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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation TRIO FOUNDATION		A Employer identification number 26-1115900
Number and street (or P O box number if mail is not delivered to street address) 45 INDIAN HILL ROAD	Room/suite	B Telephone number (312) 917-7795
City or town, state or province, country, and ZIP or foreign postal code WINNETKA, IL 60093		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 4,800,485.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	38.	38.		STATEMENT 1
4 Dividends and interest from securities	132,965.	132,965.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	292,827.			
b Gross sales price for all assets on line 6a	3,008,217.			
7 Capital gain net income (from Part IV, line 2)		292,827.		
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				
12 Total. Add lines 1 through 11	425,830.	425,830.		
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				
c Other professional fees				
17 Interest				
18 Taxes	3,726.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	41,364.	41,154.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	45,090.	41,154.		0.
25 Contributions, gifts, grants paid	435,500.			435,500.
26 Total expenses and disbursements. Add lines 24 and 25	480,590.	41,154.		435,500.
27 Subtract line 26 from line 12	-54,760.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		384,676.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	111,412.	75,803.	75,803.
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 ▶			
	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			
b	Investments - corporate stock STMT 5	2,776,964.	2,780,602.	3,490,319.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 6	594,350.	668,966.	861,804.
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
15	Other assets (describe STATEMENT 7)	248,544.	239,113.	372,559.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	3,731,270.	3,764,484.	4,800,485.

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 ▶ ☒			
	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	3,731,270.	3,764,484.	
30	Total net assets or fund balances	3,731,270.	3,764,484.	
31	Total liabilities and net assets/fund balances	3,731,270.	3,764,484.	

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	3,731,270.
2	Enter amount from Part I, line 27a	2	-54,760.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	87,974.
4	Add lines 1, 2, and 3	4	3,764,484.
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	3,764,484.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P		
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 3,008,217.		2,715,390.	292,827.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			292,827.
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	292,827.
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	302,325.	4,142,918.	.072974
2011	278,406.	4,362,742.	.063814
2010	244,016.	4,168,997.	.058531
2009	208,981.	3,669,329.	.056953
2008	261,179.	4,985,064.	.052392

2 Total of line 1, column (d)	2	.304664
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	.060933
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,456,527.
5 Multiply line 4 by line 3	5	271,550.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,847.
7 Add lines 5 and 6	7	275,397.
8 Enter qualifying distributions from Part XII, line 4	8	435,500.

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	3,847.
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	3,847.
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	3,847.
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,139.
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	4,139.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	292.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	0.

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		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? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ► N/A	13	X	
14	The books are in care of ► ANN L. AMBOIAN Telephone no ► (312) 917-7795 Located at ► 45 INDIAN HILL ROAD, WINNETKA, IL ZIP+4 ► 60093			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐ N/A	1b	
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

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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

5b

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
ANN L. AMBOIAN 45 INDIAN HILL ROAD WINNETKA, IL 60093	PRESIDENT & DIRECTOR 3.00	0.	0.	0.
JOHN P. AMBOIAN, JR. 45 INDIAN HILL ROAD WINNETKA, IL 60093	VICE-PRESIDENT, TREASURER 1.00	0.	0.	0.
MICHAEL S. LEE 1504 WALTERS AVENUE NORTHBROOK, IL 60062	SECRETARY & DIRECTOR 1.00	0.	0.	0.
ANDREW L. AMBOIAN 45 INDIAN HILL ROAD WINNETKA, IL 60093	DIRECTOR 1.00	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 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	4,415,575.
b Average of monthly cash balances	1b	108,818.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,524,393.
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	4,524,393.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67,866.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,456,527.
6 Minimum investment return. Enter 5% of line 5	6	222,826.

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	222,826.
2a Tax on investment income for 2013 from Part VI, line 5	2a	3,847.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	3,847.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	218,979.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	218,979.
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	218,979.

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	435,500.
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	435,500.
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	3,847.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	431,653.

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

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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				218,979.
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	14,568.			
b From 2009	27,553.			
c From 2010	37,534.			
d From 2011	63,457.			
e From 2012	97,029.			
f Total of lines 3a through e	240,141.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 435,500.				
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				218,979.
e Remaining amount distributed out of corpus	216,521.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	456,662.			
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	14,568.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	442,094.			
10 Analysis of line 9				
a Excess from 2009	27,553.			
b Excess from 2010	37,534.			
c Excess from 2011	63,457.			
d Excess from 2012	97,029.			
e Excess from 2013	216,521.			

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOYS & GIRLS CLUBS OF CHICAGO 550 W. VAN BUREN STREET, #350 CHICAGO, IL 60607	N/A	PUBLIC CHARITY	GENERAL - UNRESTRICTED	100,000.
CHILDREN'S MEMORIAL FOUNDATION 2300 CHILDREN'S MEMORIAL PLAZA CHICAGO, IL 60614	N/A	PUBLIC CHARITY	GENERAL - UNRESTRICTED	60,000.
NORTH SHORE COUNTRY DAY 310 GREEN BAY ROAD WINNETKA, IL 60093	N/A	PUBLIC CHARITY	GENERAL - UNRESTRICTED	40,000.
UNION COLLEGE 807 UNION STREET SCHENECTADY, NY 12308	N/A	PUBLIC CHARITY	GENERAL - UNRESTRICTED	30,000.
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE CHICAGO, IL 60637	N/A	PUBLIC CHARITY	GENERAL - UNRESTRICTED	200,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			435,500.
b Approved for future payment				
NONE				
Total	▶ 3b			0.

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.		

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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




Signature of officer or trustee _____ Date 8/13/2014 Title Treasurer

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
	GREGORY M. WINTERS	<i>Gary Winters</i>	8-12-14		P01295053
	Firm's name ▶ BURKE, WARREN, MACKAY & SERRITELLA, P.C.			Firm's EIN ▶ 36-3815082	
	Firm's address ▶ 330 N. WABASH AVE. 22ND FLOOR CHICAGO, IL 60611-3607			Phone no (312) 840-7000	

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
NOAH'S ARC	N/A	PUBLIC CHARITY	GENERAL - UNRESTRICTED	5,000.
GAMMA PHI BETA	N/A	PUBLIC CHARITY	GENERAL - UNRESTRICTED	500.
Total from continuation sheets				5,500.

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
MERRILL LYNCH	38.	38.	
TOTAL TO PART I, LINE 3	38.	38.	

