          | 250 000   | 6/14/2004  | 8/15/2013 | 25,000 00      | 25,000 14  | -0 14              |
| Bessemer Trust INV4N2 Dow Chem 6 85 08/15/13      |          | 250 000   | 8/6/2008   | 8/15/2013 | 25,000 00      | 25,223 85  | -223 85            |
| Bessemer Trust INV4N2 Massachusetts Bay Trans 5   |          | 2,750 000 | 1/13/2010  | 8/22/2013 | 295,212 50     | 316,415 00 | -21,202 50         |
| Bessemer Trust INV4N2 Waste Management Inc        |          | 35 000    | 8/7/2012   | 8/30/2013 | 1,447 60       | 1,197 91   | 249 69             |
| Bessemer Trust INV4N2 Embraer Sa Adr              |          | 25 000    | 3/26/2012  | 8/30/2013 | 820 88         | 782 70     | 38 18              |
| Bessemer Trust INV4N2 Tele2 Ab Adr                |          | 25 000    | 11/29/2011 | 9/3/2013  | 50 64          | 184 21     | -133 57            |
| Bessemer Trust INV4N2 Tele2 Ab Adr                |          | 100 000   | 2/9/2012   | 9/3/2013  | 202 56         | 767 96     | -565 40            |
| Bessemer Trust INV4N2 Tele2 Ab Adr                |          | 100 000   | 2/10/2012  | 9/3/2013  | 202 56         | 750 75     | -548 19            |
| Bessemer Trust INV4N2 Tele2 Ab Adr                |          | 50 000    | 2/13/2012  | 9/3/2013  | 101 28         | 376 41     | -275 13            |
| Bessemer Trust INV4N2 Tele2 Ab Adr                |          | 50 000    | 2/23/2012  | 9/3/2013  | 101 28         | 384 88     | -283 60            |
| Bessemer Trust INV4N2 Tele2 Ab Adr                |          | 100 000   | 2/23/2012  | 9/3/2013  | 202 56         | 746 37     | -543 81            |
| Bessemer Trust INV4N2 Embraer Sa Adr              |          | 50 000    | 3/26/2012  | 9/4/2013  | 1,634 13       | 1,565 39   | 68 74              |

