Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
SOPHIE & ARTHUR BRODY FOUNDATION
C/O LOWENSTEIN, SANDLER, ET AL

A Employer identification number
22-6097164

Number and street (or P O box number if mail is not delivered to street address) Room/suite
65 LIVINGSTON AVENUE

B Telephone number
510-990-6011

City or town, state or province, country, and ZIP or foreign postal code
ROSELAND, NJ 07068

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 4,729,140.

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

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,835.	1,835.		STATEMENT 1
	4 Dividends and interest from securities	99,573.	99,573.		STATEMENT 2
	5a Gross rents	-1,475.	-1,475.		STATEMENT 3
	b Net rental income or (loss) -1,475.				
	6a Net gain or (loss) from sale of assets not on line 10	6,898.			
	b Gross sales price for all assets on line 6a 7,929.				
	7 Capital gain net income (from Part IV, line 2)		6,898.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	650.	650.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	107,481.	107,481.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	4,370.	0.		4,370.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	827.	316.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	1,137.	689.		448.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,334.	1,005.		4,818.
	25 Contributions, gifts, grants paid	44,800.			44,800.
	26 **Total expenses and disbursements.** Add lines 24 and 25	51,134.	1,005.		49,618.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	56,347.			
	b **Net investment income** (if negative, enter -0-)		106,476.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 30 2014

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323501
10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

22100508 769632 226097164 2013.03040 SOPHIE & ARTHUR BRODY FOUND 22609711

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	24,976.	17,280.	17,280.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 1,551,337.			
		Less: allowance for doubtful accounts ▶ 0.	1,078,154.	1,551,337.	1,551,337.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	2,485,185.	3,066,256.	3,066,256.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	82,763.	93,950.	93,950.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	713.	317.	317.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,671,791.	4,729,140.	4,729,140.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,671,791.	4,729,140.	
	30	**Total net assets or fund balances**	3,671,791.	4,729,140.	
	31	**Total liabilities and net assets/fund balances**	3,671,791.	4,729,140.	

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	3,671,791.
2	Enter amount from Part I, line 27a	2	56,347.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/(LOSS)	3	1,001,002.
4	Add lines 1, 2, and 3	4	4,729,140.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,729,140.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	4.328 SHS DFA US SMALL CAP PORT	P	09/10/13	09/10/13
b	45.532 SHS DFA US SMALL CAP PORT	P	VARIOUS	09/10/13
c	SEC 1231 GAIN FROM PARTNERSHIP - YOSEMITE	P		
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	121.		123.	-2.
b	1,276.		908.	368.
c	1,636.			1,636.
d	4,896.			4,896.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-2.
b				368.
c				1,636.
d				4,896.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	6,898.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,478,791.	4,039,542.	.613632
2011	3,069,385.	5,904,402.	.519847
2010	1,634,901.	7,793,191.	.209786
2009	465,341.	7,678,356.	.060604
2008	572,645.	9,383,960.	.061024

2 **Total** of line 1, column (d)	2	1.464893
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.292979
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,149,211.
5 Multiply line 4 by line 3	5	1,215,632.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,065.
7 Add lines 5 and 6	7	1,216,697.
8 Enter qualifying distributions from Part XII, line 4	8	49,618.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2,130.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,130.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	2,130.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,130.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SOPHIE & ARTHUR BRODY FOUNDATION Telephone no. ▶ 510-990-6011
Located at ▶ 800 ADDISON STREET, BERKELEY, CA ZIP+4 ▶ 94710

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 N/A

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

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? N/A | 7b |

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.

(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
JANICE BRODY 820 BEAR GULCH ROAD WOODSIDE, CA 94062-4430	PRESIDENT 0.75	0.	0.	0.
DONALD BRODY 650 SPRUCE STREET BERKELEY, CA 94707	SECRETARY 0.75	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	2,510,090.
b	Average of monthly cash balances		1b	21,127.
c	Fair market value of all other assets		1c	1,681,180.
d	**Total** (add lines 1a, b, and c)		1d	4,212,397.
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	0.
3	Subtract line 2 from line 1d		3	4,212,397.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	63,186.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,149,211.
6	**Minimum investment return.** Enter 5% of line 5		6	207,461.

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	207,461.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 2,130.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,130.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	205,331.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	205,331.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	205,331.