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
MERRILL LYNCH	132,965.	0.	132,965.	132,965.	
TO PART I, LINE 4	132,965.	0.	132,965.	132,965.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	3,726.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,726.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	41,154.	41,154.		0.
ILLINOIS ATTORNEY GENERAL - REGISTRATION FEE	15.	0.		0.
MISCELLANEOUS BANK FEES	185.	0.		0.
ILLINOIS SECRETARY OF STATE - FILING FEE	10.	0.		0.
TO FORM 990-PF, PG 1, LN 23	41,364.	41,154.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK - SEE ATTACHED	2,780,602.	3,490,319.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,780,602.	3,490,319.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STOCK OPTIONS	COST	668,966.	861,804.
TOTAL TO FORM 990-PF, PART II, LINE 13		668,966.	861,804.

FORM 990-PF	OTHER ASSETS	STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ALLIANCE RESOURCE PARTNERS, LP	17,405.	17,405.	26,950.
BUCKEYE PARTNERS, LP	20,569.	18,107.	25,564.
ENBRIDGE ENERGY PARTNERS, LP	13,741.	0.	0.
ENERGY TRANSFER EQUITY, LP	18,798.	13,738.	31,470.
ENTERPRISE PRODUCTS PARTNERS, LP	12,088.	12,086.	28,509.
KINDER MORGAN ENERGY PARTNERS, LP	18,242.	18,242.	25,408.
MAGELLAN MIDSTREAM PARTNERS, LP	12,911.	9,427.	29,104.
NATURAL RESOURCE PARTNERS, LP	13,938.	0.	0.
PENN VIRGINIA RESOURCE PARTNERS, LP	23,709.	0.	0.
PLAINS ALL AMERICAN PIPELINE, LP	14,903.	12,182.	26,662.
SUNOCO LOGISTICS PARTENRS, LP	10,907.	6,492.	28,305.
TERRA NITROGEN COMPANY, LP	16,814.	15,000.	16,932.
WILLIAMS PARTNERS LP	16,347.	25,645.	28,156.
TARGA RESPURCE PARTNERS	17,143.	17,143.	29,027.
EL PASO PIPELINE PARTNERS	21,029.	21,029.	21,600.
APOLLO GLOBAL MANAGEMENT	0.	23,076.	25,130.
NGL ENERGY PARTNERS	0.	12,589.	14,145.
ATLAAS PIPELINE PARTNERS	0.	16,952.	15,597.
TO FORM 990-PF, PART II, LINE 15	248,544.	239,113.	372,559.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

ANN L. AMBOIAN
JOHN P. AMBOIAN, JR.



Fiscal Statement



BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		0.89	0.89			
31,853	ML BANK DEPOSIT PROGRAM	06/11/12	31,853.00	31,853.00			15.93
	Total Cash and Money Funds		31,853.89	31,853.89			15.93

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
73	AUTOMATIC DATA PROC	05/02/12	3,999.67	5,898.33	1,898.66	141.00
44	AUTOMATIC DATA PROC	05/03/12	2,397.12	3,555.16	1,158.04	85.00
34	AUTOMATIC DATA PROC	07/05/12	1,914.05	2,747.17	833.12	66.00
209	AUTOMATIC DATA PROC	08/15/12	12,088.16	16,886.99	4,798.83	402.00
101	AUTOMATIC DATA PROC	09/05/12	5,881.98	8,160.70	2,278.72	194.00
103	AUTOMATIC DATA PROC	12/06/12	5,933.45	8,322.30	2,388.85	198.00
148	AUTOMATIC DATA PROC	02/04/13	8,830.51	11,958.25	3,127.74	285.00
15	AUTOMATIC DATA PROC	05/02/13	1,013.79	1,211.99	198.20	29.00
49	AUTOMATIC DATA PROC	11/04/13	3,689.66	3,959.15	269.49	95.00





Fiscal Statement

BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
124	AUTOMATIC DATA PROC	12/04/13	9,920.71	10,019.08	98.37	239.00
2,066	CSX CORP	08/02/13	53,823.02	59,438.82	5,615.80	1,240.00
145	CSX CORP	11/04/13	3,828.00	4,171.65	343.65	87.00
427	CSX CORP	12/04/13	11,673.03	12,284.79	611.76	257.00
160	EXXON MOBIL CORP COM	05/02/12	13,784.96	16,192.00	2,407.04	404.00
27	EXXON MOBIL CORP COM	05/03/12	2,315.79	2,732.40	416.61	69.00
32	EXXON MOBIL CORP COM	07/05/12	2,743.86	3,238.40	494.54	81.00
138	EXXON MOBIL CORP COM	08/15/12	12,144.76	13,965.60	1,820.84	348.00
72	EXXON MOBIL CORP COM	09/05/12	6,291.35	7,286.40	995.05	182.00
62	EXXON MOBIL CORP COM	12/06/12	5,422.35	6,274.40	852.05	157.00
108	EXXON MOBIL CORP COM	02/04/13	9,643.68	10,929.60	1,285.92	273.00
71	EXXON MOBIL CORP COM	05/02/13	6,293.09	7,185.20	892.11	179.00
1	EXXON MOBIL CORP COM	08/02/13	91.55	101.20	9.65	3.00
93	EXXON MOBIL CORP COM	12/04/13	8,758.85	9,411.60	652.75	235.00
614	EMERSON ELEC CO	01/03/13	34,008.66	43,090.52	9,081.86	1,057.00
115	EMERSON ELEC CO	02/04/13	6,616.64	8,070.70	1,454.06	198.00
106	EMERSON ELEC CO	05/02/13	5,899.44	7,439.08	1,539.64	183.00

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EMA Fiscal Statement

BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
34	EMERSON ELEC CO	11/04/13	2,286.75	2,386.12	99.37	59.00
215	EMERSON ELEC CO	12/04/13	14,309.80	15,088.70	778.90	370.00
677	GENUINE PARTS CO	07/02/13	56,514.88	56,319.63	(195.25)	1,456.00
51	GENUINE PARTS CO	11/04/13	4,089.45	4,242.69	153.24	110.00
147	GENUINE PARTS CO	12/04/13	12,048.91	12,228.93	180.02	317.00
595	JOHNSON AND JOHNSON COM	03/05/13	46,171.29	54,496.05	8,324.76	1,571.00
7	JOHNSON AND JOHNSON COM	05/02/13	595.11	641.13	46.02	19.00
28	JOHNSON AND JOHNSON COM	11/04/13	2,594.91	2,564.52	(30.39)	74.00
137	JOHNSON AND JOHNSON COM	12/04/13	12,846.08	12,547.83	(298.25)	362.00
520	LINEAR TECHNOLOGY CORP	10/08/12	17,150.23	23,686.00	6,535.77	541.00
455	LINEAR TECHNOLOGY CORP	12/06/12	15,195.18	20,725.25	5,530.07	474.00
142	LINEAR TECHNOLOGY CORP	02/04/13	5,239.79	6,468.10	1,228.31	148.00
207	LINEAR TECHNOLOGY CORP	05/02/13	7,641.72	9,428.85	1,787.13	216.00
108	LINEAR TECHNOLOGY CORP	11/04/13	4,406.91	4,919.40	512.49	113.00
233	LINEAR TECHNOLOGY CORP	12/04/13	10,069.19	10,613.15	543.96	243.00
99	MCDONALDS CORP COM	05/02/12	9,636.26	9,605.97	(30.29)	321.00
56	MCDONALDS CORP COM	05/02/12	5,389.30	5,433.68	44.38	182.00