## Capital Gains - Last year

1/1/2013 through 12/31/2013

| Account                                          | Security    | Shares     | Bought     | Sold       | Gross Proceeds      | Cost Basis          | Realized Gain/Loss |
|--------------------------------------------------|-------------|------------|------------|------------|---------------------|---------------------|--------------------|
| Bessemer Trust INV4N2 Embraer Sa Adr             |             | 25 000     | 3/26/2012  | 9/5/2013   | 822 36              | 782 70              | 39 66              |
| Bessemer Trust INV4N2 Embraer Sa Adr             |             | 100 000    | 7/18/2012  | 9/5/2013   | 3,289 43            | 2,418 92            | 870 51             |
| Bessemer Trust INV4N2 Vodafone GP PLC            |             | 75 000     | 5/30/2012  | 9/6/2013   | 2,382 38            | 2,029 50            | 352 88             |
| Bessemer Trust INV4N2 Vodafone GP PLC            |             | 25 000     | 5/31/2012  | 9/6/2013   | 794 13              | 679 27              | 114 86             |
| Bessemer Trust INV4N2 Vodafone GP PLC            |             | 50 000     | 5/31/2012  | 9/9/2013   | 1,608 73            | 1,358 55            | 250 18             |
| Bessemer Trust INV4N2 Vodafone GP PLC            |             | 50 000     | 6/25/2012  | 9/9/2013   | 1,608 73            | 1,396 84            | 211 89             |
| Bessemer Trust INV4N2 Vodafone GP PLC            |             | 50 000     | 6/25/2012  | 9/12/2013  | 1,653 18            | 1,396 84            | 256 34             |
| Bessemer Trust INV4N2 Microsoft Corp             |             | 75 000     | 3/12/2010  | 9/19/2013  | 2,479 63            | 2,181 75            | 297 88             |
| Bessemer Trust INV4N2 Microsoft Corp             |             | 250 000    | 8/13/2010  | 9/19/2013  | 8,265 43            | 6,267 50            | 1,997 93           |
| Bessemer Trust INV4N2 Microsoft Corp             |             | 25 000     | 10/12/2010 | 9/19/2013  | 826 54              | 622 14              | 204 40             |
| Bessemer Trust INV4N2 Detroit Energy Co          |             | 50 000     | 11/25/2011 | 9/26/2013  | 3,383 05            | 2,525 56            | 857 49             |
| Bessemer Trust INV4N2 Marathon Oil Corp          |             | 100 000    | 11/25/2011 | 9/26/2013  | 3,550 43            | 2,586 92            | 963 51             |
| Bessemer Trust INV4N2 OW Global Opportunities Fd |             | 49,504 950 | 3/10/2010  | 9/26/2013  | 400,000 00          | 377,844 45          | 22,155 55          |
| Bessemer Trust INV4N2 Marathon Oil Corp          |             | 100 000    | 2/8/2012   | 9/30/2013  | 3,541 67            | 3,232 25            | 309 42             |
| Bessemer Trust INV4N2 ENI S P A Adr              |             | 80 000     | 11/25/2011 | 9/30/2013  | 3,724 20            | 3,337 98            | 386 22             |
| Bessemer Trust INV4N2 ENI S P A Adr              |             | 75 000     | 12/9/2011  | 9/30/2013  | 3,491 43            | 3,248 49            | 242 94             |
| Bessemer Trust INV4N2 Coach Inc                  |             | 50 000     | 9/4/2012   | 10/21/2013 | 2,693 20            | 2,814 49            | -121 29            |
| Bessemer Trust INV4N2 Coach Inc                  |             | 50 000     | 10/1/2012  | 10/21/2013 | 2,693 20            | 2,704 24            | -11 04             |
| Bessemer Trust INV4N2 Tim Participacoes SA Adr   |             | 25 000     | 1/26/2012  | 10/21/2013 | 673 47              | 699 38              | -25 91             |
| Bessemer Trust INV4N2 Tim Participacoes SA Adr   |             | 50 000     | 1/30/2012  | 10/21/2013 | 1,346 94            | 1,404 59            | -57 65             |
| Bessemer Trust INV4N2 Tim Participacoes SA Adr   |             | 50 000     | 2/6/2012   | 10/21/2013 | 1,346 94            | 1,399 41            | -52 47             |
| Bessemer Trust INV4N2 Tim Participacoes SA Adr   |             | 75 000     | 2/7/2012   | 10/21/2013 | 2,020 41            | 2,112 83            | -92 42             |
| Bessemer Trust INV4N2 Tim Participacoes SA Adr   |             | 25 000     | 2/7/2012   | 10/22/2013 | 676 12              | 704 28              | -28 16             |
| Bessemer Trust INV4N2 Microsoft Corp             |             | 200 000    | 10/12/2010 | 10/25/2013 | 6,905 08            | 4,977 12            | 1,927 96           |
| Bessemer Trust INV4N2 Microsoft Corp             |             | 78 000     | 10/12/2010 | 10/28/2013 | 2,647 09            | 1,941 08            | 706 01             |
| Bessemer Trust INV4N2 Teva Pharm Inds Ltd        |             | 100 000    | 11/25/2011 | 11/5/2013  | 3,732 76            | 3,856 73            | -123 97            |
| Bessemer Trust INV4N2 Teva Pharm Inds Ltd        |             | 100 000    | 1/26/2012  | 11/5/2013  | 3,732 76            | 4,591 49            | -858 73            |
| Bessemer Trust INV4N2 Avago Technologies         |             | 7 000      | 9/26/2012  | 11/14/2013 | 307 14              | 248 13              | 59 01              |
| Bessemer Trust INV4N2 Avago Technologies         |             | 78 000     | 9/26/2012  | 11/14/2013 | 3,422 38            | 2,764 87            | 657 51             |
| Bessemer Trust INV4N2 Verizon New York 6 7 11/01 |             | 200 000    | 5/6/2003   | 11/18/2013 | 20,000 00           | 20,448 05           | -448 05            |
| Bessemer Trust INV4N2 US Treasury Notes 2 125 0  |             | 700 000    | 8/27/2012  | 11/26/2013 | 69,346 48           | 73,511 99           | -4,165 51          |
| Bessemer Trust INV4N2 HSBC Holdings PLC 4 875    |             | 500 000    | 1/26/2012  | 11/27/2013 | 54,468 00           | 52,510 63           | 1,957 37           |
| Bessemer Trust INV4N2 Dow Chem 4 125 11/15/2021  |             | 500 000    | 1/26/2012  | 11/29/2013 | 51,802 50           | 51,407 99           | 394 51             |
| Bessemer Trust INV4N2 JP Morgan Chase 4 5 01/24  |             | 300 000    | 1/26/2012  | 11/29/2013 | 31,965 00           | 30,293 91           | 1,671 09           |
| Corning Stock                                    | Corning Inc | 118 000    | 12/31/2002 | 8/28/2013  | 721 67              | 721 67              | 0 00               |
| <b>TOTAL LONG TERM</b>                           |             |            |            |            | <b>4,321,769 10</b> | <b>3,814,627.86</b> | <b>507,141.24</b>  |
| <b>OVERALL TOTAL</b>                             |             |            |            |            | <b>4,932,782.65</b> | <b>4,386,583.77</b> | <b>546,198.88</b>  |

