Form **990-PF** — Department of the Treasury, Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052 — **2013** — Open to Public Inspection

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

Name of foundation: HERBERT M. CITRIN CHARITABLE FOUNDATION INC.

A Employer identification number: 26-0095080

Number and street (or P O box number if mail is not delivered to street address): ONE PENN PLAZA — Room/suite: 3100

B Telephone number (see instructions): (212)695-8100

City or town, state or province, country, and ZIP or foreign postal code: New York, NY 10119

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,237,443

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	58,179	58,179	58,179	
	4	Dividends and interest from securities	97,506	97,506	97,506	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	89,566			
	b	Gross sales price for all assets on line 6a 709,869				
	7	Capital gain net income (from Part IV, line 2)		89,566		
	8	Net short-term capital gain			18,942	
	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	**Total.** Add lines 1 through 11	245,251	245,251	174,627	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	9,000	9,000		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) STM107	459	459		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STM103	38,759	38,759		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	48,218	48,218		0
	25	Contributions, gifts, grants paid	250,000			250,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	298,218	48,218		250,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	(52,967)			
	b	**Net investment income** (if negative, enter -0-)		197,033		
	c	**Adjusted net income** (if negative, enter -0-)			174,627	

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		Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	8,182	7,552	7,552
	2	Savings and temporary cash investments	156,642	252,089	252,089
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule) STM116	791,768	699,708	699,708
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule) STM138.	462,948	245,512	245,512
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STM118.	3,443,430	4,032,582	4,032,582
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,862,970	5,237,443	5,237,443
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	4,862,970	5,237,443	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,862,970	5,237,443	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,862,970	5,237,443	

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	4,862,970
2	Enter amount from Part I, line 27a	2	(52,967)
3	Other increases not included in line 2 (itemize) ▶ STM115	3	427,440
4	Add lines 1, 2, and 3	4	5,237,443
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,237,443

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 (yr , mo , day)	(d) Date sold (yr , mo , day)
1a	See STM-134			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	709,869		620,303	89,566
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				89,566
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	89,566
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	18,942

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	229,100	4,790,025	0.047829
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	0.047829
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.009566
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,974,454
5 Multiply line 4 by line 3	5	47,586
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,970
7 Add lines 5 and 6	7	49,556
8 Enter qualifying distributions from Part XII, line 4	8	250,000

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	1,970
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	1,970
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	1,970
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,970
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. ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ Howard M. Rubin Telephone no ▶ 212-695-8100

Located at ▶ ONE PENN PLAZA, New York, NY ZIP+4 ▶ 10119

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**-Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b		
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)

			Yes	No
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		
	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		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?	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 (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
Jane McGimsey 2 West Woods, Yarmouth Port, MA 02675	VP 8	3,000	0	0
Brian Zimmerman 142 Cedar Road, Kings Park, NY 11754	Sec'y 8	3,000	0	0
Howard M. Rubin ONE PENN PLAZA, New York, NY 10119	Pres 0	3,000	0	0

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

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

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

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

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

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

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	0
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments See 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	4,837,974
b	Average of monthly cash balances	1b	212,233
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	5,050,207
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,050,207
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	75,753
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,974,454
6	**Minimum investment return.** Enter 5% of line 5	6	248,723

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	248,723
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,970		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,970
3	Distributable amount before adjustments Subtract line 2c from line 1			3	246,753
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	246,753
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	246,753

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	250,000
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	250,000
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	1,970
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	248,030

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				246,753
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			232,578	
b	Total for prior years ______ , ______ , ______				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 250,000				
a	Applied to 2012, but not more than line 2a			232,578	
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2013 distributable amount				17,422
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount - see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				229,331
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				
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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 of the person to whom applications should be addressed

Howard M. Rubin, One Penn Plaza, Suite 3100, NY, NY 10019 (212) 695-8100

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

Letter

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 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				
Turtle Bay Music School 244 E. 52nd Street New York, NY 10022	None	PC	For its general charitable purposes	50,000
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	None	PC	For its gneral charitable	25,000
St. Francis Food Pantry 450 7th Avenue New York, NY 10123	None	PC	For its gneral charitable	12,500
East River Child Development 570 Grand Street New York, NY 10002	None	PC	For its general charitable purposes	100,000
JCCA 858 E. 29th St. Brooklyn, NY 11210	None	PC	For its general charitable purposes	50,000
911 Vets Inc. P.O. Box 911 Lindenhurst, NY 11757	None	PC	For its general charitable purposes	12,500
Total . . . . ▶ 3a				250,000
b Approved for future payment				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					58,179
4 Dividends and interest from securities					97,506
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					155,685

13 **Total.** Add line 12, columns (b), (d), and (e) 13 155,685

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

[signature] pres. | 9/23/14 | Pres.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Christopher M Canfield	[signature]	09-19-2014		P01454627

Firm's name	Goetz Fitzpatrick LLP	Firm's EIN	13-3374799
Firm's address	One Penn Plaza #3100 New York NY 10119	Phone no	212-695-8100

Name(s) as shown on return: HERBERT M. CITRIN CHARITABLE FOUNDATION INC.

FEIN: 26-0095080

Form 990PF, Part III, Line 3
Other Increases Schedule

Statement #115

Unrealized gain on investments	427,440
Total	427,440

PG 01

Form 990PF, Part II, Line 13
Investments: Other Schedule

Statement #118

Category	Book value (BOY)	Book value (EOY)	FMV (EOY)
see attached LPL	1,877,541	2,244,999	2,244,999
see attached Bernstein 71556	1,335,889	1,528,419	1,528,419
see attached Bernstein 00900	230,000	259,164	259,164
Total	3,443,430	4,032,582	4,032,582

PG 01

Form 990PF, Part II, Line 10(a)
Investments: State and Local Government Obligation Schedule

Statement #136

Category	Book Value (BOY)	Book Value (EOY)	FMV (EOY)
See attached LPL	791,768	699,708	699,708
Totals	791,768	699,708	699,708

PG 01

Form 990PF, Part II, Line 10(c)
Investments: Corporate Bond Schedule

Statement #138

Category	BOY	Book Value	EOY FMV
see attached LPL	462,948	245,512	245,512
Totals	462,948	245,512	245,512

SANFORD C. BERNSTEIN & CO., LLC

A subsidiary of AllianceBernstein LP

www.bernstein.com

Account No.*	Period Ending	Last Statement
888-71556	12/31/2013	11/29/2013

*** Comprised of the following sub-accounts:**
039-78485 039-78644 039-78645

HERBERT M. CITRIN CHARITABLE FOUNDATION INC.
MR. HOWARD RUBIN, PRESIDENT
MR. BRIAN ZIMMERMAN, DIRECTOR
1 PENN PLAZA, SUITE 4401
NEW YORK NY 10119-4490

Bernstein Advisor:	Paul Wilson	(212) 407-5833
Advisor Associate(s):	Noah Simon	(212) 756-4073
	Anggie Pena Diaz	(212) 407-5939
	Kelly Savala	(212) 756-4120
Fax Number:		(212) 407-5850

MEMBER, NEW YORK STOCK EXCHANGE, INC. SIPC

ACCOUNT SUMMARY	Opening Balance	%	Closing Balance	%
Cash	10,254	0.7	12,555	0.8
Intermediate Duration	90,721	6.0	90,198	5.9
Bond Inflation Strategy	105,207	6.9	104,117	6.8
Global Fixed Income	75,460	5.0	75,064	4 9
Global High Yield Fixed Income	60,639	4.0	60,899	4 0
Strategic Equities	437,684	28.7	445,199	28.9
International Portfolio	149,647	9.8	151,884	9.9
Emerging Markets Fund	30,837	2.0	30,623	2.0
Real Asset Strategy	104,957	6.9	106,279	6.9
Dynamic Asset Allocation Overlay	458,172	30.1	464,156	30.1
Total Account Value	**1,523,578**	**100.0**	**1,540,974**	**100.0**

INCOME SUMMARY	Current Month	Year To Date
Credit Interest	2	7
Taxable Bond Fund Dividends	622	4,618
Equity Dividends	6,468	15,676
Dynamic Asset Allocation Dividends	10,882	10,882
Total Income	**17,974**	**31,183**

PORTFOLIO SUMMARY

Quantity	Description	Price	Market Value	Estimated Annual Income Rate	Estimated Annual Income Amount
Cash					
	Closing Cash Balance		12,555	0.08%	10
Fixed Income Taxable					
Intermediate Duration					
6,751.312	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.350	90,130 68AI	$0.43	2,923