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Fiscal Statement
CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
24	MCDONALDS CORP COM	05/03/12	2,332.08	2,328.72	(3.36)	78.00
49	MCDONALDS CORP COM	07/05/12	4,400.06	4,754.47	354.41	159.00
153	MCDONALDS CORP COM	08/15/12	13,434.93	14,845.59	1,410.66	496.00
62	MCDONALDS CORP COM	09/05/12	5,531.36	6,015.86	484.50	201.00
72	MCDONALDS CORP COM	12/06/12	6,287.80	6,986.16	698.36	234.00
11	MCDONALDS CORP COM	02/04/13	1,042.14	1,067.33	25.19	36.00
21	MCDONALDS CORP COM	05/02/13	2,136.67	2,037.63	(99.04)	69.00
3	MCDONALDS CORP COM	07/02/13	300.17	291.09	(9.08)	10.00
51	MCDONALDS CORP COM	11/04/13	4,955.93	4,948.53	(7.40)	166.00
150	MCDONALDS CORP COM	12/04/13	14,381.24	14,554.50	173.26	486.00
539	NORTHROP GRUMMAN CORP	08/02/13	51,173.95	61,774.79	10,600.84	1,316.00
104	NORTHROP GRUMMAN CORP	12/04/13	11,632.60	11,919.44	286.84	254.00
155	PAYCHEX INC	05/02/12	4,759.49	7,057.15	2,297.66	217.00
74	PAYCHEX INC	05/03/12	2,270.32	3,369.22	1,098.90	104.00
70	PAYCHEX INC	07/05/12	2,197.77	3,187.10	989.33	98.00
353	PAYCHEX INC	08/15/12	11,596.05	16,072.09	4,476.04	495.00
161	PAYCHEX INC	09/05/12	5,385.27	7,330.33	1,945.06	226.00

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EMA Fiscal Statement

BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
184	PAYCHEX INC	12/06/12	6,087.40	8,377.52	2,290.12	258.00
331	PAYCHEX INC	02/04/13	10,844.26	15,070.43	4,226.17	464.00
17	PAYCHEX INC	05/02/13	626.38	774.01	147.63	24.00
46	PAYCHEX INC	11/04/13	1,932.30	2,094.38	162.08	65.00
256	PAYCHEX INC	12/04/13	11,189.45	11,655.68	466.23	359.00
696	PROCTER & GAMBLE CO	02/04/13	52,285.40	56,661.36	4,375.96	1,675.00
66	PROCTER & GAMBLE CO	05/02/13	5,125.96	5,373.06	247.10	159.00
100	PROCTER & GAMBLE CO	12/04/13	8,325.50	8,141.00	(184.50)	241.00
939	QUEST DIAGNOSTICS INC	11/04/13	58,336.88	50,274.06	(8,062.82)	1,127.00
237	QUEST DIAGNOSTICS INC	12/04/13	14,475.20	12,688.98	(1,786.22)	285.00
688	RAYTHEON CO DELAWARE NEW	08/02/13	51,680.84	62,401.60	10,720.76	1,514.00
6	RAYTHEON CO DELAWARE NEW	11/04/13	505.20	544.20	39.00	14.00
120	RAYTHEON CO DELAWARE NEW	12/04/13	10,585.24	10,884.00	298.76	264.00
446	UNITED TECHS CORP COM	02/04/13	39,893.22	50,754.80	10,861.58	1,053.00
54	UNITED TECHS CORP COM	05/02/13	4,965.02	6,145.20	1,180.18	128.00
41	UNITED TECHS CORP COM	11/04/13	4,427.29	4,665.80	238.51	97.00
118	UNITED TECHS CORP COM	12/04/13	12,851.38	13,428.40	577.02	279.00

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EMASM Fiscal Statement

BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
155	WAL-MART STORES INC	05/02/12	9,165.15	12,196.95	3,031.80	292.00
39	WAL-MART STORES INC	05/03/12	2,299.83	3,068.91	769.08	74.00
128	WAL-MART STORES INC	08/15/12	9,517.40	10,072.32	554.92	241.00
87	WAL-MART STORES INC	09/05/12	6,403.07	6,846.03	442.96	164.00
94	WAL-MART STORES INC	12/06/12	6,737.61	7,396.86	659.25	177.00
172	WAL-MART STORES INC	02/04/13	11,968.09	13,534.68	1,566.59	324.00
27	WAL-MART STORES INC	05/02/13	2,118.02	2,124.63	6.61	51.00
16	WAL-MART STORES INC	07/02/13	1,205.54	1,259.04	53.50	31.00
37	WAL-MART STORES INC	11/04/13	2,864.47	2,911.53	47.06	70.00
137	WAL-MART STORES INC	12/04/13	11,048.34	10,780.53	(267.81)	258.00
Total Equities			966,476.16	1,094,593.44	128,117.28	27,596.00

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EMA **Fiscal Statement**

BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	CASH		98.88	98.88			
12,742	ML BANK DEPOSIT PROGRAM	10/18/11	12,742.00	12,742.00			6.37
	Total Cash and Money Funds		12,840.88	12,840.88			6.37

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
793	ALTRIA GROUP INC	10/24/11	21,690.30	30,443.27	8,752.97	1,523.00
1,030	AMERICA MOVIL SAB DE CV ADR	12/12/12	24,732.57	24,071.10	(661.47)	355.00
56	AMERICA MOVIL SAB DE CV ADR	02/06/13	1,392.71	1,308.72	(83.99)	20.00
41	AMERICA MOVIL SAB DE CV ADR	09/13/13	828.12	958.17	130.05	15.00
39	AMER EXPRESS COMPANY	06/16/10	1,636.67	3,538.47	1,901.80	36.00
13	AMER EXPRESS COMPANY	07/02/10	509.82	1,179.49	669.67	12.00
207	AMER EXPRESS COMPANY	08/27/10	8,372.43	18,781.11	10,408.68	191.00