990 PF (2013), Part IV, Page 8 of 8

Gross Foundation, The  
Form 990-PF, Part II, Balance Sheets (Summary )  
Year Ended December 31, 2013

e-file Attachment

| <i>this year</i>                                              | Description | Book Value          | Fair Market Value   |
|---------------------------------------------------------------|-------------|---------------------|---------------------|
| Line 10a - Investments - U S and state government obligations |             | <u>269,435.44</u>   | <u>270,149.94</u>   |
| FI- US Govt                                                   |             | 269,435.44          | 270,149.94          |
| Line 10b - Investments - Corporate stocks                     |             | <u>1,142,409.56</u> | <u>1,352,110.74</u> |
| StkNon Consu di                                               |             | 80,657.60           | 84,804.49           |
| StkNon Consu st                                               |             | 68,024.63           | 73,733.17           |
| StkNon Energy                                                 |             | 62,630.85           | 67,556.69           |
| StkNon Financia                                               |             | <u>124,047.12</u>   | 146,628.61          |
| StkNon Healthca                                               |             | 32,499.93           | 41,724.14           |
| StkNon Industri                                               |             | 50,708.95           | 53,345.32           |
| StkNon Material                                               |             | 20,762.34           | 18,996.45           |
| StkNon Telecom                                                |             | <u>71,152.96</u>    | 79,601.38           |
| StkNon Utility                                                |             | 15,255.98           | 14,233.51           |
| StkUS Consu dis                                               |             | 99,535.51           | 122,171.70          |
| StkUS Consu stp                                               |             | 45,394.34           | 61,885.51           |
| StkUS Energy                                                  |             | 31,348.34           | 37,223.10           |
| StkUS Financial                                               |             | 64,474.64           | 90,346.92           |
| StkUS Healthcar                                               |             | 157,210.29          | 206,233.95          |
| StkUS Industria                                               |             | 60,032.36           | 70,237.60           |
| StkUS Info tech                                               |             | 117,723.31          | 142,557.70          |
| StkUS Telecom                                                 |             | 11,454.05           | 10,192.00           |
| StkUS Utilities                                               |             | 29,496.36           | 30,638.50           |

Gross Foundation, The  
 Form 990-PF, Part II, Balance Sheets (Summary)  
 Year Ended December 31, 2013

e-file Attachment

| Description                                           |  | Book Value          | Fair Market Value   |
|-------------------------------------------------------|--|---------------------|---------------------|
| Line 10c - Investments - Corporate bonds              |  | <u>1,517,129.12</u> | <u>1,540,439.20</u> |
| FI- Corp bonds                                        |  | 1,261,536.07        | 1,277,703.45        |
| FI- Corp bonds, footing correction (to balance sheet) |  | (123.67)            | 0.00                |
| FI- Int'l bonds                                       |  | 255,716.72          | 262,735.75          |
| Line 13 - Investments - Other                         |  | <u>4,980,626.87</u> | <u>5,510,275.06</u> |
| Cash & short tm                                       |  | 660,825.69          | 660,900.00          |
| Cash & short tm, footing correction                   |  | 74.31               | 0.00                |
| Mutual Fund                                           |  | 4,319,726.87        | 4,849,375.06        |
| total                                                 |  | 7,909,600.99        | 8,672,974.94        |