Account No.*	Period Ending	Last Statement
888-71556	12/31/2013	11/29/2013

HERBERT M. CITRIN CHARITABLE

* Comprised of the following sub-accounts:
039-78485 039-78644 039-78645

PORTFOLIO SUMMARY

Quantity	Description	Price	Market Value	Estimated Annual Income Rate	Amount
Bond Inflation Strategy					
9,850.222	ALLIANCEBERNSTEIN BD FD BD INFLATION STRATEGY CL 1	10.570	104,117	$0.09	906
Global Fixed Income					
9,099.402	ALLIANCEBERNSTEIN GLOBAL BD FUND INC ADVSR CL	8.230	74,888 176AI	$0.23	2,066
Global High Yield Fixed Income					
6,451.507	ALLIANCEBERNSTEIN HIGH INC FD INC ADVISOR CL	9.390	60,580 319AI	$0.68	4,368
	Total Fixed Income Taxable		**330,278**	**3.11%**	**10,263**
U.S. Equity					
Strategic Equities					
9	AFFILIATED MANAGERS GROUP INC	216.880	1,952	$0.00	0
45	ALLERGAN INC	111.080	4,999	$0.20	9
481.913	ALLIANCEBERNSTEIN DISCOVERY VALUE FUND ADVISOR CL	21.720	10,467	$0.00	0
1,102.652	ALLIANCEBERNSTEIN DISCOVERY GROWTH FUND INC ADVISOR CL	9.830	10,839	$0.00	0
60	ALTRIA GROUP INC	38.390	2,303	$1.92	115
11	AMAZON.COM INC	398.790	4,387	$0.00	0
120	AMDOCS LIMITED	41.240	4,949	$0.52	62
65	AMERICAN EXPRESS COMPANY	90.730	5,897	$0.92	60
130	AMERICAN INTERNATIONAL GROUP	51.050	6,637	$0.40	52
45	AMERICAN TOWER CORPORATION	79.820	3,592	$1.16	52
60	ANSYS INC	87.200	5,232	$0.00	0
50	AON PLC	83.890	4,195	$0.70	35
20	APPLE INC	561.110	11,222	$12.20	244
21	ASSURANT INC	66.370	1,394	$1.00	21
50	AT&T INC	35.160	1,758	$1.84	92
400	BANK OF AMERICA CORP	15.570	6,228	$0.04	16
35	BECTON DICKINSON & CO	110.490	3,867	$2.18	76
19	BERKSHIRE HATHAWAY INC DEL	118 560	2,253	$0.00	0
19	BIOGEN IDEC INC	279.750	5,315	$0.00	0
35	BOEING CO	136 490	4,777	$2.92	102
50	CAPITAL ONE FINANCIAL CORP	76.610	3,831	$1.20	60
90	CBS CORP	63.740	5,737	$0.48	43
17	CELGENE CORP	168.960	2,872	$0.00	0
17	CHEVRON CORPORATION	124.910	2,123	$4.00	68
4	CHIPOTLE MEXICAN GRILL INC	532.780	2,131	$0.00	0
40	CHUBB CORP	96.630	3,865	$1.76	70
65	CIT GROUP INC	52 130	3,388	$0.40	26
145	CITIGROUP INC	52.110	7,556	$0.04	6
60	COGNIZANT TECHNOLOGY SOLUTIONS	100.980	6,059	$0.00	0
80	COMCAST CORP	51.965	4,157	$0.78	62
135	CONAGRA FOODS INC	33.700	4,550	$1.00	135
45	COSTCO WHOLESALE CORP-NEW	119.010	5,355	$1 24	56
50	CVS CAREMARK CORPORATION	71.570	3,579	$1.10	55
105	DANAHER CORP	77.200	8,106	$0.10	11
40	EATON CORPORATION PLC	76.120	3,045	$1.68	67
60	EBAY INC	54 890	3,293	$0.00	0

Account No.*	Period Ending	Last Statement
888-71556	12/31/2013	11/29/2013

HERBERT M. CITRIN CHARITABLE

* Comprised of the following sub-accounts:
039-78485 039-78644 039-78645

PORTFOLIO SUMMARY

Quantity	Description	Price	Market Value	Estimated Annual Income Rate	Estimated Annual Income Amount
165	ELECTRONIC ARTS INC	22.940	3,785	$0.00	0
24	EVEREST RE GROUP LTD	155.870	3,741	$3.00	72
17	FEDEX CORP	143.770	2,444	$0.60	10
85	FIDELITY NATIONAL INFORMATION	53.680	4,563	$0.88	75
300	FORD MOTOR CO	15.430	4,629	$0.40	120
105	GANNETT CO INC	29.580	3,106	$0.80	84
60	GENERAL MOTORS COMPANY	40.870	2,452	$0.00	0
175	GENWORTH FINANCIAL INC	15.530	2,718	$0.00	0
55	GILEAD SCIENCES INC	75.150	4,133	$0.00	0
7	GOOGLE INC	1,120.710	7,845	$0.00	0
55	HALLIBURTON COMPANY	50.750	2,791	$0.60	33
40	HASBRO INC	55.010	2,200	$1.60	64
30	HEALTH NET INC	29.670	890	$0.00	0
70	HESS CORPORATION	83.000	5,810	$1.00	70
250	HEWLETT PACKARD CO	27.980	6,995	$0.58	145
75	HOME DEPOT INC	82.340	6,176	$1.56	117
60	ILLINOIS TOOL WORKS INC	84.080	5,045	$1.68	101
25	INTERCONTINENTALEXCHANGE GROUP	224.920	5,623	$2.60	65
16	INTERNATIONAL BUSINESS	187.570	3,001	$3.80	61
70	JOHNSON & JOHNSON	91.590	6,411	$2.64	185
50	JPMORGAN CHASE & CO	58.480	2,924	$1.52	76
55	KINDER MORGAN INC	36.000	1,980	$1.64	90
140	KROGER CO	39.530	5,534	$0.66	92
20	LIBERTY MEDIA CORP DELAWARE	146.450	2,929	$0.00	0
95	LINCOLN NATIONAL CORP-IND	51.620	4,904	$0.64	61
8	LINKEDIN CORPORATION	216.830	1,735	$0.00	0
50	LYONDELLBASELL INDUSTRIES	80.280	4,014	$2.40	120
65	MACYS INC	53 400	3,471	$1.00	65
55	MARATHON PETE CORP	91.730	5,045	$1.68	92
21	MCDONALDS CORP	97 030	2,038	$3.24	68
65	MEAD JOHNSON NUTRITION	83.760	5,444	$1.36	88
85	MEDTRONIC INC	57.390	4,878	$1.12	95
35	MERCK & CO INC	50.050	1,752	$1.76	62
95	MICROSOFT CORP	37.430	3,556	$1.12	106
23	MONSANTO CO	116.550	2,681	$1.72	40
55	NIKE INC-CL B	78.640	4,325	$0.96	53
50	NOBLE ENERGY INC	68.110	3,406	$0.56	28
65	OCCIDENTAL PETE CORP	95.100	6,182	$2.56	166
40	PARKER HANNIFIN CORP	128.640	5,146	$1.80	72
30	PARTNERRE LTD	105.430	3,163	$2.56	77
55	PATTERSON COMPANIES INC	41.200	2,266	$0.64	35
17	PEPSICO INC	82.940	1,410	$2.27	39
350	PFIZER INC	30 630	10,721	$1.04	364
45	PHILIP MORRIS INTERNATIONAL	87.130	3,921	$3.76	169
13	POLARIS INDUSTRIES INC	145 640	1,893	$1.68	22
16	PRECISION CASTPARTS CORP	269.300	4,309	$0.12	2
4	PRICELINE COM INC COM NEW	1,162.400	4,650	$0.00	0
170	PULTEGROUP INC	20.370	3,463	$0.20	34
25	RAYTHEON CO	90 700	2,268	$2.20	55
85	REGAL ENTERTAINMENT GROUP	19 450	1,653	$0.84	71
50	REYNOLDS AMERICAN INC	49.990	2,500	$2.52	126

Account No.*	Period Ending	Last Statement
888-71556	12/31/2013	11/29/2013

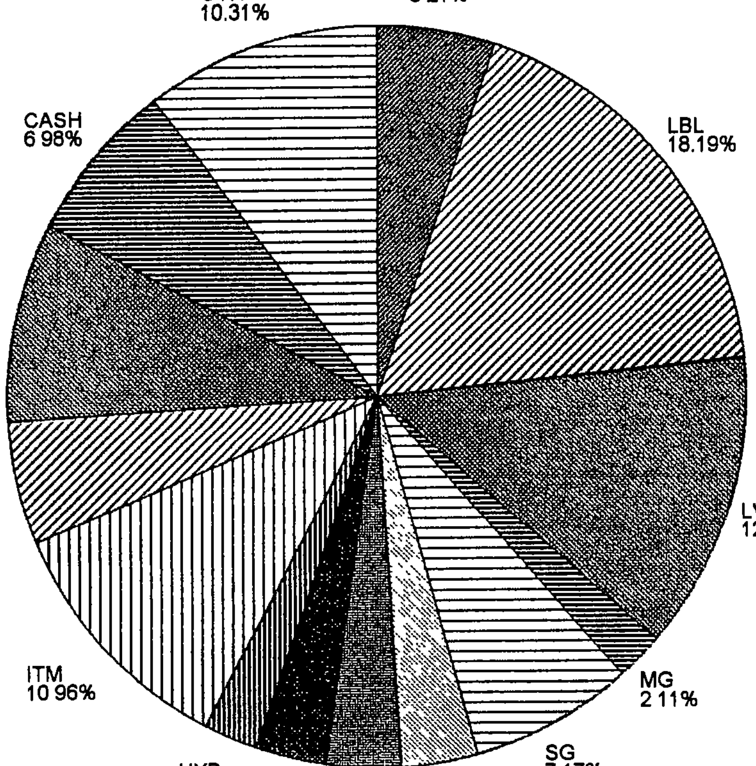
HERBERT M. CITRIN CHARITABLE

*** Comprised of the following sub-accounts:**
039-78485 039-78644 039-78645

PORTFOLIO SUMMARY

Quantity	Description	Price	Market Value	Estimated Annual Income Rate	Estimated Annual Income Amount
80	SCHLUMBERGER LTD	90.110	7,209	$1.25	100
21	SHERWIN WILLIAMS CO	183.500	3,854	$2.00	42
50	STARBUCKS CORP	78.390	3,920	$1.04	52
60	TIME WARNER INC	69.720	4,183	$1.15	69
95	TJX COMPANIES INC NEW	63.730	6,054	$0.58	55
35	UNION PACIFIC CORP	168.000	5,880	$3.16	111
100	VALERO ENERGY CORP NEW	50.400	5,040	$0.90	90
30	VERISK ANALYTICS INC	65.720	1,972	$0.00	0
65	VERIZON COMMUNICATIONS	49.140	3,194	$2.12	138
12	VERTEX PHARMACEUTICALS INC	74.300	892	$0.00	0
55	VIACOM INC	87.340	4,804	$1.20	66
28	VISA INC	222.680	6,235	$1.60	45
15	W W GRAINGER INC	255.420	3,831	$3.72	56
60	WAL-MART STORES INC	78.690	4,721	$1.88	113
50	WALT DISNEY CO	76.400	3,820	$0.86	43
190	WELLS FARGO & CO	45.400	8,626	$1.20	228
	Total Accrued Dividend		**535**		
	Total Strategic Equities		**445,199**	**1.43%**	**6,373**
International Equity					
International Portfolio					
9,295.225	BERNSTEIN INTERNATIONAL PORTFOLIO	16.340	151,884	$0.28	2,575
Emerging Market					
Emerging Markets Fund					
1,119.662	BERNSTEIN EMERGING MARKETS PORTFOLIO	27.350	30,623	$0.30	333
Real Asset Securities					
Real Asset Strategy					
9,831.566	ALLIANCEBERNSTEIN BD FD REAL ASSET STRATEGY CL 1	10.810	106,279	$0.17	1,691
Dynamic Asset Allocation Overlay					
29,134.597	OVERLAY A PORTFOLIO CLASS 1	12.490	363,891	$0.17	4,924
9,622.359	OVERLAY B PORTFOLIO CLASS 1	10.420	100,265	$0.30	2,906
	Total Dynamic Asset Allocation Overlay		**464,156**	**1.69%**	**7,830**
	Total Portfolio Value		**1,540,974**	**1.89%**	**29,075**