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Fiscal Statement

BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
198	AMER EXPRESS COMPANY	06/02/11	9,864.26	17,964.54	8,100.28	183.00
36	AMER EXPRESS COMPANY	08/16/12	2,046.44	3,266.28	1,219.84	34.00
37	AMERICAN WTR WKS CO INC NEW	01/11/10	872.05	1,563.62	691.57	42.00
66	AMERICAN WTR WKS CO INC NEW	03/02/10	1,363.50	2,789.16	1,425.66	74.00
7	AMERICAN WTR WKS CO INC NEW	07/02/10	140.00	295.82	155.82	8.00
198	AMERICAN WTR WKS CO INC NEW	08/27/10	4,468.86	8,367.48	3,898.62	222.00
379	AMERICAN WTR WKS CO INC NEW	09/28/10	8,846.01	16,016.54	7,170.53	425.00
70	APPLE INC	02/06/13	32,052.06	39,271.40	7,219.34	854.00
308	AUTOMATIC DATA PROC	05/09/13	21,545.15	24,886.09	3,340.94	592.00
9	AUTOMATIC DATA PROC	09/13/13	664.02	727.19	63.17	18.00
150	AUTOMATIC DATA PROC	12/19/13	11,904.33	12,119.85	215.52	288.00
575	COMCAST CORP NEW CL A	07/18/12	18,581.93	29,879.88	11,297.95	449.00
60	COMCAST CORP NEW CL A	08/16/12	2,045.89	3,117.90	1,072.01	47.00
505	CARDINAL HEALTH INC OHIO	10/28/13	28,096.48	33,739.05	5,642.57	612.00

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EMASM Fiscal Statement

BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
613	CVS CAREMARK CORP	09/02/11	21,854.12	43,872.41	22,018.29	675.00
45	CVS CAREMARK CORP	08/16/12	1,986.63	3,220.65	1,234.02	50.00
134	COSTCO WHOLESALE CRP DEL	04/20/10	7,981.64	15,948.68	7,967.04	167.00
8	COSTCO WHOLESALE CRP DEL	07/02/10	434.00	952.16	518.16	10.00
188	COSTCO WHOLESALE CRP DEL	08/27/10	10,591.26	22,375.76	11,784.50	234.00
25	CATERPILLAR INC DEL	08/05/10	1,803.04	2,270.25	467.21	60.00
152	CATERPILLAR INC DEL	08/27/10	9,847.32	13,803.12	3,955.80	365.00
100	CATERPILLAR INC DEL	08/16/12	8,762.21	9,081.00	318.79	240.00
5	CATERPILLAR INC DEL	09/13/13	434.92	454.05	19.13	12.00
15	COVIDIEN PLC SHS NEW	01/11/10	672.38	1,021.50	349.12	20.00
123	COVIDIEN PLC SHS NEW	02/23/10	5,567.23	8,376.30	2,809.07	158.00
41	COVIDIEN PLC SHS NEW	03/02/10	1,874.45	2,792.10	917.65	53.00
27	COVIDIEN PLC SHS NEW	07/02/10	981.63	1,838.70	857.07	35.00
349	COVIDIEN PLC SHS NEW	08/27/10	11,690.81	23,766.90	12,076.09	447.00
19	COVIDIEN PLC SHS NEW	08/16/12	990.56	1,293.90	303.34	25.00
5	COVIDIEN PLC SHS NEW	09/13/13	304.79	340.50	35.71	7.00
531	CITIGROUP INC COM NEW	10/19/12	19,923.18	27,670.41	7,747.23	22.00





Fiscal Statement

BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
2	CITIGROUP INC COM NEW	09/13/13	101.14	104.22	3.08	1.00
179	CUMMINS INC COM	12/19/13	24,544.07	25,233.63	689.56	448.00
299	DIAGEO PLC SPSD ADR NEW	02/03/12	27,651.43	39,593.58	11,942.15	897.00
453	DOMINION RES INC NEW VA	06/28/13	25,796.99	29,304.57	3,507.58	1,020.00
221	FEDEX CORP DELAWARE COM	02/07/13	23,513.58	31,773.17	8,259.59	133.00
34	GOOGLE INC CL A	07/31/13	30,393.93	38,104.14	7,710.21	
18	HONEYWELL INTL INC DEL	03/02/10	731.50	1,644.66	913.16	33.00
12	HONEYWELL INTL INC DEL	07/02/10	459.56	1,096.44	636.88	22.00
215	HONEYWELL INTL INC DEL	08/27/10	8,459.50	19,644.55	11,185.05	387.00
175	HONEYWELL INTL INC DEL	09/28/10	7,682.50	15,989.75	8,307.25	315.00
30	HONEYWELL INTL INC DEL	08/16/12	1,748.01	2,741.10	993.09	54.00
378	HESS CORP	08/09/13	28,316.74	31,374.00	3,057.26	378.00
14	HESS CORP	09/13/13	1,092.00	1,162.00	70.00	14.00
894	HEWLETT PACKARD CO DEL	12/19/13	25,126.76	25,014.12	(112.64)	519.00
321	HOME DEPOT INC	06/14/12	16,694.32	26,431.14	9,736.82	501.00
51	HOME DEPOT INC	08/16/12	2,814.05	4,199.34	1,385.29	80.00
108	MONSANTO CO NEW DEL COM	07/31/12	9,283.32	12,587.40	3,304.08	186.00

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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
69	MONSANTO CO NEW DEL COM	08/16/12	6,015.04	8,041.95	2,026.91	119.00
27	MCDONALDS CORP COM	05/19/08	1,638.29	2,619.81	981.52	88.00
78	MCDONALDS CORP COM	01/11/10	4,848.44	7,568.34	2,719.90	253.00
15	MCDONALDS CORP COM	03/02/10	961.46	1,455.45	493.99	49.00
84	MCDONALDS CORP COM	08/27/10	6,184.08	8,150.52	1,966.44	273.00
80	MCDONALDS CORP COM	08/16/12	7,025.16	7,762.40	737.24	260.00
174	NIKE INC CL B	05/04/11	7,121.32	13,683.36	6,562.04	168.00
90	NIKE INC CL B	08/16/12	4,214.25	7,077.60	2,863.35	87.00
949	ORACLE CORP \$0 01 DEL	04/05/12	27,827.15	36,308.74	8,481.59	456.00
49	ORACLE CORP \$0 01 DEL	08/16/12	1,556.46	1,874.74	318.28	24.00
124	ORACLE CORP \$0 01 DEL	07/17/13	3,991.19	4,744.24	753.05	60.00
366	PRICE T ROWE GROUP INC	02/06/13	26,692.64	30,659.82	3,967.18	557.00
3	PRICE T ROWE GROUP INC	09/13/13	213.95	251.31	37.36	5.00
270	SCHLUMBERGER LTD	09/28/10	16,211.42	24,329.70	8,118.28	338.00
16	SCHLUMBERGER LTD	01/18/12	1,125.37	1,441.76	316.39	20.00
32	SCHLUMBERGER LTD	08/16/12	2,369.92	2,883.52	513.60	40.00
427	STARBUCKS CORP	08/16/12	20,443.60	33,472.53	13,028.93	445.00