## Portfolio Value - 990-PF - As of 12/31/2013

As of 12/31/2013

| Security                            | Shares      | Quote/Price | est | Cost Basis          | Gain/Loss        | Balance             |
|-------------------------------------|-------------|-------------|-----|---------------------|------------------|---------------------|
| <b>Cash</b>                         |             |             |     |                     |                  |                     |
| Fed Govt Oblig Fund                 | 660,900,000 | 1 000       | *   | 660,900 00          | 0 00             | 660,900 00          |
| <b>TOTAL Cash</b>                   |             |             |     | <b>660,825.69</b>   | <b>74.31</b>     | <b>660,900.00</b>   |
| <b>FI- Corp bonds</b>               |             |             |     |                     |                  |                     |
| AT&T Inc 5 02/01/18                 | 600 000     | 112 568     |     | 65,288 29           | 2,252 51         | 67,540 80           |
| Bank Amer 5 1 02/15/18              | 500 000     | 108 814     |     | 50,000 00           | 4,407 00         | 54,407 00           |
| Bank Amer 5 25 12/01/15             | 300 000     | 107 266     |     | 30,087 35           | 2,092 45         | 32,179 80           |
| Bear Stearns 5 7 11/15/14           | 250 000     | 104 452     |     | 25,163 66           | 949 34           | 26,113 00           |
| Berkshire Hathaway Inc 1 9 01/31/17 | 400 000     | 102 302     |     | 40,941 12           | -20 32           | 40,920 80           |
| Caterpillar 5 7 08/15/16            | 850 000     | 111 489     |     | 92,956 75           | 1,808 90         | 94,765 65           |
| Chevron Corp 0 889 06/24/2016       | 600 000     | 100 237     |     | 60,000 00           | 142 20           | 60,142 20           |
| Citicorp 6 88 12/18/15              | 250 000     | 108 598     |     | 25,089 06           | 2,060 44         | 27,149 50           |
| Citigroup Inc 4 45 01/10/2017       | 550 000     | 108 380     |     | 59,242 98           | 366 02           | 59,609 00           |
| Credit Suisse 5 125 08/15/15        | 250 000     | 107 161     |     | 24,994 47           | 1,795 78         | 26,790 25           |
| Duke Energy 6 25 06/15/18           | 200 000     | 115 762     |     | 20,145 49           | 3,006 91         | 23,152 40           |
| Esc Lehman Brth Hldg 0% 1/28/2018   | 200 000     | 0 625       |     | 16,200 03           | -16,075 03       | 125 00              |
| Esc Lehman Brth Hldg 0% 10/21/2023  | 200 000     | 0 645       |     | 16,118 45           | -15,989 45       | 129 00              |
| Goldman Sachs 5 125 01/15/15        | 200 000     | 104 459     |     | 20,027 82           | 863 98           | 20,891 80           |
| GTE Corp 6 84 04/15/18              | 200 000     | 116 476     |     | 20,830 23           | 2,464 97         | 23,295 20           |
| HSBC Fin 5 06/30/15                 | 250 000     | 105 672     |     | 24,964 28           | 1,453 72         | 26,418 00           |
| JP Morgan Chase 5 25 05/01/15       | 400 000     | 105 546     |     | 40,118 74           | 2,099 66         | 42,218 40           |
| McDonalds 5 35 03/01/18             | 850 000     | 113 625     |     | 93,564 53           | 3,016 72         | 96,581 25           |
| Medtronic Inc 3 0 03/15/2015        | 100 000     | 103 178     |     | 10,304 22           | 13 58            | 10,317 80           |
| Merck & Co Inc 0 623 5/18/2018      | 800 000     | 100 262     |     | 80,280 16           | -70 56           | 80,209 60           |
| Merrill Lynch 5 01/15/15            | 200 000     | 104 193     |     | 19,978 18           | 860 42           | 20,838 60           |
| Merrill Lynch 5 3 09/30/15          | 200 000     | 107 073     |     | 19,905 85           | 1,508 75         | 21,414 60           |
| Merrill Lynch 6 5 07/15/18          | 150 000     | 117 294     |     | 15,402 24           | 2,191 86         | 17,594 10           |
| Pepsico Inc 1 25 08/13/2017         | 1,000 000   | 98 929      |     | 99,818 97           | -889 97          | 98,929 00           |
| PNC Funding Corp 5 125 02/08/20     | 1,000 000   | 112 316     |     | 101,200 81          | 11,115 19        | 112,316 00          |
| Verizon Comm 5 5 02/15/2018         | 850 000     | 112 976     |     | 94,459 81           | 1,569 79         | 96,029 60           |
| Wachovia 5 25 08/01/2014            | 150 000     | 102 719     |     | 14,978 75           | 429 10           | 15,407 85           |
| Wells Fargo & Co 4 6 04/01/2021     | 750 000     | 109 623     |     | 79,473 83           | 2,743 42         | 82,217 25           |
| <b>TOTAL FI- Corp bonds</b>         |             |             |     | <b>1,261,536.07</b> | <b>16,167 38</b> | <b>1,277,703 45</b> |
| <b>FI- Int'l bonds</b>              |             |             |     |                     |                  |                     |
| Deutsche Bank AG 3 25 01/11/2016    | 750 000     | 104 587     |     | 75,754 81           | 2,685 44         | 78,440 25           |