Asset Allocation Summary
December 31, 2013



Asset Allocation Summary Details

Asset Class	Asset Class Description		Market Value	Percentage
LG	Large Cap U S Growth Equity		178,646	5 21%
LBL	Large Cap U.S. Blend Equity		623,731	18 19%
LV	Large Cap U S. Value Equity		444,620	12 96%
MG	Mid Cap U.S Growth Equity		72,200	2.11%
SG	Small Cap U.S Growth Equity		245,844	7 17%
SEM	Small Cap Foreign / Emerging Market Equity		113,953	3 32%
ILB	Intermediate/Long-Term High-Quality U.S Bond		110,983	3 24%
SIB	Short/Intermediate-Term High-Quality U.S Bond		106,634	3 11%
HYB	Intermediate/Long-Term High-Yield Bond		81,120	2.37%
ITM	Intermediate-Term Municipal Bond		376,059	10.96%
LS	Long/Short Fund		183,360	5 35%
UNCL	Unclassified		299,420	8.73%
CASH	Cash and Equivalents		239,534	6 98%
OTH	Other		353,649	10 31%
Total		**$**	**3,429,753**	**100.00%**

HERB M. CITRIN CHARITABLE FOUN A NON-PROFIT ORGANIZATION 6723-7189
Investment Objective: Growth with Income

160005 081809

Important Disclosure Information

This report has been prepared from data believed to be reliable but no representation is made as to accuracy or completeness Securities prices may vary from actual liquidation value Prices shown should only be used as a general guide to portfolio value We urge you to compare the account information (e.g., market values, transactions, inflows, outflows and advisory fees) in this report with the information provided in the account statements you receive from LPL Financial or any other custodian of the assets that are part of your account.

This report details performance of your advisory account with LPL Financial. For further information regarding the types of accounts available at LPL Financial and the differences between brokerage and advisory accounts please visit lpl.com and click on Disclosure and then Working With an LPL Financial Advisor Our goal is to ensure that you feel fully informed about the account options available to you

Returns are expressed as a percentage, are calculated on a time-weighted basis and are presented net of the advisory fee and transaction charges The deduction of other fees and charges is not reflected in the performance figures

The LPL Financial benchmark, which may be displayed, is calculated using a weighted average of the indices, in the percentages specified, as noted in the chart below The LPL Financial benchmark represents the benchmark for the current investment objective for the account Please keep in mind that the investment objective for the account may have changed over time.

Index	LPL Financial Income with Capital Preservation Benchmark	LPL Financial Income with Moderate Growth Benchmark	LPL Financial Growth with Income Benchmark	LPL Financial Growth Benchmark	LPL Financial Aggressive Growth Benchmark
3-Month Treasury Bill Yield	10 %	7 %	5 %	5 %	5 %
Barclays Capital Aggregate Bond Index	70 %	53 %	35 %	15 %	0 %
Russell 3000 Index	20 %	40 %	60 %	80 %	95 %

Clients should consider the following points when comparing account performance to either the LPL Financial benchmark or other indices that may be displayed The LPL Financial benchmark is calculated using the month-end value of the index for each day of the month, rather than the actual daily value of the index The Consumer Price Index is reported on a one-month lag. In addition, several of the other indices, which may be displayed, only publish performance figures monthly As the account performance is displayed for the actual number of days the account was opened, the client should consider this disparity for the initial period when comparing account performance to the indices and benchmark returns

Indices and benchmarks are unmanaged and cannot be invested into directly. If you need additional information regarding the indices that may be displayed, please contact your financial advisor.
Report calculations and figures should not be relied upon for tax purposes. For tax advice, please contact your tax advisor
LPL Financial - A Registered Investment Advisor
75 State Street, 24th Floor, Boston, MA 02109-1827
9785 Towne Centre Drive, San Diego, CA 92121

Portfolio Appraisal
December 31, 2013

Date	Quantity	Portfolio Holding	Asset Class	Market Value ($) Unit	Market Value ($) Total	Assets
Corporate Bonds - *Continued*						
04-29-09	25,000	DuPont E I De Nemours Co Senior Note4 750% Due 03-15-15	UNCL	104 87	26,219	0 8
01-28-11	25,000	Lorillard Tobacco Company Gtd Senior6 875% Due 05-01-20	ILB	115 41	28,852	0 8
05-06-09	25,000	Metlife Inc Notes5.500% Due 06-15-14	SIB	102.22	25,555	0 7
04-30-09	25,000	Oracle Corp Note5 250% Due 01-15-16	SIB	109 16	27,290	0.8
					245,512	**7.2 %**
Municipal Bonds						
12-06-11	25,000	Bexar Cnty TX Rev Rfdg Venue Pj Ser B6 360% Due 08-15-23	UNCL	110 48	27,620	0 8
01-24-12	50,000	Bloomfield Twp NJ Genl Impt Ser B BE4 000% Due 01-15-23	ITM	96 39	48,196	1 4
10-14-11	25,000	Carlsbad CA Uni Sch Dist Elec 2006 Sr D5 234% Due 08-01-26	ITM	103 48	25,870	0.8
09-05-12	50,000	Cleveland OH Income Tax Rev Sub Lien B6 060% Due 10-01-26	ITM	106.48	53,242	1 6
09-07-11	25,000	Dutchess Cnty NY Loc Dev Corp Rev Rfdg6.521% Due 07-01-18	STM	109.02	27,254	0 8
12-06-11	30,000	Florida St Brd Governors Univ Cent FL B5 550% Due 07-01-24	UNCL	102.70	30,811	0 9
01-05-12	50,000	Georgia Mun Elec Auth Pwr Rev Ser A3 770% Due 01-01-19	ITM	101 69	50,843	1 5
08-31-11	25,000	Illinois St Pension Txbl4 950% Due 06-01-23	ITM	99 38	24,846	0 7
10-14-11	25,000	Indiana Univ Ctf Partn Ser B Bld Amer5 350% Due 12-01-25	UNCL	106.56	26,640	0 8
12-06-11	25,000	Mesa St Cllg CO Aux Facs Entrprse Ser B5 581% Due 05-15-25	UNCL	107 90	26,974	0.8
12-06-11	25,000	Minnesota Pub Facs Auth St Rvlvng Ser B4 625% Due 03-01-24	ITM	104 31	26,077	0 8
12-14-11	25,000	New York NY City Tran Rv Fin Auth Futur5 808% Due 08-01-30	LTM	105 46	26,365	0 8
10-14-11	25,000	New York NY Sub Ser C1 Build Amer Bds5 047% Due 10-01-24	UNCL	106.40	26,599	0 8
12-12-11	25,000	New York NY Subser G 1 Build Amer Bond5.798% Due 03-01-28	LTM	109 38	27,346	0.8
11-22-11	50,000	North Carolina Mun Pwr Agy 1 Catawba B5 482% Due 01-01-21	UNCL	107 73	53,863	1 6

Interest, Dividends and Expenses
From October 1, 2013 Through December 31, 2013

Exch Traded Funds

Date	Security	Amount
10-07-13	iShares SP US Pfd Stock Index Fd	334
10-09-13	Spdr Ser Tr Lehman High Yield Bnd	404
10-31-13	Powershares Global Emerging Mrkts Sover	232
10-31-13	Powershares QQQ Tr Ser 1	321
10-31-13	Standard Poors Depository Receipts Sr 1	2,275
11-07-13	iShares SP US Pfd Stock Index Fd	340
11-12-13	Spdr Ser Tr Lehman High Yield Bnd	395
11-29-13	Powershares Global Emerging Mrkts Sover	253
12-06-13	iShares SP US Pfd Stock Index Fd	526
12-10-13	Spdr Ser Tr Lehman High Yield Bnd	403
12-27-13	Vanguard Index Total Stock Market Etf	630
12-27-13	Vanguard Special Div Appreciation ETF	1,443
12-30-13	iShares Dow Jones Select Div Index Fd	1,044
12-31-13	Powershares Global Emerging Mrkts Sover	257
12-31-13	Spdr Ser Tr S and P 500 Growth ETF	259
12-31-13	Powershares QQQ Tr Ser 1	368
12-31-13	Vanguard Index Mid Cap Growth Viper Shs	433
12-31-13	Vanguard Index Reit Etf	806
12-31-13	Spdr Ser Tr SP Dividend Etf	847
		11,570

Mutual Funds

Date	Security	Amount
11-27-13	Baron Invt Funds Trust Small Cap Fund I	8,637
12-09-13	Oppenheimer Developing Markets Fds Cl Y	1,030
12-18-13	BlackRock Intl Opportunities Port Instl	286
12-18-13	Harbor Small Cap Value Fd Instl	4,605
12-30-13	Wasatch Fds Income First Source Long	3,898
		18,456

Corporate Bonds

Date	Security	Amount
10-01-13	Bhp Billiton Finance Usa Lmtd Gtd Sen 5 500% Due 04-01-14	687
10-15-13	Conocophillips Canada Funding Co I Note 5 630% Due 10-15-16	703
10-15-13	Pacific Bell Debenture 6.630% Due 10-15-34	1,656
10-30-13	BBT Corp Medium Term Note Be 5 700% Due 04-30-14	855
11-01-13	Lorillard Tobacco Company Gtd Senior 6 875% Due 05-01-20	859
12-16-13	Metlife Inc Notes 5 500% Due 06-15-14	687
		5,447

Municipal Bonds

Date	Security	Amount
10-01-13	New York NY Sub Ser C1 Build Amer Bds 5 047% Due 10-01-24	631
10-01-13	Western IL Univ Rev Build Amer Bds Agm 5 150% Due 04-01-20	644
10-01-13	Cleveland OH Income Tax Rev Sub Lien B 6.060% Due 10-01-26	1,515
11-15-13	Mesa St Cllg CO Aux Facs Entrprse Ser B 5 581% Due 05-15-25	698
11-15-13	Triborough Brdg Tunl Auth NY Rv Txbl A2 4.750% Due 11-15-24	1,187
12-02-13	Illinois St Pension Txbl 4 950% Due 06-01-23	619
12-02-13	Indiana Univ Ctf Partn Ser B Bld Amer 5 350% Due 12-01-25	669

