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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

**Return of Private Foundation**  
**or Section 4947(a)(1) Trust Treated as Private Foundation**  
 Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.  
 Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

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

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

Name of foundation Smiling Life Foundation co Michael Roberts		<b>A Employer identification number</b> 26-4432572
Number and street (or P O box number if mail is not delivered to street address) Room/suite 6688 Gunpark Drive East		<b>B Telephone number (see instructions)</b> (303) 545-5755
City or town, state or province, country, and ZIP or foreign postal code Boulder, CO 80301		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (From Part II, col. (c), line 16) <b>\$</b> 617,482	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	5	5	5	
	<b>4</b> Dividends and interest from securities. . . . .	11,891	11,891	11,891	
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	29,700			
	<b>b</b> Gross sales price for all assets on line 6a 159,802				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		29,700		
	<b>8</b> Net short-term capital gain . . . . .			5,952	
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .					
<b>12 Total.</b> Add lines 1 through 11 . . . . .		41,596	41,596	17,848	
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .	2,472	2,472		
	<b>b</b> Accounting fees (attach schedule) . . . . .	3,882	3,882		
	<b>c</b> Other professional fees (attach schedule) . . . . .	1,978	1,978		
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
<b>23</b> Other expenses (attach schedule) . . . . .	750	750			
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .		9,082	9,082	0	
<b>25</b> Contributions, gifts, grants paid . . . . .		19,057			19,057
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25		28,139	9,082		19,057
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>		13,457			
<b>b Net investment income</b> (if negative, enter -0-)			32,514		
<b>c Adjusted net income</b> (if negative, enter -0-)				17,848	

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	16,418	17,985	17,985		
	<b>2</b>	Savings and temporary cash investments . . . . .					
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	587,607	599,497	599,497		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .					
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	604,025	617,482	617,482			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .	604,025	617,482			
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/>						
	<b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund						
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds						
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	604,025	617,482				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	604,025	617,482				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	604,025
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	13,457
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	617,482
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	617,482

**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)
<b>1a</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b>	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 }	<b>2</b>	29,700
<b>3</b>	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	}	<b>3</b>	5,952

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

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

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

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

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

(a) 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			
2011			
2010			
2009			
2008			

<b>2</b>	Total of line 1, column (d).		<b>2</b>	
<b>3</b>	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		<b>3</b>	
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b>	
<b>5</b>	Multiply line 4 by line 3.		<b>5</b>	
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b>	
<b>7</b>	Add lines 5 and 6.		<b>7</b>	
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b>	

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, and Total credits and payments. Values range from 0 to 665.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL, political expenditures, and substantial contributors. Columns for Yes/No.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . . 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address N/A
14 The books are in care of Michael Roberts Telephone no (303) 545-5755
Located at 6688 Gunpark Drive East Boulder CO ZIP +4 80301
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here . . . . . 15
and enter the amount of tax-exempt interest received or accrued during the year . . . . .
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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 page 20 of the instructions)?. 1b No
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 No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. Yes No
If "Yes," list the years 20\_\_, 20\_\_, 20\_\_, 20\_\_
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions). 2b No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20\_\_, 20\_\_, 20\_\_, 20\_\_
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. 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 No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b No

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . <b>5b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p> <p><b>c</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <b>6b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . <b>7b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
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**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
Crystal Roberts 6688 Gunpark Drive East Boulder, CO 80301	Exec Director 15 00	0		
Michael Roberts 6688 Gunpark Drive Boulder, CO 80301	Chairman 4 00	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. . . . .

**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
<b>1</b> Contributed \$15,000 to the American Refugee Committee to Further their goal of providing assistance to victims of war and civil conflict in order rebuild their lives	15,000
<b>2</b> Contributed \$3,057 to Children's House Preschool to assist their goal of providing high quality preschool to economically disadvantaged families	3,057
<b>3</b> Contributed \$1,000 to the Memorial Sloan-Kettering cancer center to assist in cancer research	1,000
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	

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

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	593,553
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	17,202
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	610,755
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	610,755
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	9,161
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	601,594
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	30,080

**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.)

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

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	19,057
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	19,057
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	19,057

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> 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. . . . . 2014-05-08