Line 10c

## Portfolio Value - 990-PF - As of 12/31/2013

As of 12/31/2013

| Security                                     | Shares      | Quote/Price | est | Cost Basis          | Gain/Loss         | Balance             |
|----------------------------------------------|-------------|-------------|-----|---------------------|-------------------|---------------------|
| Shell International Fin 1 125 08/21/2017     | 500 000     | 98 622      |     | 49,929 73           | -618 73           | 49,311 00           |
| Shell International Fin 4 375 03/25/20       | 500 000     | 109 625     |     | 49,449 54           | 5,362 96          | 54,812 50           |
| Toronto-Dominion Bank 0 815 04/30/2018       | 800 000     | 100 215     |     | 80,582 64           | -410 64           | 80,172 00           |
| <b>TOTAL FI- Int'l bonds</b> <i>Line 10c</i> |             |             |     | <b>255,716.72</b>   | <b>7,019.03</b>   | <b>262,735.75</b>   |
| <b>FI- US Govt</b>                           |             |             |     |                     |                   |                     |
| US Treasury Bonds 7 25% 08/15/2022           | 360 000     | 135 125     |     | 48,759 58           | -114 58           | 48,645 00           |
| US Treasury Note 0 25% 12/15/2015            | 2,220 000   | 99 777      |     | 220,675 86          | 829 08            | 221,504 94          |
| <b>TOTAL FI- US Govt</b> <i>Line 10a</i>     |             |             |     | <b>269,435.44</b>   | <b>714.50</b>     | <b>270,149.94</b>   |
| <b>Mutual Fund</b>                           |             |             |     |                     |                   |                     |
| OW Fixed Income Fd                           | 5,894 170   | 11 200      |     | 67,132 29           | -1,117 59         | 66,014 70           |
| OW Global Opportunities Fd                   | 182,691 670 | 7 900       |     | 1,423,222 46        | 20,041 73         | 1,443,264 19        |
| OW Global Sml & Mid Cap Fd                   | 71,574 500  | 17 180      |     | 1,033,826 12        | 195,823 79        | 1,229,649 91        |
| OW Large Cap Core Fd                         | 2,762 150   | 14 140      |     | 36,000 00           | 3,056 80          | 39,056 80           |
| OW Large Cap Strategies Fd                   | 166,109 820 | 12 470      |     | 1,759,546 00        | 311,843 46        | 2,071,389 46        |
| <b>TOTAL Mutual Fund</b> <i>Line 13</i>      |             |             |     | <b>4,319,726.87</b> | <b>529,648.19</b> | <b>4,849,375.06</b> |
| <b>StkNon Consu di</b>                       |             |             |     |                     |                   |                     |
| Bridgestone Corp                             | 1,000 000   | 18 933      |     | 17,869 74           | 1,063 26          | 18,933 00           |
| Daihatsu Motor Co Ltd Adr                    | 335 000     | 33 909      |     | 13,095 16           | -1,735 64         | 11,359 52           |
| Nikon Corp Plc Unspn-Adr                     | 730 000     | 19 114      |     | 18,590 79           | -4,637 57         | 13,953 22           |
| Swatch Group AG                              | 375 000     | 33 142      |     | 12,059 03           | 369 22            | 12,428 25           |
| Volkswagon AG Adr                            | 500 000     | 56 261      |     | 19,042 88           | 9,087 62          | 28,130 50           |
| <b>TOTAL StkNon Consu di</b> <i>Line 10b</i> |             |             |     | <b>80,657.60</b>    | <b>4,146.89</b>   | <b>84,804.49</b>    |
| <b>StkNon Consu st</b>                       |             |             |     |                     |                   |                     |
| Imperial Tobacco Lt Adr                      | 320 000     | 77 447      |     | 22,873 22           | 1,909 82          | 24,783 04           |
| J Sainsbury Spn Adr                          | 1,100 000   | 24 181      |     | 25,353 34           | 1,245 76          | 26,599 10           |
| Svenska CI Aktibigt                          | 725 000     | 30 829      |     | 19,798 07           | 2,552 96          | 22,351 03           |
| <b>TOTAL StkNon Consu st</b> <i>Line 10b</i> |             |             |     | <b>68,024.63</b>    | <b>5,708.54</b>   | <b>73,733.17</b>    |
| <b>StkNon Energy</b>                         |             |             |     |                     |                   |                     |
| ENI S P A Adr                                | 315 000     | 48 490      |     | 14,621 39           | 652 96            | 15,274 35           |
| Sinopec/China Pete&Chm Adr                   | 297 000     | 82 170      |     | 25,285 30           | -880 81           | 24,404 49           |
| Total Sa Adr                                 | 455 000     | 61 270      |     | 22,724 16           | 5,153 69          | 27,877 85           |
| <b>TOTAL StkNon Energy</b> <i>Line 10b</i>   |             |             |     | <b>62,630.85</b>    | <b>4,925.84</b>   | <b>67,556.69</b>    |