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	49,618.
b	Program-related investments - total from Part IX-B	1b	0.
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	49,618.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	49,618.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				205,331.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010 875,427.				
d From 2011 2,777,069.				
e From 2012 2,278,796.				
f Total of lines 3a through e	5,931,292.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 49,618.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				49,618.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	155,713.			155,713.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,775,579.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	5,775,579.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010 719,714.				
c Excess from 2011 2,777,069.				
d Excess from 2012 2,278,796.				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABILITIES UNITED 525 E. CHARLESTON ROAD PALO ALTO, CA 94306		501C(3)	GENERAL OPERATIONS	300.
ADOLESCENT COUNSELING SERVICES 1717 EMBARCADERO ROAD, STE. 4000 PALO ALTO, CA 94303		501C(3)	GENERAL OPERATIONS	2,500.
ALVIN AILEY DANCE FOUNDATION 405 WEST 55TH STREET NEW YORK, NY 10019		501C(3)	GENERAL OPERATIONS	500.
ALZHEIMERS ASSOCIATION 1060 LA AVENIDA STREET MOUNTAIN VIEW, CA 94043		501C(3)	GENERAL OPERATIONS	500.
AMNESTY INTERNATIONAL P.O. BOX 96756 WASHINGTON, DC 20077		501C(3)	GENERAL OPERATIONS	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	44,800.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,835.	
4 Dividends and interest from securities			14	99,573.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	-1,475.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	650.	
8 Gain or (loss) from sales of assets other than inventory			18	6,898.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		107,481.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 107,481.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/14/14 Title: SECRETARY

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DENNIS M. LAVINE	[signature]	MAY 12 2014		P00100915

Firm's name ▶ LAVINE, LOFGREN, MORRIS & ENGELBERG LLP Firm's EIN ▶ 33-0690020

Firm's address ▶ 4180 LA JOLLA VILLAGE DR, STE 300
LA JOLLA, CA 92037 Phone no. (858)455-1200