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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
12	STARBUCKS CORP	07/31/13	859.05	940.68	81.63	13.00
410	THERMO FISHER SCIENTIFIC INC	02/26/13	29,870.74	45,653.50	15,782.76	246.00
55	UNITED TECHS CORP COM	08/27/10	3,646.78	6,259.00	2,612.22	130.00
115	UNITED TECHS CORP COM	02/10/11	9,746.09	13,087.00	3,340.91	272.00
32	UNITED TECHS CORP COM	04/17/12	2,588.88	3,641.60	1,052.72	76.00
66	UNITED TECHS CORP COM	08/16/12	5,148.00	7,510.80	2,362.80	156.00
525	VALERO ENERGY CORP NEW	03/26/13	21,642.79	26,460.00	4,817.21	473.00
177	VALERO ENERGY CORP NEW	05/09/13	6,760.62	8,920.80	2,160.18	160.00
11	VALERO ENERGY CORP NEW	09/13/13	386.76	554.40	167.64	10.00
135	VISA INC CL A SHRS	01/10/12	13,544.53	30,061.80	16,517.27	216.00
12	VISA INC CL A SHRS	08/16/12	1,552.56	2,672.16	1,119.60	20.00
11	ACE LIMITED	01/20/09	515.90	1,138.83	622.93	28.00
58	ACE LIMITED	01/11/10	2,756.69	6,004.74	3,248.05	147.00
10	ACE LIMITED	03/02/10	503.60	1,035.30	531.70	26.00
88	ACE LIMITED	08/27/10	4,705.23	9,110.64	4,405.41	222.00
40	ACE LIMITED	08/16/12	2,912.44	4,141.20	1,228.76	101.00

BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
413	WELLS FARGO & CO NEW DEL	02/03/12	12,591.38	18,750.20	6,158.82	496.00
205	WELLS FARGO & CO NEW DEL	08/16/12	6,959.22	9,307.00	2,347.78	246.00
13	WELLS FARGO & CO NEW DEL	02/06/13	452.47	590.20	137.73	16.00
2	WELLS FARGO & CO NEW DEL	09/13/13	84.65	90.80	6.15	3.00
Total Equities			807,431.29	1,147,617.77	340,186.48	19,867.00



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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	CASH		261.63	261.63			
13,073	ML BANK DEPOSIT PROGRAM	10/14/11	13,073.00	13,073.00			6.54
	Total Cash and Money Funds		13,334.63	13,334.63			6.54

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
670	APOLLO GLOBAL MGMT LLC CL A SHARES	08/19/13	19,508.86	21,178.70	1,669.84	2,647.00
125	APOLLO GLOBAL MGMT LLC CL A SHARES	09/20/13	3,567.48	3,951.25	383.77	494.00
460	BCE INC	01/20/12	19,098.37	19,913.40	815.03	1,029.00
50	BCE INC	08/16/12	2,252.55	2,164.50	(88.05)	112.00
545	DUPONT FABROS TECHNOLOGY	09/06/13	12,578.93	13,466.95	888.02	545.00
190	EL PASO PIPELINE PARTNER LP	08/03/11	6,644.62	6,840.00	195.38	494.00
210	EL PASO PIPELINE PARTNER LP	01/20/12	7,346.85	7,560.00	213.15	546.00



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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
200	EL PASO PIPELINE PARTNER LP	08/16/12	7,037.30	7,200.00	162.70	520.00
275	EPR PPTYS COM SH BEN INT	05/19/08	14,849.89	13,519.00	(1,330.89)	869.00
95	EPR PPTYS COM SH BEN INT	01/20/12	4,055.05	4,670.20	615.15	301.00
115	EPR PPTYS COM SH BEN INT	08/16/12	5,192.35	5,653.40	461.05	364.00
385	GOLAR LNG LIMITED	06/29/12	14,486.51	13,971.65	(514.86)	693.00
105	GOLAR LNG LIMITED	07/18/12	4,186.43	3,810.45	(375.98)	189.00
75	GOLAR LNG LIMITED	08/16/12	3,002.78	2,721.75	(281.03)	135.00
105	GENUINE PARTS CO	11/25/08	4,119.59	8,734.95	4,615.36	226.00
110	GENUINE PARTS CO	01/20/12	7,043.63	9,150.90	2,107.27	237.00
120	GENUINE PARTS CO	08/16/12	7,586.40	9,982.80	2,396.40	258.00
555	KINDER MORGAN INC DEL	10/16/13	19,709.60	19,980.00	270.40	911.00
165	KINDER MORGAN INC DEL	10/18/13	5,848.62	5,940.00	91.38	271.00
185	LOCKHEED MARTIN CORP	01/27/12	15,211.68	27,502.10	12,290.42	985.00
55	LOCKHEED MARTIN CORP	08/16/12	5,047.05	8,176.30	3,129.25	293.00

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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1,055	LEXINGTON REALTY TRUST REIT	08/28/13	12,532.13	10,771.55	(1,760.58)	697.00
465	LORILLARD INC	02/07/12	17,631.37	23,566.20	5,934.83	1,024.00
75	LORILLARD INC	08/16/12	3,136.75	3,801.00	664.25	165.00
825	OMEGA HEALTHCARE INVS REIT	06/13/13	26,022.07	24,585.00	(1,437.07)	1,585.00
150	PHILIP MORRIS INTL INC	11/04/10	9,090.50	13,069.50	3,979.00	564.00
85	PHILIP MORRIS INTL INC	11/05/10	5,130.83	7,406.05	2,275.22	320.00
10	PHILIP MORRIS INTL INC	01/20/12	745.50	871.30	125.80	38.00
755	PFIZER INC	09/02/10	12,358.14	23,125.65	10,767.51	786.00
70	PFIZER INC	01/20/12	1,532.51	2,144.10	611.59	73.00
125	PFIZER INC	08/16/12	2,992.08	3,828.75	836.67	130.00
325	REYNOLDS AMERICAN INC	11/18/13	17,009.07	16,246.75	(762.32)	819.00
440	STARWOOD PPTY TR INC COMMON STOCK	11/17/10	9,063.87	12,188.00	3,124.13	810.00
320	STARWOOD PPTY TR INC COMMON STOCK	01/20/12	6,140.80	8,864.00	2,723.20	589.00
215	STARWOOD PPTY TR INC COMMON STOCK	08/16/12	4,868.68	5,955.50	1,086.82	396.00