# Portfolio Value - 990-PF - As of 12/31/2013

As of 12/31/2013

7/28/2014

Page 3

| Security                     | Shares    | Quote/Price | est | Cost Basis        | Gain/Loss        | Balance           |
|------------------------------|-----------|-------------|-----|-------------------|------------------|-------------------|
| <b>StkNon Financia</b>       |           |             |     |                   |                  |                   |
| Allianz Aktienges Adr        | 697 000   | 17 962      |     | 8,921 15          | 3,598 36         | 12,519 51         |
| BNP Paribas                  | 660 000   | 39 030      |     | 17,435 19         | 8,324 61         | 25,759 80         |
| China Construction Adr       | 1,440 000 | 15 090      |     | 22,813 91         | -1,084 31        | 21,729 60         |
| Munich Re Group Adr          | 1,948 000 | 22 068      |     | 29,386 41         | 13,602 05        | 42,988 46         |
| RSA Insurance Group PLC      | 2,865 000 | 7 569       |     | 26,488 04         | -4,802 85        | 21,685 19         |
| Skandinaviska Enskild Adr    | 750 000   | 13 170      |     | 8,784 10          | 1,093 40         | 9,877 50          |
| Wharf Holdings Adr           | 789 000   | 15 296      |     | 10,218 32         | 1,850 22         | 12,068 54         |
| <b>TOTAL StkNon Financia</b> |           |             |     | <b>124,047.08</b> | <b>22,581.53</b> | <b>146,628.61</b> |
| <b>StkNon Healthca</b>       |           |             |     |                   |                  |                   |
| Sanofi Adr                   | 778 000   | 53 630      |     | 32,499 93         | 9,224 21         | 41,724 14         |
| <b>TOTAL StkNon Healthca</b> |           |             |     | <b>32,499.93</b>  | <b>9,224.21</b>  | <b>41,724 14</b>  |
| <b>StkNon Industri</b>       |           |             |     |                   |                  |                   |
| Itochu Corp Adr              | 1,301 000 | 24 718      |     | 29,626 95         | 2,531 17         | 32,158 12         |
| Weir Group PLC Adr           | 1,200 000 | 17 656      |     | 21,082 00         | 105 20           | 21,187 20         |
| <b>TOTAL StkNon Industri</b> |           |             |     | <b>50,708.95</b>  | <b>2,636.37</b>  | <b>53,345.32</b>  |
| <b>StkNon Material</b>       |           |             |     |                   |                  |                   |
| Sumitomo Metal Min Co Ltd    | 1,450 000 | 13 101      |     | 20,762 34         | -1,765 89        | 18,996 45         |
| <b>TOTAL StkNon Material</b> |           |             |     | <b>20,762.34</b>  | <b>-1,765.89</b> | <b>18,996.45</b>  |
| <b>StkNon Telecom</b>        |           |             |     |                   |                  |                   |
| China Telecom Adr            | 500 000   | 50 570      |     | 26,438 67         | -1,153 67        | 25,285 00         |
| Kddi Corp Adr                | 1,290 000 | 15 389      |     | 12,942 19         | 6,909 62         | 19,851 81         |
| Tele2 Ab Adr                 | 3,625 000 | 5 671       |     | 20,276 80         | 280 57           | 20,557 37         |
| Tim Participacoes SA Adr     | 530 000   | 26 240      |     | 11,495 30         | 2,411 90         | 13,907 20         |
| <b>TOTAL StkNon Telecom</b>  |           |             |     | <b>71,152.94</b>  | <b>8,448.44</b>  | <b>79,601 38</b>  |
| <b>StkNon Utility</b>        |           |             |     |                   |                  |                   |
| Tokyo Gas Ltd Adr            | 722 000   | 19 714      |     | 15,255 98         | -1,022 47        | 14,233 51         |
| <b>TOTAL StkNon Utility</b>  |           |             |     | <b>15,255.98</b>  | <b>-1,022.47</b> | <b>14,233.51</b>  |
| <b>StkUS Consu dis</b>       |           |             |     |                   |                  |                   |
| Dollar General Corp          | 435 000   | 60 320      |     | 20,873 24         | 5,365 96         | 26,239 20         |
| L Brands Inc                 | 300 000   | 61 850      |     | 17,184 05         | 1,370 95         | 18,555 00         |
| Macy's                       | 800 000   | 53 400      |     | 30,378 94         | 12,341 06        | 42,720 00         |