Performance History
December 31, 2013

Inception Date: September 22, 2008

	Last 3 Months	Year To Date	Last 12 Months	Last 3 Years	Last 5 Years	Inception To Date	Annualized Inception To Date
Your Account	4.64%	13.14%	13 14%	22.74%	38.92%	39.51%	6 52%

/B

SANFORD C. BERNSTEIN & CO., LLC

A subsidiary of AllianceBernstein LP

www.bernstein.com

Account No.	Period Ending	Last Statement
028-00900	12/31/2013	11/29/2013

HERBERT M. CITRIN CHARITABLE
FOUNDATION INC.
ONE PENN PLAZA, NO 4401
NEW YORK NY 10119-4490

Bernstein Advisor:	Paul Wilson	(212) 407-5833
Advisor Associate(s):	Noah Simon	(212) 756-4073
	Anggie Pena Diaz	(212) 407-5939
	Kelly Savala	(212) 756-4120
Fax Number:		(212) 407-5850

MEMBER, NEW YORK STOCK EXCHANGE, INC. SIPC

ACCOUNT SUMMARY

	Opening Balance	%	Closing Balance	%
Multi-Manager Alternative Fund	255,965	100.0	259,164	100.0
Total Account Value	**255,965**	**100.0**	**259,164***	**100.0**

INCOME SUMMARY

	Current Month	Year To Date
Total Income	**0**	**0**

PORTFOLIO SUMMARY

Quantity	Description	Price	Market Value	Estimated Annual Income Rate	Estimated Annual Income Amount
Alternative Investments					
22,854.010	ALLIANCEBERNSTEIN MULTI-MANAGER ALTERNATIVE FUND	11.340	259,164*	–	–

* Market values for the AB Multi-Manager Alternative Fund are calculated as of the last business day of the month and are as of November 29, 2013. Estimated values updated through the end of December can be viewed on bernstein.com on approximately the 10th day of the month or obtained by contacting your Bernstein Advisor. Market values may not reflect subscriptions, withdrawals, and transfers until the sixth week following the transaction Please refer to your funding confirmation notice and the prospectus for additional details related to the monthly pricing of the fund.

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return: HERBERT M CITRIN CHARITABLE FOUNDATION INC

Your Social Security Number: 26-0095080

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Statement #103

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Investment Fees - LPL	22,396	22,396	0	0
Investment Fees - Bernstein	10,896	10,896	0	0
U.S. Treasury - excise tax	5,000	5,000	0	0
Foreign Taxes - LPL	129	129	0	0
Foreign Taxes - Bernstein	338	338	0	0
Totals	38,759	38,759	0	0

PG 01

Form 990PF, Part I, Line 16(a) - Legal Fees Schedule

Statement #107

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Goetz Fitzpatrick LLP	459	459	0	0
Totals	459	459	0	0

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return: HERBERT M CITRIN CHARITABLE FOUNDATION INC

Your Social Security Number: 26-0095080

Form 990-PF, Part IV, Capital Gains And Losses Information (Overflow)

Statement #134

Description	P-Purchase D-Donation	Date Acquired	Date Sold	Sales Price	Depreciation	Cost or other basis	Gain or Loss	Gains Minus Excess or Losses
See attached Bernstein 71556	P	VARIOUS	VARIOUS	205,380		186,479	18,901	18,901
See attached Bernstein 71556	P	VARIOUS	VARIOUS	155,228		134,881	20,347	20,347
See attached Bernstein 71556	D	VARIOUS	VARIOUS	5,121			5,121	5,121
See attached LPL	P	VARIOUS	VARIOUS	658		617	41	41
See attached LPL	P	VARIOUS	VARIOUS	107,943		72,739	35,204	35,204
See attached LPL	P	VARIOUS	VARIOUS	235,539		225,587	9,952	9,952
Total				709,869		620,303	89,566	89,566

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
10/24/2012	01/07/2013	35	NV ENERGY INC	18.57	18.73	650.09	655.53	-5.44
10/24/2012	01/09/2013	10	SHERWIN-WILLIAMS CO/THE	162.23	150.70	1,622.29	1,506.96	115.33
10/25/2012	01/10/2013	45	ALTRIA GROUP INC	32.62	32.10	1,467.90	1,444.51	23.39
10/24/2012	01/10/2013	7	INTL BUSINESS MACHINES CORP	192.00	191.19	1,343.98	1,338.36	5.62
10/25/2012	01/10/2013	5	LIBERTY MEDIA CORP - LIBER-A	121.33	110.99	606.63	554.97	51.66
11/08/2012	01/10/2013	9	***PARTNERRE LTD	83.14	80.58	748.22	725.25	22.97
10/24/2012	01/10/2013	14	UNITED TECHNOLOGIES CORP	84.61	77.94	1,184.58	1,091.16	93.42
10/25/2012	01/16/2013	14	STARZ - A	15.73	12.71	220.17	177.91	42.26
11/06/2012	01/23/2013	45	DELTA AIR LINES INC	13.88	9.93	624.64	446.82	177.82
10/24/2012	01/23/2013	20	UNITEDHEALTH GROUP INC	55.73	55.94	1,114.52	1,118.73	-4.21
10/24/2012	01/24/2013	5	CITRIX SYSTEMS INC	69.33	63.98	346.65	319.92	26.73
10/24/2012	01/24/2013	10	CITRIX SYSTEMS INC	69.33	63.98	693.29	639.84	53.45
10/24/2012	01/29/2013	100	NV ENERGY INC	18.82	18.73	1,881.50	1,872.93	8.57
10/25/2012	01/29/2013	35	NV ENERGY INC	18.82	18.78	658.53	657.16	1.37
10/24/2012	01/30/2013	50	OVERLAY A PORTFOLIO	10.95	10.21	550.33	513.13	37.20
		.258	CLASS 1					
10/24/2012	01/30/2013	66	BERNSTEIN INTERMEDIATE	13.95	14.23	924.93	943.49	-18.56
		.303	DURATION PORTFOLIO					
10/24/2012	01/31/2013	30	TIBCO SOFTWARE INC	23.52	26.31	705.69	789.24	-83.55
10/24/2012	02/04/2013	13	MCKESSON CORP	102.72	90.02	1,335.34	1,170.22	165.12
10/24/2012	02/05/2013	55	BB&T CORP	31.00	28.94	1,705.20	1,591.61	113.59
10/25/2012	02/05/2013	20	BB&T CORP	31.00	28.93	620.07	578.54	41.53
10/24/2012	02/06/2013	10	AT&T INC	35.37	34.87	353.67	348.66	5.01
10/24/2012	02/06/2013	10	EXXON MOBIL CORP	89.67	90.26	896.65	902.64	-5.99
10/24/2012	02/06/2013	11	PROCTER & GAMBLE CO	75.45	68.24	830.00	750.63	79.37
10/24/2012	02/07/2013	66	***ASTRAZENECA PLC-SPONS ADR	47.45	46.35	3,131.78	3,059.09	72.69
10/25/2012	02/07/2013	29	***ASTRAZENECA PLC-SPONS ADR	47.45	46.64	1,376.09	1,352.43	23.66
10/24/2012	02/07/2013	2	CHIPOTLE MEXICAN GRILL-CL A	316.24	239.13	632.48	478.25	154.23
10/24/2012	02/08/2013	15	UNITEDHEALTH GROUP INC	57.81	55.94	867.19	839.05	28.14
12/26/2012	02/11/2013	45	MARSH & MCLENNAN COS INC	36.36	34.66	1,636.17	1,559.70	76.47
01/08/2013	02/11/2013	20	MARSH & MCLENNAN COS INC	36.36	35.00	727.19	699.93	27.26
10/25/2012	02/12/2013	6	***ASTRAZENECA PLC-SPONS ADR	47.23	46.63	283.40	279.81	3.59
10/24/2012	02/15/2013	95	***BP PLC-SPONS ADR	41.97	41.94	3,986.82	3,984.08	2.74
10/25/2012	02/15/2013	25	***BP PLC-SPONS ADR	41.97	41.71	1,049.17	1,042.63	6.54
11/06/2012	02/15/2013	20	***BP PLC-SPONS ADR	41.97	42.70	839.33	854.05	-14.72
10/24/2012	02/19/2013	60	MGM RESORTS INTERNATIONAL	12.80	10.66	768.28	639.73	128.55
10/24/2012	02/19/2013	100	MGM RESORTS INTERNATIONAL	12.80	10.66	1,280.46	1,066.22	214.24
12/04/2012	02/19/2013	10	ULTA SALON COSMETICS & FRAGRAN	85.29	100.55	852.88	1,005.50	-152.62
11/08/2012	02/27/2013	30	DIRECTV	48.61	49.60	1,458.23	1,488.01	-29.78
03/15/2012	02/28/2013	2	***EATON CORP PLC	62.13	50.52	124.27	101.04	23.23
10/24/2012	03/01/2013	5	INTERCONTINENTALEXCHANGE INC	153.80	130.65	769.02	653.24	115.78
11/08/2012	03/06/2013	4	LINKEDIN CORP - A	174.36	99.60	697.43	398.40	299.03
10/24/2012	03/07/2013	15	COACH INC	48.65	57.39	729.82	860.84	-131.02
10/25/2012	03/07/2013	10	COACH INC	48.65	57.17	486.55	571.68	-85.13
11/06/2012	03/07/2013	10	COACH INC	48.65	57.51	486.54	575.14	-88.60
05/24/2012	03/07/2013	6	LORILLARD INC	38.11	42.55	228.66	255.33	-26.67