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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
390	SEADRILL LTD	05/11/11	12,990.71	16,021.20	3,030.49	1,482.00
85	SEADRILL LTD	01/20/12	3,040.45	3,491.80	451.35	323.00
80	SEADRILL LTD	08/16/12	3,246.12	3,286.40	40.28	304.00
975	SSE PLC SPONSORED ADR	01/20/12	19,071.00	22,191.00	3,120.00	1,302.00
110	SSE PLC SPONSORED ADR	08/16/12	2,339.70	2,503.60	163.90	147.00
310	VENTAS INC REIT	05/19/08	15,024.99	17,756.80	2,731.81	899.00
20	VENTAS INC REIT	01/20/12	1,119.00	1,145.60	26.60	58.00
30	VENTAS INC REIT	08/16/12	1,905.90	1,718.40	(187.50)	87.00
108	VODAFONE GROU PLC SP ADR	10/27/08	1,721.59	4,245.48	2,523.89	172.00
284	VODAFONE GROU PLC SP ADR	11/18/08	5,420.25	11,164.04	5,743.79	452.00
36	VODAFONE GROU PLC SP ADR	11/19/08	656.55	1,415.16	758.61	58.00
85	VODAFONE GROU PLC SP ADR	03/04/09	1,474.51	3,341.35	1,866.84	136.00
100	VODAFONE GROU PLC SP ADR	01/20/12	2,774.00	3,931.00	1,157.00	159.00
145	VODAFONE GROU PLC SP ADR	08/16/12	4,247.85	5,699.95	1,452.10	231.00
445	ATLAS PIPELINE PARTNRS LP UNITS	10/29/13	16,951.74	15,597.25	(1,354.49)	1,104.00

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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
255	BUCKEYE PARTNERS L P	05/19/08	12,558.75	18,107.55	5,548.80	1,097.00
105	BUCKEYE PARTNERS L P	08/16/12	5,547.83	7,456.05	1,908.22	452.00
250	KINDER MORGAN ENERGY PARTNERS LP	05/19/08	15,120.53	20,165.00	5,044.47	1,351.00
65	KINDER MORGAN ENERGY PARTNERS LP	01/22/09	3,121.42	5,242.90	2,121.48	351.00
8	TERRA NITROGEN L P	09/03/08	967.12	1,128.80	161.68	65.00
23	TERRA NITROGEN L P	09/04/08	2,860.95	3,245.30	384.35	186.00
27	TERRA NITROGEN L P	09/05/08	3,467.52	3,809.70	342.18	219.00
32	TERRA NITROGEN L P	09/08/08	4,100.75	4,515.20	414.45	259.00
11	TERRA NITROGEN L P	01/22/09	1,309.58	1,552.10	242.52	89.00
8	TERRA NITROGEN L P	01/23/09	946.24	1,128.80	182.56	65.00
11	TERRA NITROGEN L P	01/26/09	1,348.32	1,552.10	203.78	89.00
290	ENTERPRISE PRDTS PRTN LP	05/19/08	8,991.48	19,227.00	10,235.52	801.00
51	ENTERPRISE PRDTS PRTN LP	01/21/09	1,126.50	3,381.30	2,254.80	141.00
89	ENTERPRISE PRDTS PRTN LP	01/22/09	1,967.73	5,900.70	3,932.97	246.00

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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

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Equities						
515	PLAINS ALL AMERN PIPL LP	05/19/08	12,182.30	26,661.55	14,479.25	1,236.00
315	ALLIANCE RESRC PTNRS LP	05/19/08	15,106.93	24,255.00	9,148.07	1,481.00
35	ALLIANCE RESRC PTNRS LP	08/16/12	2,298.33	2,695.00	396.67	165.00
375	SUNOCO LOGISTICS PRTS LP	05/19/08	6,492.19	28,305.00	21,812.81	945.00
460	MAGELLAN MIDSTREAM PARTNERS LP	05/19/08	9,426.74	29,104.20	19,677.46	1,026.00
360	WILLIAMS PARTNERS L P COM UNIT LTD PARTNERSHIP	05/19/08	12,503.74	18,309.80	5,805.86	1,264.00
75	WILLIAMS PARTNERS L P COM UNIT LTD PARTNERSHIP	08/16/12	3,843.75	3,814.50	(29.25)	264.00
295	ENERGY TRANSFER EQUITY L P	05/19/08	9,951.14	24,113.30	14,162.16	794.00
90	ENERGY TRANSFER EQUITY L P	08/16/12	3,787.20	7,356.60	3,569.40	243.00
410	NGL ENERGY PARTNERS LP COM UNIT REPSTG LTD PARTNER INT	08/29/13	12,588.89	14,145.00	1,556.11	839.00
390	TARGA RESOURCES PARTNERS	09/10/10	10,630.27	20,397.00	9,766.73	1,143.00
60	TARGA RESOURCES PARTNERS	01/20/12	2,328.66	3,138.00	809.34	176.00
105	TARGA RESOURCES PARTNERS	08/16/12	4,184.27	5,491.50	1,307.23	308.00

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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
625	WESTPAC BANKING ADR	05/19/08	15,055.84	18,156.25	3,100.41	1,030.00
150	WESTPAC BANKING ADR	01/20/12	3,263.10	4,357.50	1,094.40	248.00
125	WESTPAC BANKING ADR	08/16/12	3,160.46	3,631.25	470.79	206.00
430	WILLIAMS COMPANIES DEL	11/14/13	15,059.85	16,585.10	1,525.25	654.00
300	WILLIAMS COMPANIES DEL	11/18/13	10,585.56	11,571.00	985.44	456.00
Total Equities			624,497.14	844,520.53	220,023.39	44,918.00

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BURKELAW AGENTS INC

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
Security Transactions						
01/22/13	Stock Dividend	360	LORILLARD INC HOLDING 180.0000 PAY DATE 01/15/2013			
06/10/13	Sale	-620	AT&T INC PER ADVISORY AGREEMENT. EXECUTED 100% AGENCY	35.39		21,946.01CR
06/18/13	Purchase	825	OMEGA HEALTHCARE INVS REIT	31.54	26,022.07	
08/05/13	Sale	-326	PER ADVISORY AGREEMENT SOUTHERN COPPER CORP	26.37		8,597.64CR
08/06/13	Sale	-219	PER ADVISORY AGREEMENT EXECUTED 100% AGENCY SOUTHERN COPPER CORP	26.27		5,753.88CR
08/07/13	Sale	-99	PER ADVISORY AGREEMENT EXECUTED 100% AGENCY SOUTHERN COPPER CORP	26.40		2,614.00CR
08/08/13	Sale	-165	PER ADVISORY AGREEMENT. EXECUTED 100% AGENCY SUNOCO LOGISTICS PRTS LP	60.72		10,019.13CR
08/08/13	Sale	-110	PER ADVISORY AGREEMENT EXECUTED 100% AGENCY MAGELLAN MIDSTREAM PARTNERS LP	54.61		6,007.85CR
08/08/13	Sale	-95	PER ADVISORY AGREEMENT ENERGY TRANSFER EQUITY L P	65.03		6,177.74CR
08/22/13	Stock Dividend	720	PER ADVISORY AGREEMENT WESTPAC BANKING ADR HOLDING 180.0000 PAY DATE 08/16/2013			
08/22/13	Purchase	670	APOLLO GLOBAL MGMT LLC CL A SHARES	29.11	19,508.86	
08/30/13	Sale	-475	PER ADVISORY AGREEMENT BAYTEX ENERGY CORP SHS PER ADVISORY AGREEMENT. EXECUTED 100% AGENCY	39.52		18,776.37CR