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ART OF YOGA FOUNDATION 555 BRYANT ST., #232 PALO ALTO, CA 94301		501C(3)	GENERAL OPERATIONS	1,500.
ARTHRITIS FOUNDATION 657 MISSION STREET, SUITE 603 SAN FRANCISCO, CA 94105		501C(3)	GENERAL OPERATIONS	500.
BAY AREA LYME FOUNDATION 884 PORTOLA ROAD, SUITE A7 PORTOLA VALLEY, CA 94028		501C(3)	GENERAL OPERATIONS	500.
BREAST CANCER ACTION 55 NEW MONTGOMERY ST., SUITE 323 SAN FRANCISCO, CA 94105		501C(3)	GENERAL OPERATIONS	300.
DOCTORS WITHOUT BORDERS P.O. BOX 5022 HAGERSTOWN, MD 21741		501C(3)	GENERAL OPERATIONS	500.
ELIZABETH GLAZER FOUNDATION 1140 CONNECTICUT AVE, NW SUITE 200 WASHINGTON, DC 20036		501C(3)	GENERAL OPERATIONS	300.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010		501C(3)	GENERAL OPERATIONS	250.
ENVIRONMENTAL VOLUNTEERS 2560 EMBARCADERO ROAD PALO ALTO, CA 94303		501C(3)	GENERAL OPERATIONS	250.
FAMILY CONNECTIONS P.O. BOX 358 SAN CARLOS, CA 94070		501C(3)	GENERAL OPERATIONS	300.
FOUNDATION FOR A COLLEGE EDUCATION PO BOX 50518 PALO ALTO, CA 94303		501C(3)	GENERAL OPERATIONS	10,000.
Total from continuation sheets				40,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF THE CHILDREN 1617 JFK BOULEVARD, SUITE 900 PHILADELPHIA, PA 19103		501C(3)	GENERAL OPERATIONS	300.
GIRLS MIDDLE SCHOOL 3400 W. BAYSHORE ROAD PALO ALTO, CA 94393		501C(3)	GENERAL OPERATIONS	500.
GLOBAL FUND FOR WOMEN 222 SUTTER STREET, SUITE 500 SAN FRANCISCO, CA 94108		501C(3)	GENERAL OPERATIONS	5,000.
GREEN SPACE ALLIANCE PO BOX 6250 SAN ANTONIO, TX 78209		501C(3)	GENERAL OPERATIONS	500.
HABITAT FOR HUMANITY 121 HABITAT AT. AMERICUS, GA 31709		501C(3)	GENERAL OPERATIONS	1,000.
HARLEM CHILDREN'S ZONE 35 125TH ST. NEW YORK, NY 10035		501C(3)	GENERAL OPERATIONS	500.
HEIFER FOUNDATION 1 WORLD AVE. LITTLE ROCK, AK 72202		501C(3)	GENERAL OPERATIONS	1,500.
HESPERIAN FOUNDATION 1919 ADDISON SUITE, SUITE 304 BERKELEY, CA 94704		501C(3)	GENERAL OPERATIONS	250.
INNVISION SHELTER NETWORK 181 CONSTITUTION DRIVE MENLO PARK, CA 94025		501C(3)	GENERAL OPERATIONS	750.
MAKE-A-WISH FOUNDATION P.O. BOX 7167 SAN FRANCISCO, CA 94120		501C(3)	GENERAL OPERATIONS	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MUSIC IN THE SCHOOLS P.O. BOX 60323 PALO ALTO, CA 94306		501C(3)	GENERAL OPERATIONS	300.
MY NEW RED SHOES 330 TWIN DOLPHIN DRIVE, SUITE 135 REDWOOD CITY, CA 94065		501C(3)	GENERAL OPERATIONS	700.
NATURE CONSERVANCY 4245 N. FAIRFAX DR., SUITE 100 ARLINGTON, VA 22203		501C(3)	GENERAL OPERATIONS	500.
ONE WORLD CHILDREN'S FUND 1016 LINCOLN BLVD. SAN FRANCISCO, CA 94129		501C(3)	GENERAL OPERATIONS	750.
OXFAM AMERICA P.O. BOX 7011 ALBERT LEA, MN 56007		501C(3)	GENERAL OPERATIONS	250.
PENINSULA BRIDGE P.O. BOX 963 MENLO PARK, CA 94025		501C(3)	GENERAL OPERATIONS	300.
PENINSULA HUMANE SOCIETY 12 AIRPORT BLVD. SAN MATEO, CA 94401		501C(3)	GENERAL OPERATIONS	1,200.
PLANNED PARENTHOOD P.O. BOX 97166 WASHINGTON, DC 20077		501C(3)	GENERAL OPERATIONS	1,000.
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109		501C(3)	GENERAL OPERATIONS	500.
REDWOOD CITY LIBRARY FOUNDATION 1044 MIDDLEFIELD ROAD REDWOOD CITY, CA 94063		501C(3)	GENERAL OPERATIONS	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RONALD MCDONALD HOUSE CHARITIES 26345 NETWORK PLACE CHICAGO, IL 60673		501C(3)	GENERAL OPERATIONS	1,500.
ROOM TO READ 111 SUTTER ST., 16TH FLOOR SAN FRANCISCO, CA 94104		501C(3)	GENERAL OPERATIONS	2,000.
SECOND HARVEST FOOD BANK PO BOX 31 SAN MATEO, CA 94401		501C(3)	GENERAL OPERATIONS	1,000.
SIERRA CLUB FOUNDATION 85 SECOND STREET SAN FRANCISCO, CA 94105		501C(3)	GENERAL OPERATIONS	150.
SIERRRA WATCH 408 BROAD ST., SUITE 12 NEVADA CITY, CA 95959		501C(3)	GENERAL OPERATIONS	250.
SMILE TRAIN P.O. BOX 96208 WASHINGTON, DC 20090		501C(3)	GENERAL OPERATIONS	700.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE. MONTGOMERY, AL 36104		501C(3)	GENERAL OPERATIONS	1,000.
UNTIL THERE'S A CURE FOUNDATION 560 MTN HOME RD. REDWOOD CITY, CA 94062		501C(3)	GENERAL OPERATIONS	300.
VISTA CENTER FOR THE BLIND 2470 EL CAMINO REAL, SUITE 107 PALO ALTO, CA 94306		501C(3)	GENERAL OPERATIONS	500.
WOMEN FOR WOMEN P.O. BOX 9224 CENTRAL ISLIP, NY 11722		501C(3)	GENERAL OPERATIONS	400.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
YOSEMITE MORTGAGE FUND II LLC	1,835.	1,835.	
TOTAL TO PART I, LINE 3	1,835.	1,835.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB #1001	69,718.	0.	69,718.	69,718.	
CHARLES SCHWAB #3448	8,703.	4,896.	3,807.	3,807.	
DIMENSIONAL	26,048.	0.	26,048.	26,048.	
TO PART I, LINE 4	104,469.	4,896.	99,573.	99,573.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
YOSEMITE MORTGAGE FUND II, LLC	1	-1,475.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-1,475.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	650.	650.	
TOTAL TO FORM 990-PF, PART I, LINE 11	650.	650.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,370.	0.		4,370.
TO FORM 990-PF, PG 1, LN 16B	4,370.	0.		4,370.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	316.	316.		0.
FEDERAL TAXES	511.	0.		0.
TO FORM 990-PF, PG 1, LN 18	827.	316.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	689.	689.		0.
MISCELLANEOUS EXPENSE	448.	0.		448.
TO FORM 990-PF, PG 1, LN 23	1,137.	689.		448.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK- SEE ATTACHMENT	2,820,866.	2,820,866.
MUTUAL FUNDS- SEE ATTACHMENT	245,390.	245,390.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,066,256.	3,066,256.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
YOSEMITE MORTGAGE FUND	COST	75,950.	75,950.
EL PASO PIPELINE PARTNERS	FMV	18,000.	18,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		93,950.	93,950.