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	17,848	22,087	38,537		78,472
<b>b</b> 85% of line 2a . . . . .	15,171	18,774	32,756		66,701
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	19,057	9,000	76,239		104,296
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	19,057	9,000	76,239		104,296
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .	11,899	14,725	25,691		52,315
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

Michael Roberts

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

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV** **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> Memorial Sloan-Kettering Cancer Cen 1275 York Avenue New York, NY 10065	None	PC	Contributed \$1,000 to the Memorial Sloan-Kettering cancer center to assist in cancer research	1,000
American Refugee Committee 615 1st Avenue Northeast Minneapolis, MN 55413	None	PC	Contributed \$15,000 to the American Refugee Committee to Further their goal of providing assistance to victims of war and civil conflict in order rebuild their lives	15,000
Children's House Preschool 3370 Iris Walk Court Boulder, CO 80304	None	PC	Contributed \$3,057 to Children's House Preschool to assist their goal of providing high quality preschool to economically disadvantaged families	3,057
<b>Total . . . . .</b>				<b>19,057</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





## TY 2013 Accounting Fees Schedule

**Name:** Smiling Life Foundation  
co Michael Roberts

**EIN:** 26-4432572

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	3,882	3,882	0	0

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** Smiling Life Foundation  
co Michael Roberts