Line 10b

Line 10b

Line 10b

Line 10b

Line 10b

Line 10b

## Portfolio Value - 990-PF - As of 12/31/2013

As of 12/31/2013

| Security                 | Shares    | Quote/Price | est | Cost Basis | Gain/Loss | Balance    |
|--------------------------|-----------|-------------|-----|------------|-----------|------------|
| Target Corp              | 320 000   | 63 270      |     | 20,382 16  | -135 76   | 20,246 40  |
| Viacom Inc Cl B          | 165 000   | 87 340      |     | 10,717 12  | 3,693 98  | 14,411 10  |
| TOTAL StkUS Consu dis    |           |             |     | 99,535.51  | 22,636.19 | 122,171.70 |
| Line 10b                 |           |             |     |            |           |            |
| StkUS Consu stp          |           |             |     |            |           |            |
| CVS/Caremark Corp        | 483 000   | 71 570      |     | 22,033 74  | 12,534 57 | 34,568 31  |
| Lorillard Inc            | 250 000   | 50 680      |     | 11,156 95  | 1,513 05  | 12,670 00  |
| Walgreen Co              | 255 000   | 57 440      |     | 12,203 65  | 2,443 55  | 14,647 20  |
| TOTAL StkUS Consu stp    |           |             |     | 45,394.34  | 16,491.17 | 61,885 51  |
| Line 10b                 |           |             |     |            |           |            |
| StkUS Energy             |           |             |     |            |           |            |
| Conocophillips           | 338 000   | 70 650      |     | 19,088 87  | 4,790 83  | 23,879 70  |
| Marathon Oil Corp        | 378 000   | 35 300      |     | 12,259 47  | 1,083 93  | 13,343 40  |
| TOTAL StkUS Energy       |           |             |     | 31,348 34  | 5,874.76  | 37,223 10  |
| Line 10b                 |           |             |     |            |           |            |
| StkUS Financial          |           |             |     |            |           |            |
| Ace Limited              | 259 000   | 103 530     |     | 14,633 59  | 12,180 68 | 26,814 27  |
| American Intl Group Inc  | 325 000   | 51 050      |     | 13,337 73  | 3,253 52  | 16,591 25  |
| Citigroup Inc            | 540 000   | 52 110      |     | 18,855 19  | 9,284 21  | 28,139 40  |
| Keycorp New              | 700 000   | 13 420      |     | 8,871 72   | 522 28    | 9,394 00   |
| Morgan Stanley Grp Inc   | 300 000   | 31 360      |     | 8,776 41   | 631 59    | 9,408 00   |
| TOTAL StkUS Financial    |           |             |     | 64,474 64  | 25,872.28 | 90,346.92  |
| Line 10b                 |           |             |     |            |           |            |
| StkUS Healthcare         |           |             |     |            |           |            |
| Aetna Inc                | 525 000   | 68 590      |     | 25,153 26  | 10,856 49 | 36,009 75  |
| Mylan Inc                | 750 000   | 43 400      |     | 30,960 67  | 1,589 33  | 32,550 00  |
| Pfizer Inc               | 1,000 000 | 30 630      |     | 29,723 45  | 906 55    | 30,630 00  |
| Thermo Fisher Scientific | 455 000   | 111 350     |     | 30,386 48  | 20,277 77 | 50,664 25  |
| Zimmer Hldgs Inc         | 605 000   | 93 190      |     | 40,986 43  | 15,393 52 | 56,379 95  |
| TOTAL StkUS Healthcare   |           |             |     | 157,210.29 | 49,023 66 | 206,233.95 |
| Line 10b                 |           |             |     |            |           |            |
| StkUS Industria          |           |             |     |            |           |            |
| Cummins Inc              | 70 000    | 140 970     |     | 9,073 41   | 794 49    | 9,867 90   |
| Illinois Tool Works Inc  | 270 000   | 84 080      |     | 18,148 05  | 4,553 55  | 22,701 60  |
| Nielsen Holdings BV      | 290 000   | 45 890      |     | 9,987 35   | 3,320 75  | 13,308 10  |
| Union Pacific Corp       | 145 000   | 168 000     |     | 22,823 55  | 1,536 45  | 24,360 00  |
| TOTAL StkUS Industria    |           |             |     | 60,032.36  | 10,205.24 | 70,237.60  |
| Line 10b                 |           |             |     |            |           |            |