FORM 990-PF	OTHER ASSETS	STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS RECEIVABLE	713.	317.	317.
TO FORM 990-PF, PART II, LINE 15	713.	317.	317.

SOPHIE AND ARTHUR BRODY FOUNDATION
DETAIL OF INVESTMENTS - CORPORATE STOCK
DECEMBER 31, 2013
EIN: 22-6097164

HOLDING	12/31/2012 # SHARES	12/31/2012 BOOK VALUE (COST)	SHS Bought / (Sold, Donated)	COST of SHS Bought / (Sold, Donated)	12/31/2013 # SHARES	12/31/2013 COST	12/31/2013 BOOK VALUE (FMV)
SECURITIES							
BANK OF AMERICA	19,000	722,906			19,000	722,906	295,830
BP PLC	3,400	142,917			3,400	142,917	165,274
CHEVRON CORPORATION	700	36,936			700	36,936	87,437
EMERSON ELECTRIC	1,500	5,654			1,500	5,654	105,270
EXXON CORPORATION	200	25,743			200	25,743	20,240
HONEYWELL INTL	1,000	60,710			1,000	60,710	91,370
INTL BUSINESS MACHINES	100	8,365			100	8,365	18,757
JOHNSON & JOHNSON	5,480	299,882			5,480	299,882	501,913
JP MORGAN CHASE	7,000	257,600			7,000	257,600	409,360
KINDER MORGAN	1,692	46,470			1,692	46,470	60,912
OCCIDENTAL PETE	-	(476)			-	(476)	-
ORACLE	1,000	14,380			1,000	14,380	38,260
PPG INDUSTRIES (PENTAIR)	4,100	130,861			4,100	130,861	318,447
PFIZER INC	9,000	242,274			9,000	242,274	275,670
PROCTER & GAMBLE	700	38,279			700	38,279	56,987
QUALCOMM INC	1,900	97,484			1,900	97,484	141,075
ROYAL DUTCH	2,500	165,405			2,500	165,405	178,175
SPECTRA ENERGY CORP	800	13,288			800	13,288	28,496
TRANSOCEAN INC NEW	-	-	400	18,869	400	18,869	19,768
VALE SA ADR	500	12,884			500	12,884	7,625
UNIDENTIFIED		(6,177)				(6,177)	-
TOTAL SECURITIES		2,315,385				2,334,254	2,820,866
MUTUAL FUNDS - Schwab #1001							
SCHWAB S&P 500 INDEX FD					306 303	6,516	8,837
MUTUAL FUNDS - Schwab #3448							
DFA EMERGING MARKETS - DEMSX					418.929	8,788	8,425
DFA EMERGING MARKETS - DFEVX					210 023	6,963	5,799
DFA EMERGING MARKETS - DFEMX					248 700	7,143	6,456
DFA GLOBAL REAL ESTATE					1,224.813	9,333	10,827
DFA INTL SMALL CAP VALUE					641 613	10,429	13,057
DFA INTL SMALL COMPANY					684.706	10,581	13,153
DFA INTL VALUE PORTFOLIO					570 056	10,043	11,304
DFA US LARGE CAP VALUE					1,000.675	19,380	31,641
DFA US LARGE CO					1,896 197	18,066	27,609
DFA US SMALL CAP PORT			(49 860)	(1,032)	1,751.793	33,893	54,306
DFA US TARGETED VALUE					2,325 103	36,343	52,943
SCHWAB S&P 500 INDEX FD					35.818	930	1,033
					11,008 426	171,894	236,553
TOTAL MUTAL FUNDS						178,410	245,390