HERBERT M. CITRIN CHARITABLE FOUNDATION INC. (Account: 888-71556) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/24/2012	03/07/2013	7	LORILLARD INC	38.11	37.56	266.77	262.89	3.88
10/24/2012	03/14/2013	10	F5 NETWORKS INC	91.58	94.53	915.82	945.34	-29.52
10/24/2012	03/14/2013	40	MGM RESORTS INTERNATIONAL	13.28	10.66	531.30	426.49	104.81
11/07/2012	03/14/2013	100	MGM RESORTS INTERNATIONAL	13.28	10.11	1,328.24	1,011.07	317.17
10/24/2012	03/19/2013	7	MCKESSON CORP	105.82	90.02	740.72	630.12	110.60
11/07/2012	03/19/2013	10	MCKESSON CORP	105.82	94.16	1,058.17	941.60	116.57
10/24/2012	03/21/2013	8	AMGEN INC	94.02	88.29	752.15	706.34	45.81
11/08/2012	03/21/2013	7	AMGEN INC	94.02	84.84	658.13	593.88	64.25
10/24/2012	03/21/2013	10	BECTON DICKINSON & CO	92.00	75.58	920.05	755.84	164.21
11/08/2012	03/21/2013	10	DIAMOND OFFSHORE DRILLING	68.37	65.90	683.66	659.01	24.65
10/24/2012	03/21/2013	8	SHERWIN-WILLIAMS CO/THE	169.31	150.70	1,354.48	1,205.57	148.91
10/25/2012	03/21/2013	2	SHERWIN-WILLIAMS CO/THE	169.31	142.81	338.62	285.62	53.00
10/24/2012	03/22/2013	5	TYSON FOODS INC-CL A	24.04	16.30	120.21	81.50	38.71
10/24/2012	03/22/2013	40	TYSON FOODS INC-CL A	24.04	16.30	961.64	652.04	309.60
10/24/2012	03/25/2013	25	HARRIS CORP	44.32	46.64	1,107.91	1,166.04	-58.13
12/04/2012	03/26/2013	1	ULTA SALON COSMETICS & FRAGRAN	78.00	100.55	78.00	100.55	-22.55
12/13/2012	03/26/2013	12	ULTA SALON COSMETICS & FRAGRAN	78.00	94.57	936.02	1,134.89	-198.87
10/24/2012	03/28/2013	50	LORILLARD INC	40.46	37.56	2,022.75	1,877.80	144.95
10/25/2012	03/28/2013	15	LORILLARD INC	40.46	38.09	606.83	571.42	35.41
12/21/2012	04/01/2013	11	PETSMART	61.79	69.42	679.74	763.57	-83.83
10/25/2012	04/04/2013	15	IDEXX LABS CORP	88.81	96.21	1,332.21	1,443.19	-110.98
10/26/2012	04/05/2013	75	MICRON TECHNOLOGY INC	9.35	5.65	701.25	423.54	277.71
05/17/2012	04/05/2013	25	WELLS FARGO & COMPANY	36.75	31.77	918.68	794.24	124.44
06/20/2012	04/05/2013	10	WELLS FARGO & COMPANY	36.75	32.63	367.47	326.28	41.19
10/24/2012	04/11/2013	15	EXXON MOBIL CORP	88.69	90.26	1,330.29	1,353.96	-23 67
05/30/2012	04/12/2013	16	CISCO SYSTEMS INC	21.44	16.41	343.02	262.56	80.46
10/25/2012	04/23/2013	11	IDEXX LABS CORP	86.90	96.21	955.94	1,058.34	-102.40
10/24/2012	04/23/2013	40	TIBCO SOFTWARE INC	18.90	26.31	756.00	1,052.31	-296.31
10/25/2012	04/23/2013	20	TIBCO SOFTWARE INC	18.90	25.74	378.00	514.74	-136.74
11/06/2012	04/25/2013	15	INTUIT INC	56.05	61.81	840.75	927.17	-86.42
02/07/2013	04/25/2013	20	INTUIT INC	56.05	62.48	1,121.00	1,249.69	-128.69
10/24/2012	04/25/2013	19	OVERLAY A PORTFOLIO	11.38	10.21	223.17	200.23	22.94
		.611	CLASS 1					
10/24/2012	04/25/2013	32	BERNSTEIN INTERMEDIATE	14.09	14.23	456.69	461.22	-4.53
		.412	DURATION PORTFOLIO					
10/24/2012	05/01/2013	20	***EATON CORP PLC	59.55	45.43	1,191.06	908.68	282.38
10/24/2012	05/01/2013	13	UNITEDHEALTH GROUP INC	59.48	55.94	773.24	727.17	46.07
10/25/2012	05/03/2013	90	ALTRIA GROUP INC	36.57	32.10	3,291.53	2,889.03	402.50
10/24/2012	05/03/2013	50	APPLIED MATERIALS INC	14.89	10.76	744.60	537.82	206.78
01/25/2013	05/03/2013	9	CST BRANDS INC	29.73	29.17	267.54	262.57	4.97
02/14/2013	05/03/2013	2	CST BRANDS INC	29.73	40.84	59.45	81.69	-22.24
10/24/2012	05/14/2013	35	TYSON FOODS INC-CL A	25.08	16.30	877.64	570.54	307.10
10/24/2012	05/14/2013	7	UNITEDHEALTH GROUP INC	61.87	55.94	433.10	391.56	41 54
10/25/2012	05/14/2013	15	UNITEDHEALTH GROUP INC	61.87	56.44	928.07	846.66	81.41
10/24/2012	05/15/2013	60	US BANCORP	34.23	33.29	2,053.78	1,997.58	56.20
10/25/2012	05/15/2013	15	US BANCORP	34.23	33.45	513.44	501.78	11.66
02/07/2013	05/15/2013	50	US BANCORP	34.23	33.49	1,711.48	1,674.34	37.14
01/11/2013	05/17/2013	5	GOLDMAN SACHS GROUP INC	157.84	136.67	789.21	683.35	105.86
10/24/2012	05/17/2013	20	MERCK & CO. INC.	45.53	46.06	910.54	921.19	-10.65

HERBERT M. CITRIN CHARITABLE FOUNDATION INC. (Account: 888-71556) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/24/2012	05/17/2013	20	MEDTRONIC INC	49.55	41.80	990.95	835.91	155.04
11/12/2012	05/17/2013	20	MICROSOFT CORP	34.35	28.42	686.97	568.34	118.63
10/24/2012	05/17/2013	10	PRECISION CASTPARTS CORP	212.02	163.31	2,120.15	1,633.08	487.07
01/03/2013	05/17/2013	15	JM SMUCKER CO/THE	102.29	89.13	1,534.39	1,336.89	197.50
10/24/2012	05/20/2013	50	KROGER CO	34.78	25.04	1,739.11	1,252.19	486.92
10/24/2012	05/20/2013	5	TYSON FOODS INC-CL A	24.90	16.30	124.52	81.50	43.02
10/25/2012	05/20/2013	30	TYSON FOODS INC-CL A	24.90	16.48	747.13	494.51	252.62
10/26/2012	05/29/2013	175	MICRON TECHNOLOGY INC	11.82	5.65	2,067.92	988.26	1,079.66
10/24/2012	05/30/2013	10	NATIONAL - OILWELL INC	71.17	77.31	711.69	773.11	-61.42
10/24/2012	06/05/2013	5	F5 NETWORKS INC	76.94	94.53	384.69	472.67	-87.98
10/26/2012	06/05/2013	4	F5 NETWORKS INC	76.94	82.15	307.75	328.60	-20.85
10/25/2012	06/06/2013	30	ALTRIA GROUP INC	35.65	32.10	1,069.43	963.01	106.42
10/24/2012	06/06/2013	35	KROGER CO	33.04	25.04	1,156.26	876.53	279.73
10/25/2012	06/10/2013	4	IDEXX LABS CORP	84.20	96.21	336.81	384.85	-48.04
11/13/2012	06/10/2013	10	IDEXX LABS CORP	84.20	89.97	842.03	899.71	-57.68
10/26/2012	06/13/2013	2	F5 NETWORKS INC	74.73	82.15	149.47	164.30	-14.83
02/01/2013	06/13/2013	14	F5 NETWORKS INC	74.73	105.65	1,046.26	1,479.09	-432.83
03/22/2013	06/20/2013	85	SAFEWAY INC	23.21	25.71	1,972.58	2,185.38	-212.80
10/24/2012	07/05/2013	21	HARLEY DAVIDSON INC	55.22	46.40	1,159.62	974.30	185.32
12/26/2012	07/11/2013	17	FISERV INC	91.03	79.15	1,547.57	1,345.52	202.05
01/09/2013	07/11/2013	18	FISERV INC	91.03	82.60	1,638.61	1,486.81	151 80
05/17/2013	07/11/2013	15	FISERV INC	91.03	89.86	1,365.50	1,347.94	17.56
03/19/2013	07/15/2013	15	ILLINOIS TOOL WORKS	71.90	61.97	1,078.43	929.59	148.84
10/24/2012	07/16/2013	15	EXXON MOBIL CORP	93.07	90.26	1,396.02	1,353.95	42.07
10/25/2012	07/16/2013	10	EXXON MOBIL CORP	93.07	90.12	930.68	901.20	29.48
11/06/2012	07/16/2013	10	EXXON MOBIL CORP	93.07	91.23	930.69	912.28	18.41
03/11/2013	07/16/2013	5	EXXON MOBIL CORP	93.07	89.16	465.34	445.81	19.53
10/24/2012	07/16/2013	105	GENERAL ELECTRIC CO	23.48	21.32	2,465.62	2,238.33	227.29
10/25/2012	07/16/2013	30	GENERAL ELECTRIC CO	23.48	21.17	704.46	635.10	69.36
10/24/2012	07/19/2013	15	CITRIX SYSTEMS INC	64.99	63.98	974.90	959.77	15.13
10/24/2012	07/19/2013	6	TIME WARNER CABLE	116.68	98.99	700.10	593.92	106.18
11/07/2012	07/23/2013	13	VERTEX PHARMACEUTICALS INC	87.27	45.76	1,134.48	594.89	539.59
10/24/2012	07/25/2013	5	EOG RESOURCES INC	145.42	111.25	727.08	556.24	170.84
11/06/2012	07/25/2013	1	EOG RESOURCES INC	145.42	122.05	145.41	122.05	23.36
10/24/2012	07/25/2013	9	HARLEY DAVIDSON INC	56.49	46.39	508.45	417.55	90.90
10/25/2012	07/25/2013	15	HARLEY DAVIDSON INC	56.49	46.59	847.42	698.78	148.64
10/24/2012	07/25/2013	10	NATIONAL - OILWELL INC	71.20	77.31	711.97	773.11	-61.14
10/24/2012	07/26/2013	10	NATIONAL - OILWELL INC	71.43	77.31	714.29	773.10	-58.81
10/25/2012	07/26/2013	10	NATIONAL - OILWELL INC	71.43	73.76	714.28	737.57	-23.29
02/27/2013	07/26/2013	6	STERICYCLE INC	116.07	96.06	696.44	576 39	120.05
10/24/2012	07/26/2013	21.138	OVERLAY A PORTFOLIO CLASS 1	11.74	10.21	248.16	215.82	32.34
10/24/2012	07/26/2013	33.514	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.51	14.23	452.78	476.90	-24.12
10/24/2012	08/08/2013	135	APPLIED MATERIALS INC	15.70	10.76	2,119.01	1,452.11	666.90
11/07/2012	08/08/2013	90	APPLIED MATERIALS INC	15.70	10.96	1,412.68	986.45	426.23
11/08/2012	08/13/2013	25	DIAMOND OFFSHORE DRILLING	67.70	65.90	1,692.47	1,647.51	44.96
11/14/2012	08/13/2013	25	DIAMOND OFFSHORE DRILLING	67.70	63.54	1,692.47	1,588.51	103.96
10/24/2012	08/15/2013	15	TIME WARNER CABLE	111.42	98.99	1,671.33	1,484.79	186.54