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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

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	CASH		0.70	0.70			
14,363	ML BANK DEPOSIT PROGRAM	10/14/11	14,363.00	14,363.00			7.18
	Total Cash and Money Funds		14,363.70	14,363.70			7.18

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
85	BAYER AG SP ADR	10/06/11	4,582.80	12,070.00	7,487.20	154.00
45	BAYER AG SP ADR	11/18/11	2,817.90	6,390.00	3,572.10	82.00
35	BAYER AG SP ADR	01/20/12	2,425.50	4,970.00	2,544.50	64.00
30	BAYER AG SP ADR	08/16/12	2,331.90	4,260.00	1,928.10	55.00
305	BANK OF NOVA SCOTIA	05/19/08	15,016.68	19,077.75	4,061.07	711.00
30	BANK OF NOVA SCOTIA	01/20/12	1,595.40	1,876.50	281.10	70.00
85	BANK OF NOVA SCOTIA	08/16/12	4,501.01	5,316.75	815.74	198.00
285	COCA COLA AMATIL SPD ADR	05/27/09	3,887.74	6,099.00	2,211.26	507.00
190	COCA COLA AMATIL SPD ADR	03/15/11	4,355.88	4,066.00	(289.88)	338.00

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Equities						
95	COCA COLA AMATIL SPD ADR	11/18/11	2,312.30	2,033.00	(279.30)	169.00
160	COCA COLA AMATIL SPD ADR	01/20/12	3,928.00	3,424.00	(504.00)	285.00
50	COCA COLA AMATIL SPD ADR	08/16/12	1,443.00	1,070.00	(373.00)	89.00
185	ENI S P A SPONSORED ADR	05/19/08	15,192.11	8,970.65	(6,221.46)	428.00
130	ENI S P A SPONSORED ADR	11/18/11	5,616.31	6,303.70	687.39	301.00
85	ENI S P A SPONSORED ADR	01/20/12	3,784.29	4,121.65	337.36	197.00
110	ENI S P A SPONSORED ADR	08/16/12	4,836.47	5,333.90	497.43	255.00
380	ENBRIDGE INC COM	05/19/08	8,482.74	16,598.40	8,115.66	499.00
50	ENBRIDGE INC COM	01/20/12	1,810.00	2,184.00	374.00	66.00
65	ENBRIDGE INC COM	08/16/12	2,584.40	2,839.20	254.80	86.00
270	GOLAR LNG LIMITED	07/27/12	10,578.47	9,798.30	(780.17)	486.00
190	GOLAR LNG LIMITED	07/30/12	7,401.70	6,895.10	(506.60)	342.00
100	GOLAR LNG LIMITED	08/16/12	4,000.65	3,629.00	(371.65)	180.00
35	GLAXOSMITHKLINE PLC ADR	04/21/10	1,362.92	1,868.65	505.73	85.00
19	GLAXOSMITHKLINE PLC ADR	04/22/10	737.90	1,014.41	276.51	46.00
255	GLAXOSMITHKLINE PLC ADR	07/06/10	8,737.19	13,614.45	4,877.26	615.00
41	GLAXOSMITHKLINE PLC ADR	02/09/11	1,567.98	2,188.99	621.01	99.00

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BURKELAW AGENTS INC

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Equities						
39	GLAXOSMITHKLINE PLC ADR	02/10/11	1,479.78	2,082.21	602.43	94.00
60	GLAXOSMITHKLINE PLC ADR	11/18/11	2,620.20	3,203.40	583.20	145.00
30	GLAXOSMITHKLINE PLC ADR	08/16/12	1,402.80	1,601.70	198.90	73.00
435	HSBC HLDG PLC SP ADR	05/31/13	24,023.57	23,981.55	(42.02)	1,044.00
325	IMPERIAL TOB GRP SPS ADR	09/09/13	23,077.41	25,278.50	2,201.09	1,196.00
215	NATIONAL BANK CANADA	05/20/08	11,422.95	17,885.96	6,463.01	700.00
20	NATIONAL BANK CANADA	01/20/12	1,507.40	1,663.81	156.41	66.00
60	NATIONAL BANK CANADA	08/16/12	4,514.40	4,991.43	477.03	196.00
180	NATIONAL GRID PLC SP ADR	09/10/08	10,498.64	11,757.60	1,258.96	567.00
90	NATIONAL GRID PLC SP ADR	11/18/11	4,581.00	5,878.80	1,297.80	284.00
95	NATIONAL GRID PLC SP ADR	01/20/12	4,580.35	6,205.40	1,625.05	300.00
40	NATIONAL GRID PLC SP ADR	08/16/12	2,200.65	2,612.80	412.15	126.00
175	ROYAL DUTCH SHELL PLC SPONS ADR A	05/19/08	14,910.00	12,472.25	(2,437.75)	536.00
25	ROYAL DUTCH SHELL PLC SPONS ADR A	11/18/11	1,748.00	1,781.75	33.75	77.00
50	ROYAL DUTCH SHELL PLC SPONS ADR A	01/20/12	3,512.50	3,563.50	51.00	153.00