**EIN:** 26-4432572

**Software ID:** 13000170

**Software Version:** 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	599,497	

## TY 2013 Legal Fees Schedule

**Name:** Smiling Life Foundation  
co Michael Roberts

**EIN:** 26-4432572

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	2,472	2,472	0	0

## TY 2013 Other Expenses Schedule

**Name:** Smiling Life Foundation  
co Michael Roberts

**EIN:** 26-4432572

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office Expenses	750	750		

## TY 2013 Other Professional Fees Schedule

**Name:** Smiling Life Foundation  
co Michael Roberts

**EIN:** 26-4432572

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Mgmt	1,978	1,978	0	0

# Capital Gains Report

SMILING LIFE FOUNDATION (Account 888-49415)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
<b>SHORT - TERM COVERED</b>								
07/10/2012	01/07/2013	1	CHIPOTLE MEXICAN GRILL-CL A	298.17	382.23	298.17	382.23	-84.06
03/14/2012	01/07/2013	15	TIBCO SOFTWARE INC	21.89	29.88	328.29	448.13	-119.84
04/04/2012	01/07/2013	5	TIBCO SOFTWARE INC	21.89	31.35	109.43	156.74	-47.31
07/10/2012	01/25/2013	5	RED HAT INC	56.29	51.20	281.46	256.00	25.46
05/24/2012	01/30/2013	5	OCEANEERING INTL INC	62.23	47.99	311.17	239.94	71.23
04/04/2012	01/30/2013	5	TIBCO SOFTWARE INC	23.44	31.35	117.18	156.74	-39.56
05/16/2012	01/30/2013	5	TIBCO SOFTWARE INC	23.44	29.21	117.18	146.05	-28.87
03/06/2012	02/01/2013	6	MCKESSON CORP	103.90	82.38	623.38	494.30	129.08
03/23/2012	02/01/2013	2	MCKESSON CORP	103.90	86.39	207.79	172.79	35.00
06/18/2012	02/05/2013	10	MCGRAW HILL FINANCIAL INC	46.85	42.92	468.52	429.18	39.34
08/29/2012	02/05/2013	5	MCGRAW HILL FINANCIAL INC	46.85	50.18	234.26	250.90	-16.64
02/23/2012	02/05/2013	7	NATIONAL - OILWELL INC	68.59	86.71	480.11	606.98	-126.87
04/13/2012	02/05/2013	1	UNITEDHEALTH GROUP INC	57.08	58.18	57.08	58.18	-1.10
05/30/2012	02/06/2013	5	HELMERICH & PAYNE	64.06	45.68	320.29	228.39	91.90
07/10/2012	02/12/2013	10	RACKSPACE HOSTING INC	74.23	43.44	742.30	434.45	307.85
10/02/2012	02/12/2013	3	RACKSPACE HOSTING INC	74.23	67.08	222.69	201.24	21.45
07/20/2012	02/15/2013	1	CHIPOTLE MEXICAN GRILL-CL A	314.87	318.24	314.87	318.24	-3.37
04/09/2012	02/15/2013	15	DIRECTV	49.40	49.19	741.06	737.91	3.15
08/24/2012	02/15/2013	3	INTERCONTINENTALEXCHANGE INC	157.45	136.36	472.34	409.08	63.26
06/04/2012	02/15/2013	2	LINKEDIN CORP - A	161.34	89.24	322.68	178.48	144.20
10/11/2012	02/19/2013	1	FLOWERVE CORPORATION	159.44	128.76	159.44	128.76	30.68
02/23/2012	02/20/2013	20	MGM RESORTS INTERNATIONAL	12.95	14.14	259.09	282.72	-23.63
02/28/2012	02/20/2013	10	MGM RESORTS INTERNATIONAL	12.95	13.55	129.54	135.50	-5.96
11/15/2012	02/20/2013	3	ULTA SALON COSMETICS & FRAGRAN	86.35	87.08	259.06	261.24	-2.18
06/13/2012	02/21/2013	3	VF CORP	159.10	137.88	477.31	413.63	63.68
06/27/2012	02/21/2013	2	VF CORP	159.10	138.48	318.20	276.97	41.23
08/08/2012	02/25/2013	6	CELGENE CORP	100.35	71.60	602.09	429.63	172.46
06/28/2012	02/28/2013	3	CUMMINS INC	116.44	91.01	349.31	273.02	76.29
05/30/2012	02/28/2013	14	HELMERICH & PAYNE	66.49	45.68	930.80	639.51	291.29
06/11/2012	02/28/2013	9	STATE STREET CORP	56.97	42.96	512.75	386.60	126.15
01/24/2013	03/01/2013	5	AKAMAI TECHNOLOGIES	36.53	40.44	182.65	202.22	-19.57
07/20/2012	03/01/2013	4	IDEXX LABS CORP	91.08	89.67	364.31	358.68	5.63
06/04/2012	03/06/2013	2	LINKEDIN CORP - A	174.36	89.24	348.71	178.48	170.23
04/03/2012	03/06/2013	20	MGM RESORTS INTERNATIONAL	12.22	13.87	244.47	277.35	-32.88
05/18/2012	03/06/2013	5	MGM RESORTS INTERNATIONAL	12.22	10.28	61.12	51.40	9.72
04/27/2012	03/07/2013	2	COACH INC	48.65	74.05	97.31	148.11	-50.80
05/16/2012	03/07/2013	5	COACH INC	48.65	67.35	243.27	336.76	-93.49
07/31/2012	03/07/2013	6	COACH INC	48.65	51.09	291.93	306.57	-14.64
08/13/2012	03/07/2013	5	COACH INC	48.65	55.87	243.27	279.36	-36.09
04/13/2012	03/07/2013	4	UNITEDHEALTH GROUP INC	54.08	58.18	216.32	232.72	-16.40
05/15/2012	03/07/2013	2	UNITEDHEALTH GROUP INC	54.08	55.45	108.16	110.91	-2.75
05/16/2012	03/08/2013	10	**BP PLC-SPONS ADR	40.46	38.34	404.63	383.38	21.25
06/28/2012	03/08/2013	1	CUMMINS INC	119.48	91.01	119.48	91.01	28.47
07/02/2012	03/08/2013	2	CUMMINS INC	119.48	95.45	238.97	190.91	48.06
04/16/2012	03/08/2013	4	F5 NETWORKS INC	94.02	122.82	376.07	491.27	-115.20
05/21/2012	03/08/2013	1	F5 NETWORKS INC	94.02	116.06	94.02	116.06	-22.04