Capital Gains Report

HERBERT M. CITRIN CHARITABLE FOUNDATION INC. (Account: 888-71556) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/24/2012	08/23/2013	5	CHEVRON CORP	118.97	110.31	594.83	551.57	43.26
12/21/2012	08/23/2013	5	***EVEREST RE GROUP LTD	138.71	108.04	693.53	540.18	153.35
02/15/2013	08/23/2013	10	MONSANTO CO	96.18	102.96	961.78	1,029.56	-67.78
10/24/2012	09/06/2013	10	BIOGEN IDEC INC	226.96	143.61	2,269.64	1,436.11	833.53
10/24/2012	09/10/2013	15	WALT DISNEY CO/THE	62.59	50.99	938.85	764.84	174.01
03/11/2013	09/12/2013	45	EXXON MOBIL CORP	88.12	89.16	3,965.51	4,012.32	-46.81
02/06/2013	09/16/2013	45	GAMESTOP CORP-CLASS A	52.85	25.02	2,378.06	1,125.98	1,252.08
10/24/2012	09/17/2013	3	PRECISION CASTPARTS CORP	235.82	163.31	707.47	489.92	217.55
02/15/2013	09/20/2013	15	MONSANTO CO	106.16	102.96	1,592.43	1,544.34	48.09
02/27/2013	09/24/2013	19	STERICYCLE INC	114.35	96.07	2,172.66	1,825.25	347.41
11/16/2012	09/25/2013	80	DISCOVER FINANCIAL SERVICES	50.90	39.03	4,072.14	3,122.55	949.59
11/06/2012	10/04/2013	4	EOG RESOURCES INC	173.35	122.05	693.40	488.19	205.21
01/31/2013	10/04/2013	5	EOG RESOURCES INC	173.35	125.73	866.75	628.63	238.12
10/24/2012	10/08/2013	3	PRECISION CASTPARTS CORP	233.80	163.31	701.40	489.92	211.48
07/25/2013	10/11/2013	60	ABERCROMBIE & FITCH CO-CL A	33.77	49.33	2,025.91	2,959.61	-933.70
11/06/2012	10/14/2013	45	DELTA AIR LINES INC	23.97	9.93	1,078.69	446.82	631.87
11/06/2012	10/14/2013	60	DELTA AIR LINES INC	23.97	9.93	1,438.25	595.76	842.49
10/24/2012	10/16/2013	40	MACY'S INC	43.08	39.14	1,723.21	1,565.41	157.80
05/02/2013	10/18/2013	15	BOEING CO/THE	121.96	92.03	1,829.34	1,380.47	448.87
10/24/2012	10/21/2013	45	KINDER MORGAN INC	35.40	34.54	1,592.92	1,554.36	38.56
10/25/2012	10/21/2013	10	KINDER MORGAN INC	35.40	34.85	353.98	348.51	5.47
07/29/2013	10/22/2013	115	EMC CORP/MASS	24.21	26.21	2,784.67	3,013.90	-229.23
08/26/2013	10/22/2013	85	EMC CORP/MASS	24.21	26.37	2,058.23	2,241.30	-183.07
03/28/2013	10/23/2013	70	CAMPBELL SOUP CO	42.71	45.13	2,989.88	3,159.25	-169.37
10/24/2012	10/23/2013	75	FIDELITY NATIONAL FINANCIAL IN	26.45	22.42	1,983.85	1,681.80	302.05
10/25/2012	10/23/2013	25	FIDELITY NATIONAL FINANCIAL IN	26.45	22.02	661.28	550.50	110.78
10/24/2012	10/23/2013	9	MCDONALD'S CORP	94.21	87.49	847.88	787.42	60.46
12/21/2012	10/24/2013	8	PETSMART	72.67	69.41	581.38	555.32	26.06
02/28/2013	10/24/2013	16	PETSMART	72.67	64.55	1,162.76	1,032.75	130.01
11/02/2012	11/01/2013	20	CIT GROUP INC	48.02	38.33	960.31	766.53	193.78
11/14/2012	11/07/2013	2	AMAZON.COM INC	345.19	224.39	690.38	448.79	241.59
12/05/2012	11/07/2013	4	AFFILIATED MANAGERS GROUP INC	196.23	127.98	784.92	511 93	272.99
04/24/2013	11/07/2013	15	AMERICAN INTERNATIONAL GROUP	47.53	41.46	712.95	621.92	91.03
05/01/2013	11/07/2013	15	ALLERGAN INC	88.91	99.54	1,333.66	1,493.12	-159.46
12/12/2012	11/07/2013	75	BANK OF AMERICA CORP	13.90	10.62	1,042.31	796.14	246.17
05/02/2013	11/07/2013	5	BOEING CO/THE	132.19	92.03	660.96	460.16	200.80
04/03/2013	11/07/2013	15	CAPITAL ONE FINANCIAL CORP	69.33	54.18	1,039.89	812.63	227.26
12/21/2012	11/07/2013	6	***EVEREST RE GROUP LTD	154.81	108.03	928.83	648.21	280.62
11/07/2012	11/07/2013	15	EBAY INC	52.43	48.00	786.42	720.00	66.42
11/14/2012	11/07/2013	50	FORD MOTOR CO	16.61	10.92	830.59	545.83	284.76
11/08/2012	11/07/2013	3	LINKEDIN CORP - A	212.75	99.60	638.24	298.80	339.44
02/15/2013	11/07/2013	7	MONSANTO CO	104.03	102.96	728.21	720.69	7.52
04/10/2013	11/07/2013	1	PRICELINE.COM INC	1033.71	718.53	1,033.71	718.53	315.18
10/23/2013	11/07/2013	18	O'REILLY AUTOMOTIVE INC	123.34	133.68	2,220.14	2,406.25	-186.11
11/29/2012	11/15/2013	15	CITRIX SYSTEMS INC	56.20	61.81	842.97	927.09	-84.12
01/11/2013	11/18/2013	19	GOLDMAN SACHS GROUP INC	166.40	136.67	3,161.61	2,596.72	564.89
01/07/2013	11/21/2013	30	KRAFT FOODS GROUP INC-W/I	52.47	45.78	1,574.13	1,373.30	200.83
04/19/2013	12/03/2013	2	INTUITIVE SURGICAL INC	372.84	473.61	745.67	947.23	-201.56
04/26/2013	12/03/2013	2	INTUITIVE SURGICAL INC	372.84	486.57	745.67	973.14	-227.47

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/19/2013	12/03/2013	4	INTUITIVE SURGICAL INC	372.84	378.12	1,491.35	1,512.48	-21.13
03/18/2013	12/20/2013	4	WW GRAINGER INC	248.42	224.00	993.66	896.00	97.66
01/03/2013	12/23/2013	9	JM SMUCKER CO/THE	101.70	89.13	915.29	802.14	113.15
01/09/2013	12/23/2013	11	JM SMUCKER CO/THE	101.70	89.70	1,118.69	986.67	132.02
02/08/2013	12/23/2013	10	JM SMUCKER CO/THE	101.70	89.24	1,017.00	892.43	124.57
			SUBTOTAL FOR SHORT-TERM NON-COVERED			205,379.60	186,478.86	18,900.74
LONG-TERM NON-COVERED								
11/07/2011	01/10/2013	5	INTL BUSINESS MACHINES CORP	192.00	187.51	959.98	937.54	22.44
12/29/2010	01/24/2013	10	PFIZER INC	26.97	17.61	269.68	176.11	93.57
03/15/2011	01/24/2013	15	PFIZER INC	26.97	19.75	404.52	296.22	108 30
11/07/2011	02/06/2013	20	AT&T INC	35.37	29.41	707.33	588.12	119.21
11/07/2011	02/28/2013	8	***EATON CORP PLC	62.13	45.37	497.07	362 94	134.13
11/07/2011	03/07/2013	12	LORILLARD INC	38.11	36.78	457.32	441.38	15.94
03/31/2011	03/21/2013	16	CITIGROUP INC	45.99	44.73	735.87	715.73	20.14
05/12/2011	03/21/2013	22	CITIGROUP INC	45.99	42.00	1,011.82	923.99	87.83
05/13/2011	03/21/2013	7	CITIGROUP INC	45.99	41.89	321.94	293.22	28.72
06/01/2011	03/21/2013	10	CITIGROUP INC	45.99	40.18	459.92	401.83	58.09
11/07/2011	03/25/2013	15	HARRIS CORP	44.32	37.83	664.75	567.42	97.33
10/27/2009	04/04/2013	1	GOOGLE INC-CL A	794.05	550.38	794.05	550.38	243.67
02/10/2012	04/12/2013	14	CISCO SYSTEMS INC	21.44	19.88	300.14	278.25	21.89
11/08/2011	04/23/2013	15	STARBUCKS CORP	59.27	44.38	889.10	665.70	223.40
07/20/2010	05/01/2013	15	SCHLUMBERGER LTD	73.67	59.76	1,105.06	896.43	208.63
03/15/2011	05/03/2013	50	PFIZER INC	28.97	19.75	1,448.50	987.42	461.08
11/07/2011	05/13/2013	25	JPMORGAN CHASE & CO	49.50	33.99	1,237.50	849.74	387.76
11/07/2011	05/13/2013	15	PHILIP MORRIS INTERNATIONAL	94.13	70.38	1,411 96	1,055.65	356.31
04/05/2012	05/17/2013	10	MERCK & CO. INC.	45.53	38.78	455.27	387.76	67.51
11/07/2011	05/17/2013	15	MEDTRONIC INC	49.55	34.92	743.21	523.77	219.44
11/08/2011	06/17/2013	3	APPLE INC	433.70	402.21	1,301.10	1,206.63	94.47
11/07/2011	06/17/2013	30	GENERAL ELECTRIC CO	23.76	16.35	712.67	490.60	222.07
02/08/2012	07/19/2013	4	TIME WARNER CABLE	116.68	76.56	466.74	306.26	160.48
03/15/2012	07/19/2013	3	TIME WARNER CABLE	116.68	79.16	350.05	237.48	112.57
03/15/2012	07/19/2013	7	TIME WARNER CABLE	116.68	79.16	816.79	554.11	262.68
11/07/2011	08/23/2013	8	CHEVRON CORP	118.97	107.50	951.72	859.97	91.75
11/07/2011	09/17/2013	10	WAL-MART STORES INC	75.20	57.67	751.98	576.68	175.30
05/11/2012	10/15/2013	15	COGNIZANT TECH SOLUTIONS-A	86.34	61.28	1,295.16	919.21	375.95
11/07/2011	10/21/2013	2	KINDER MORGAN INC	35.40	27.94	70.80	55.88	14.92
11/29/2011	10/21/2013	13	KINDER MORGAN INC	35.40	29.38	460.18	381.89	78.29
10/27/2009	10/21/2013	10	NOBLE ENERGY INC	72.79	35.56	727.92	355.59	372.33
10/24/2012	10/25/2013	19.271	OVERLAY A PORTFOLIO CLASS 1	12.32	10.21	237.42	196.76	40.66
10/24/2012	10/25/2013	31.753	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	13.59	14.23	431.52	451.85	-20.33
10/24/2012	11/01/2013	2	CHIPOTLE MEXICAN GRILL-CL A	525.54	239.13	1,051.08	478.25	572.83
10/24/2012	11/06/2013	55	WELLPOINT INC	87.60	61.97	4,818.23	3,408.61	1,409.62
10/24/2012	11/07/2013	80	AB DISCOVERY VALUE FUND CL ADV	22.37	17.24	1,800.00	1,387.22	412.78