## Portfolio Value - 990-PF - As of 12/31/2013

As of 12/31/2013

| Security                     | Shares  | Quote/Price | est | Cost Basis          | Gain/Loss         | Balance             |
|------------------------------|---------|-------------|-----|---------------------|-------------------|---------------------|
| <b>StkUS Info tech</b>       |         |             |     |                     |                   |                     |
| Accenture Plc Cl A           | 269 000 | 82 220      |     | 16,504 74           | 5,612 44          | 22,117 18           |
| Apple Inc                    | 65 000  | 561 020     |     | 31,380 51           | 5,085 79          | 36,466 30           |
| Avago Technologies           | 460 000 | 52 879      |     | 16,230 55           | 8,093 79          | 24,324 34           |
| Corning Inc                  | 354 000 | 17 820      |     | 2,165 00            | 4,143 28          | 6,308 28            |
| International Bus Machines   | 130 000 | 187 570     |     | 26,059 72           | -1,675 62         | 24,384 10           |
| Qualcomm Inc                 | 390 000 | 74 250      |     | 25,382 79           | 3,574 71          | 28,957 50           |
| <b>TOTAL StkUS Info tech</b> |         |             |     | <b>117,723.31</b>   | <b>24,834.39</b>  | <b>142,557.70</b>   |
| <i>Line 10b</i>              |         |             |     |                     |                   |                     |
| <b>StkUS Telecom</b>         |         |             |     |                     |                   |                     |
| Centurylink Inc              | 320 000 | 31 850      |     | 11,454 05           | -1,262 05         | 10,192 00           |
| <b>TOTAL StkUS Telecom</b>   |         |             |     | <b>11,454.05</b>    | <b>-1,262.05</b>  | <b>10,192.00</b>    |
| <i>Line 10b</i>              |         |             |     |                     |                   |                     |
| <b>StkUS Utilities</b>       |         |             |     |                     |                   |                     |
| American Water Works Co.     | 725 000 | 42 260      |     | 29,496 36           | 1,142 14          | 30,638 50           |
| <b>TOTAL StkUS Utilities</b> |         |             |     | <b>29,496.36</b>    | <b>1,142.14</b>   | <b>30,638 50</b>    |
| <i>Line 10b</i>              |         |             |     |                     |                   |                     |
| <b>TOTAL Investments</b>     |         |             |     | <b>7,909,724.66</b> | <b>763,250.27</b> | <b>8,672,974.93</b> |