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BURKELAW AGENTS INC

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Equities						
65	ROYAL DUTCH SHELL PLC SPONS ADR A	08/16/12	4,607.85	4,632.55	24.70	199.00
330	ROGERS COMMUNICATIONS B	09/12/13	13,752.72	14,932.50	1,179.78	553.00
200	ROGERS COMMUNICATIONS B	09/16/13	8,490.58	9,050.00	559.42	335.00
250	ROYAL BANK CANADA PV\$1	02/02/12	13,172.98	16,807.50	3,634.52	628.00
105	ROYAL BANK CANADA PV\$1	08/16/12	5,607.11	7,059.15	1,452.04	264.00
250	SASOL LTD SPONSORED ADR	03/09/09	5,815.48	12,362.50	6,547.02	415.00
45	SASOL LTD SPONSORED ADR	11/18/11	2,101.05	2,225.25	124.20	75.00
50	SASOL LTD SPONSORED ADR	01/20/12	2,588.00	2,472.50	(115.50)	83.00
170	SASOL LTD SPONSORED ADR	08/16/12	7,358.88	8,406.50	1,047.62	283.00
355	STATOIL ASA SHS	05/19/08	14,999.74	8,566.15	(6,433.59)	305.00
190	STATOIL ASA SHS	11/18/11	4,786.99	4,584.70	(202.29)	164.00
170	STATOIL ASA SHS	01/20/12	4,234.70	4,102.10	(132.60)	146.00
175	STATOIL ASA SHS	08/16/12	4,381.07	4,222.75	(158.32)	151.00
48	SANOFI ADR	07/01/09	1,443.58	2,574.24	1,130.66	61.00
125	SANOFI ADR	07/01/11	5,020.70	6,703.75	1,683.05	157.00
265	SANOFI ADR	11/18/11	8,923.80	14,211.95	5,288.15	333.00

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BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

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Equities						
980	SEASpan CORP	02/06/12	14,697.65	22,491.00	7,793.35	1,225.00
125	SEASpan CORP	08/16/12	2,122.19	2,868.75	746.56	157.00
490	SEADRILL LTD	05/31/13	20,078.19	20,129.20	51.01	1,862.00
340	SSE PLC SPONSORED ADR	10/20/08	7,190.49	7,738.40	547.91	454.00
325	SSE PLC SPONSORED ADR	11/18/11	6,636.50	7,397.00	760.50	434.00
245	SSE PLC SPONSORED ADR	01/20/12	4,794.01	5,576.20	782.19	328.00
145	SSE PLC SPONSORED ADR	08/16/12	3,084.15	3,300.20	216.05	194.00
55	TOTAL S A SP ADR	03/06/09	2,523.27	3,369.85	846.58	145.00
140	TOTAL S A SP ADR	11/18/11	7,049.14	8,577.80	1,528.66	368.00
75	TOTAL S.A. SP ADR	01/20/12	3,868.58	4,595.25	726.67	197.00
105	TOTAL S A SP ADR	08/16/12	5,197.49	6,433.35	1,235.86	276.00
345	TRANSCANADA CORP	05/19/08	13,413.60	15,752.70	2,339.10	609.00
85	TRANSCANADA CORP	01/20/12	3,509.65	3,881.10	371.45	151.00
60	TRANSCANADA CORP	08/16/12	2,733.28	2,739.60	6.32	106.00
670	TELUS CORP COM	02/03/12	18,284.80	23,074.80	4,790.00	923.00
40	TELUS CORP COM	08/16/12	1,273.20	1,377.60	104.40	56.00
303	VODAFONE GROU PLC SP ADR	10/13/08	6,230.83	11,910.93	5,680.10	482.00





Fiscal Statement

BURKELAW AGENTS INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Equities						
35	VODAFONE GROU PLC SP ADR	10/27/08	557 92	1,375 85	817.93	56.00
140	VODAFONE GROU PLC SP ADR	11/18/11	3,808 90	5,503.40	1,694.50	223 00
40	VODAFONE GROU PLC SP ADR	01/20/12	1,110 00	1,572.40	462 40	64.00
115	VODAFONE GROU PLC SP ADR	08/16/12	3,368.98	4,520 65	1,151.67	183 00
480	TEEKAY OFFSHORE PARTNERS LP	05/19/08	10,821 62	15,883.20	5,061 58	1,009 00
160	TEEKAY OFFSHORE PARTNERS LP	08/16/12	4,528 05	5,294 40	766 35	337.00
555	SEVERN TRENT PLC 97GBP PAR ORDINARY	11/18/11	13,930 50	15,672 65	1,742.15	
195	SEVERN TRENT PLC 97GBP PAR ORDINARY	01/20/12	4,683 90	5,506 61	822.71	
55	SEVERN TRENT PLC 97GBP PAR ORDINARY	08/16/12	1,540 00	1,553.15	13.15	
151	SHOPPING CENTRES AUSTRAL AUD PAR ORDINARY	12/12/12	243 11	208 71	(34 40)	8.00
480	WESTPAC BANKING ADR	05/19/08	11,562 89	13,944 00	2,381 11	791 00
200	WESTPAC BANKING ADR	01/20/12	4,351 20	5,810 00	1,458.80	330.00
50	WESTPAC BANKING ADR	08/16/12	1,264 18	1,452.50	188 32	83.00

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Equities						
627	WESFARMERS LTD .5AUD PAR ORDINARY	11/26/13		24,703.99		
5,880	BOC HONG KONG (HLDGS) 5 HKD PAR ORDINARY	05/19/08	15,876.00	18,844.81	2,968.81	
530	BOC HONG KONG (HLDGS) 5 HKD PAR ORDINARY	11/18/11	1,150.10	1,698.60	548.50	
475	BOC HONG KONG (HLDGS) 5 HKD PAR ORDINARY	01/20/12	1,287.25	1,522.33	235.08	
335	BOC HONG KONG (HLDGS) 5 HKD PAR ORDINARY	08/16/12	1,061.95	1,073.84	11.69	
1,995	SUNCORP GROUP LTD ORDINARY SHARES	06/03/13	24,248.83	23,381.20	(867.63)	
290	COMMONWEALTH BANK OF AU ORDINARY FULLY PAID 2. AUD PAR ORDINARY	05/19/08	12,470.00	20,185.07	7,715.07	941.00
25	COMMONWEALTH BANK OF AU ORDINARY FULLY PAID 2. AUD PAR ORDINARY	08/16/12	1,506.25	1,740.09	233.84	82.00
120	RED ELEC CORP SA EUR PAR ORDINARY	11/18/11	5,401.30	8,019.66	2,618.36	
105	RED ELEC CORP SA EUR PAR ORDINARY	01/20/12	4,683.00	7,017.20	2,334.20	

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BURKELAW AGENTS INC

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Equities						
175	RED ELEC CORP SA EUR PAR ORDINARY	08/16/12	7,199.50	11,695.34	4,495.84	
330	WOOLWORTHS LTD 25AUD PAR ORDINARY	03/09/09	5,470.34	9,993.65	4,523.31	
210	WOOLWORTHS LTD 25AUD PAR ORDINARY	11/18/11	5,271.00	6,359.60	1,088.60	
135	WOOLWORTHS LTD 25AUD PAR ORDINARY	01/20/12	3,564.00	4,088.31	524.31	
80	WOOLWORTHS LTD 25AUD PAR ORDINARY	08/16/12	2,406.40	2,422.70	16.30	
Total Equities			621,310.31	776,145.59	130,131.29	28,190.00

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