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
		.465						
10/24/2012	11/07/2013	169	AB DISCOVERY GROWTH FND CL ADV	9.73	7.29	1,650.00	1,236.23	413.77
		.579						
11/08/2011	11/07/2013	3	APPLE INC	516.29	402.21	1,548.87	1,206.63	342.24
10/24/2012	11/07/2013	3	BIOGEN IDEC INC	234.26	143.61	702.78	430.83	271.95
10/24/2012	11/07/2013	6	BERKSHIRE HATHAWAY INC-CL B	114 52	87.31	687.11	523.89	163.22
05/11/2012	11/07/2013	15	COGNIZANT TECH SOLUTIONS-A	89.57	61.28	1,343.52	919.21	424.31
11/02/2012	11/07/2013	15	CIT GROUP INC	47.21	38.33	708.21	574.90	133.31
10/24/2012	11/07/2013	20	WALT DISNEY CO/THE	67.51	50.99	1,350.25	1,019.78	330.47
11/08/2011	11/07/2013	1	GOOGLE INC-CL A	1012.20	609.48	1,012.20	609.48	402.72
11/08/2011	11/07/2013	2	INTUITIVE SURGICAL INC	378.78	432.97	757.57	865.94	-108.37
10/24/2012	11/07/2013	5	INTERCONTINENTALEXCHANGE INC	200.84	130.65	1,004.19	653.25	350.94
03/14/2012	11/07/2013	50	HEWLETT-PACKARD CO	25.77	24.28	1,288.63	1,214.06	74.57
10/24/2012	11/07/2013	10	HOME DEPOT INC	75.92	61.60	759.23	616.01	143.22
11/07/2011	11/07/2013	20	JPMORGAN CHASE & CO	51.84	33.99	1,036.77	679.79	356.98
05/03/2011	11/07/2013	1	JOHNSON & JOHNSON	92.90	66.22	92.90	66.22	26.68
11/07/2011	11/07/2013	9	JOHNSON & JOHNSON	92.90	63.85	836.08	574 61	261 47
10/24/2012	11/07/2013	25	KROGER CO	41.71	25.04	1,042.85	626.09	416.76
10/24/2012	11/07/2013	15	***LYONDELLBASELL INDU-CL A	75.19	53.11	1,127.79	796.69	331.10
10/27/2009	11/07/2013	8	NOBLE ENERGY INC	73.02	35.56	584.13	284.47	299.66
11/24/2009	11/07/2013	2	NOBLE ENERGY INC	73.02	32.65	146.03	65.31	80.72
10/24/2012	11/07/2013	15	PHILIP MORRIS INTERNATIONAL	89.77	88.07	1,346.62	1,320.98	25.64
03/15/2011	11/07/2013	50	PFIZER INC	31.03	19.75	1,551.27	987.41	563.86
10/24/2012	11/07/2013	3	PRECISION CASTPARTS CORP	248.14	163.31	744.42	489.92	254.50
07/20/2010	11/07/2013	6	SCHLUMBERGER LTD	92.35	59.76	554.08	358.57	195.51
05/09/2012	11/07/2013	9	SCHLUMBERGER LTD	92.35	69.96	831.12	629.62	201.50
11/08/2011	11/07/2013	10	STARBUCKS CORP	79.27	44.38	792.72	443.80	348.92
10/24/2012	11/07/2013	15	TJX COMPANIES INC	60.59	42.31	908.87	634.58	274.29
11/07/2011	11/07/2013	15	TIME WARNER INC	65.63	34.81	984.42	522.12	462.30
10/24/2012	11/07/2013	5	TIME WARNER INC	65.63	44.18	328.14	220.88	107.26
11/07/2011	11/07/2013	5	UNION PACIFIC CORP	154.05	101.69	770.27	508.47	261.80
10/24/2012	11/07/2013	1,121	OVERLAY A PORTFOLIO	12.11	10.21	13,580.00	11,449.36	2,130.64
		.387	CLASS 1					
10/24/2012	11/07/2013	3,565	BERNSTEIN INTERMEDIATE	13.54	14.23	48,280.00	50,740.35	-2,460.35
		.731	DURATION PORTFOLIO					
10/24/2012	11/07/2013	1,033	BERNSTEIN INTERNATIONAL	16.14	13.35	16,680.00	13,796.65	2,883.35
		.457	PORTFOLIO					
10/24/2012	11/15/2013	5	CITRIX SYSTEMS INC	56.20	63.98	280.99	319.92	-38.93
10/25/2012	11/15/2013	10	CITRIX SYSTEMS INC	56.20	62.27	561.98	622.69	-60.71
11/01/2012	11/15/2013	10	CITRIX SYSTEMS INC	56.20	63.41	561.98	634.12	-72.14
05/30/2012	11/18/2013	50	CISCO SYSTEMS INC	21.24	16.41	1,061.84	820.49	241.35
10/25/2012	11/18/2013	5	KINDER MORGAN INC	35.65	34.85	178.25	174.26	3.99
11/01/2012	11/18/2013	20	KINDER MORGAN INC	35.65	34.59	712.98	691.88	21.10
11/12/2012	11/18/2013	5	KINDER MORGAN INC	35.65	32.57	178.24	162.86	15.38
10/27/2009	11/18/2013	15	VIACOM INC-CLASS B	79.78	28.19	1,196.77	422.82	773.95
11/14/2012	11/21/2013	2	AMAZON.COM INC	366.03	224.39	732.07	448.79	283.28
10/24/2012	11/21/2013	30	KRAFT FOODS GROUP INC-W/I	52.47	45.80	1,574.13	1,374.03	200.10
11/07/2012	11/21/2013	15	KRAFT FOODS GROUP INC-W/I	52.47	44.87	787.07	673.12	113.95
10/24/2012	11/26/2013	3	BIOGEN IDEC INC	289.87	143.61	869.60	430.83	438.77

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/08/2012	12/03/2013	4	INTUITIVE SURGICAL INC	372.84	533.59	1,491.35	2,134.36	-643.01
10/24/2012	12/03/2013	20	WELLPOINT INC	92.62	61.97	1,852.34	1,239.49	612.85
11/07/2012	12/03/2013	30	WELLPOINT INC	92.62	58.17	2,778.52	1,745.14	1,033.38
10/24/2012	12/13/2013	14	INTL BUSINESS MACHINES CORP	173.13	191.19	2,423.77	2,676.73	-252.96
05/30/2012	12/16/2013	90	CISCO SYSTEMS INC	20.40	16.41	1,836.35	1,476.89	359.46
	SUBTOTAL FOR LONG-TERM NON-COVERED					155,227.62	134,881.11	20,346.51
ZERO COST								
01/01/1950	02/12/2013	24	***ASTRAZENECA PLC-SPONS ADR	47.23	0.00	1,133.62		1,133.62
01/01/1950	04/09/2013	40	***ASTRAZENECA PLC-SPONS ADR	50.64	0.00	2,025.70		2,025.70
01/01/1950	04/25/2013	35	INTUIT INC	56.05	0.00	1,961.75		1,961.75
	SUBTOTAL FOR ZERO COST					5,121.07	0.00	5,121.07
CASH IN LIEU COVERED								
	05/10/2013		CST BRANDS INC			3.49		3.49
	SUBTOTAL FOR CASH IN LIEU COVERED					3.49	0.00	3.49
TOTAL						365,731.78	321,359.97	44,371.81

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L		44,371.81
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0.00	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	18,900.74	
SHORT TERM TOTAL		18,900.74
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0.00	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	20,346.51	
LONG TERM TOTAL		20,346.51
ZERO COST		5,121.07
CIL - COVERED		3.49

1099-B

Account Number: **6723-7189**

DETAILS - PROCEEDS FROM CHANGES IN CORPORATE CONTROL OR CAPITAL STRUCTURE

This section includes cash and stock received from mergers, redemptions (including those redeemed at maturity), tenders, liquidations, cash received in lieu of fractional shares, bankruptcies and any other transaction where a price per share is not available due to the transaction initiated by the issuer and not by you.

SECURITY DESCRIPTION (BOX 8)	CUSIP (BOX 1D)	DATE OF ACQUISITION (BOX 1B)	DATE OF SALE OR EXCHANGE (BOX 1A)	CASH OR STOCK RECEIVED IN REPORTABLE CHANGE IN CONTROL OR CAPITAL STRUCTURE (BOX 2A)	COST OR OTHER BASIS (BOX 3)	GAIN OR (LOSS)[2]	IF CHECKED, LOSS NOT ALLOWED IN BOX 2A[3] (BOX 2B)	ACTIVITY TYPE	WASH SALE LOSS DISALLOWED[4] (BOX 5)	COLLECTIBLES ALLOCATION FACTOR (CAF)[5]
LONG-TERM CAPITAL GAINS OR LOSSES - ASSETS HELD MORE THAN ONE YEAR (BOX 1C)										
NON-COVERED[1] (BOX 6A): FORM 8949 (BOX E) WITH BASIS NOT REPORTED TO THE IRS										
ALLSTATE LF 5 375 043013 QTY (BOX 1E) 25000 000	02003MBQ6	04/29/09	04/30/13	25,000 00	25,000 00	0 00		REDEMPTION	0 00	
BERKSHIRE 5 0 081513 QTY (BOX 1E) 25000 000	084664BG5	04/29/09	08/15/13	25,000 00	25,000 00	0 00		REDEMPTION	0 00	
CAT MTN 6 2 093013 QTY (BOX 1E) 25000 000	14912L4C2	04/29/09	09/30/13	25,000 00	25,000 00	0 00		REDEMPTION	0 00	
CSFB MTN 5 5 081513 QTY (BOX 1E) 25000 000	22541LAH6	04/30/09	08/15/13	25,000 00	25,000 00	0 00		REDEMPTION	0 00	
NATIONAL RURAL UTILITIES QTY (BOX 1E). 8000.000	637432LM5	04/29/09	03/01/13	8,134 96	8,026.69	108 27		REDEMPTION	0 00	
NATL RURAL 5.5 070113 QTY (BOX 1E) 17000 000	637432LM5	04/29/09	07/01/13	17,000 00	17,000 00	0.00		REDEMPTION	0 00	
OH ST 5 851 100125 QTY (BOX 1E) 25000 000	677521CC8	11/22/11	03/08/13	34,844 12	25,000 00	9,844 12		REDEMPTION	0 00	
PACIFIC BELL6 625 101534 QTY (BOX 1E) 50000 000	694032AX1	08/18/11	10/15/13	50,560 00	50,560.00	0 00		REDEMPTION	0 00	

[1] These securities are not covered under the 1st and 2nd phases of the Cost Basis accounting legislations passed by Congress on October 3, 2008. Therefore the cost basis, acquisition date, disallowed loss from wash sales, and holding period are not being reported to the IRS for these securities. Please refer to the 2013 1099 Tax Guide online for more information on covered securities.

[2] For principal payments from REMICs or other fixed income securities, LPL Financial defaults to the accounting method of recognizing gain or loss at the final redemption or disposition of the asset. You may instead elect a different accounting method and recognize gain or loss on every principal paydown, which would override or nullify the gain or loss amount shown on this statement. Should you choose the latter, please consult with your tax professional on calculating the actual gain or loss amount for your tax return.

[3] A loss may not be taken on any cash and stock received from this merger.

[4] The amounts listed in this column represent the losses you incurred from wash sales triggered by the timing of redemptions and reinvestments, which cannot be deducted from your tax return.

[5] Collectibles Allocation Factor (CAF): Represents the percentage of proceeds associated with UIT grantor trusts you sold in 2013 that contain assets considered "collectibles," which is subject to a higher long-term capital gains rate of 28%, when units held over 1 year are disposed. Please refer to the 2013 WHFIT Guide online for details.

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Account Number: 6723-7189

DETAILS - PROCEEDS FROM CHANGES IN CORPORATE CONTROL OR CAPITAL STRUCTURE

SECURITY DESCRIPTION (BOX 8)	CUSIP (BOX 1D)	DATE OF ACQUISITION (BOX 1B)	DATE OF SALE OR EXCHANGE (BOX 1A)	CASH OR STOCK RECEIVED IN REPORTABLE CHANGE IN CONTROL OR CAPITAL STRUCTURE (BOX 2A)	COST OR OTHER BASIS (BOX 3)	GAIN OR (LOSS)[2]	IF CHECKED, LOSS NOT ALLOWED IN BOX 2A[3] (BOX 2B)	ACTIVITY TYPE	WASH SALE LOSS DISALLOWED[4] (BOX 5)	COLLECTIBLES ALLOCATION FACTOR (CAF)[5]
PHILIP MORRI4 875 051613 QTY (BOX 1E)· 25000 000	718172AB5	04/29/09	05/16/13	25,000 00	25,000 00	0.00		REDEMPTION	0 00	
TOTAL LONG-TERM NON-COVERED				**235,539.08**	**225,586.69**	**9,952.39**			**0.00**	
TOTAL PROCEEDS FROM CHANGES IN CONTROL AND CAPITAL STRUCTURE (BOX 2A)				**235,539.08**	**225,586.69**	**9,952.39**			**0.00**	

[1] These securities are not covered under the 1st and 2nd phases of the Cost Basis accounting legislations passed by Congress on October 3, 2008. Therefore the cost basis, acquisition date, disallowed loss from wash sales, and holding period are not being reported to the IRS for these securities. Please refer to the 2013 1099 Tax Guide online for more information on covered securities.

[2] For principal payments from REMICs or other fixed income securities, LPL Financial defaults to the accounting method of recognizing gain or loss at the final redemption or disposition of the asset. You may instead elect a different accounting method and recognize gain or loss on every principal paydown, which would override or nullify the gain or loss amount shown on this statement. Should you choose the latter, please consult with your tax professional on calculating the actual gain or loss amount for your tax return.

[3] A loss may not be taken on any cash and stock received from this merger.

[4] The amounts listed in this column represent the losses you incurred from wash sales triggered by the timing of redemptions and reinvestments, which cannot be deducted from your tax return.

[5] Collectibles Allocation Factor (CAF): Represents the percentage of proceeds associated with UIT grantor trusts you sold in 2013 that contain assets considered "collectibles," which is subject to a higher long-term capital gains rate of 28%, when units held over 1 year are disposed. Please refer to the 2013 WHFIT Guide online for details.

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Account Number: **6723-7189**

DETAILS - PROCEEDS FROM SALE TRADES OR EXCHANGES AND TAX WITHHELD

The proceeds stated on this page are reported net of option premiums. However, option premiums are built into the gain or loss amounts computed below. If you have securities sold because of the exercise of an option granted or acquired before 2014, we have included option premium information as a separate column on this page, to help you reconcile to the gain/loss amount shown on this statement. Should you elect to report net of option premiums, you must adjust your gain/loss amounts on your Form 8949.

SECURITY DESCRIPTION (BOX 8)	CUSIP (BOX 1D)	DATE OF ACQUISITION (BOX 1B)	DATE OF SALE OR EXCHANGE (BOX 1A)	GROSS PROCEEDS (LESS COMMISSIONS AND OPTION PREMIUMS) (BOX 2A)	COST OR OTHER BASIS (BOX 3)	GAIN OR (LOSS)	OPTION PREMIUM	WASH SALE AMOUNT ADJUSTMENT TO BASIS[2]	WASH SALE LOSS DISALLOWED[3] (BOX 5)	COLLECTIBLES ALLOCATION FACTOR (CAF)[4]
SHORT-TERM CAPITAL GAINS OR LOSSES - ASSETS HELD ONE YEAR OR LESS (BOX 1C)										
COVERED (BOX 6B): FORM 8949 (BOX A) WITH BASIS REPORTED TO THE IRS										
CRM MDCP VAL INVS QTY (BOX 1E) 20 590	92934R777	12/13/12	02/04/13	657 66	616 87	40 79	0 00	0 00	0.00	
TOTAL SHORT-TERM COVERED				**657.66**	**616.87**	**40.79**	**0.00**	**0.00**	**0.00**	
LONG-TERM CAPITAL GAINS OR LOSSES - ASSETS HELD MORE THAN ONE YEAR (BOX 1C)										
NON-COVERED[1](BOX 6A): FORM 8949 (BOX E) WITH BASIS NOT REPORTED TO THE IRS										
HARBOR SMCP VAL I QTY (BOX 1E)· 1902 748	411511843	10/01/09	02/04/13	45,000 00	28,826 64	16,173 36	0 00	0 00	0 00	
CRM MDCP VAL INVS QTY (BOX 1E) 1950 087	92934R777	VARIOUS	02/04/13	62,285.76	43,295 59	18,990 17	0 00	0 00	0 00	
TOTAL LONG-TERM NON-COVERED				**107,285.76**	**72,122.23**	**35,163.53**	**0.00**	**0.00**	**0.00**	
TOTAL SALE TRADES OR EXCHANGES (BOX 2A)				**107,943.42**	**72,739.10**	**35,204.32**	**0.00**	**0.00**	**0.00**	

[1] These securities are not covered under the 1st and 2nd phases of the Cost Basis accounting legislations passed by Congress on October 3, 2008. Therefore the cost basis, acquisition date, disallowed loss from wash sales, and holding period are not being reported to the IRS for these securities. Please refer to the 2013 1099 Tax Guide online for more information on covered securities.

[2] Please note that the amount displayed in this column is included in the amount listed in the Cost Or Other Basis column. If there is a wash sale adjustment amount displayed, your holding period includes the holding period of the stock or securities that were previously sold, where the loss deduction was postponed or disallowed.

[3] The amounts listed in this column represent the losses you incurred from wash sales that cannot be deducted from your tax return.

[4] Collectibles Allocation Factor (CAF): Represents the percentage of proceeds associated with UIT grantor trusts you sold in 2013 that contain assets considered "collectibles," which is subject to a higher long-term capital gains rate of 28%, when units held over 1 year are disposed. Please refer to the 2013 WHFIT Guide online for details.