# Capital Gains Report

SMILING LIFE FOUNDATION (Account 888-49415)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/11/2012	03/08/2013	5	STATE STREET CORP	59 27	42 96	296 33	214 78	81 55
05/18/2012	03/14/2013	20	MGM RESORTS INTERNATIONAL	13 28	10 28	265 65	205 58	60 07
08/10/2012	03/14/2013	35	MGM RESORTS INTERNATIONAL	13 28	9 58	464 88	335 27	129 61
05/21/2012	03/15/2013	2	F5 NETWORKS INC	91 88	116 05	183 76	232 11	-48 35
06/01/2012	03/15/2013	3	F5 NETWORKS INC	91 88	99 58	275 65	298 75	-23 10
07/02/2012	03/22/2013	5	CUMMINS INC	113 53	95 45	567 64	477 27	90 37
06/11/2012	03/22/2013	1	STATE STREET CORP	59 46	42 96	59 46	42 96	16 50
06/12/2012	03/22/2013	10	STATE STREET CORP	59 46	43 13	594 60	431 30	163 30
11/15/2012	03/22/2013	2	ULTA SALON COSMETICS & FRAGRAN	77 59	87 08	155 18	174 16	-18 98
11/21/2012	03/22/2013	3	ULTA SALON COSMETICS & FRAGRAN	77 59	90 65	232 76	271 95	-39 19
12/13/2012	03/22/2013	4	ULTA SALON COSMETICS & FRAGRAN	77 59	94 57	310 35	378 30	-67 95
10/09/2012	03/26/2013	50	US BANCORP	33 67	34 68	1,683 68	1,733 78	-50 10
07/20/2012	04/02/2013	5	IDEXX LABS CORP	91 35	89 67	456 73	448 34	8 39
06/27/2012	04/04/2013	1	VF CORP	168.86	138.48	168.86	138.48	30.38
12/06/2012	04/05/2013	15	TIMKEN CO	53 08	45 27	796 16	679 04	117 12
08/21/2012	04/09/2013	10	***ASTRAZENECA PLC-SPONS ADR	50 64	47 11	506 42	471 10	35 32
09/10/2012	04/09/2013	10	BB&T CORP	30 78	32 81	307 75	328 08	-20 33
09/14/2012	04/09/2013	30	BB&T CORP	30 78	34 03	923 27	1,020 83	-97 56
10/19/2012	04/09/2013	10	BB&T CORP	30 78	30 05	307 75	300 49	7 26
09/18/2012	04/09/2013	6	DOLLAR GENERAL CORP	49 90	50 12	299 41	300 72	-1 31
09/18/2012	04/10/2013	9	DOLLAR GENERAL CORP	50 36	50 12	453 20	451 07	2 13
09/25/2012	04/11/2013	10	***BUNGE LTD	68 02	66 09	680 20	660 93	19 27
07/20/2012	04/11/2013	2	IDEXX LABS CORP	91 03	89 67	182 06	179 34	2 72
07/25/2012	04/11/2013	1	IDEXX LABS CORP	91 03	87 12	91 03	87 12	3 91
06/04/2012	04/22/2013	2	LINKEDIN CORP - A	174 10	89 24	348 21	178 48	169 73
08/09/2012	04/24/2013	5	EXXON MOBIL CORP	89 62	88 22	448 09	441 11	6 98
01/24/2013	04/25/2013	10	AKAMAI TECHNOLOGIES	43 07	40 44	430 71	404 43	26 28
02/01/2013	04/25/2013	10	AKAMAI TECHNOLOGIES	43 07	41 85	430 70	418 54	12 16
07/13/2012	04/25/2013	5	INTUIT INC	56 00	57 13	280 00	285 63	-5 63
02/21/2013	04/25/2013	6	INTUIT INC	56 00	61 12	336 00	366 74	-30 74
09/07/2012	04/25/2013	3	ROPER INDUSTRIES INC	124 03	104 67	372 08	314 02	58 06
09/28/2012	04/25/2013	2	ROPER INDUSTRIES INC	124 03	109 65	248 05	219 30	28 75
12/26/2012	04/25/2013	2	ROPER INDUSTRIES INC	124 03	109 75	248 05	219 51	28 54
05/16/2012	04/26/2013	5	TIBCO SOFTWARE INC	19 44	29 21	97 20	146 04	-48 84
06/05/2012	04/26/2013	15	TIBCO SOFTWARE INC	19 44	26 35	291 58	395 18	-103 60
07/26/2012	04/26/2013	10	TIBCO SOFTWARE INC	19 44	27 79	194 39	277 93	-83 54
06/07/2012	04/29/2013	3	ESTEE LAUDER COMPANIES-CL A	68 93	55 07	206 79	165 20	41 59
06/07/2012	04/30/2013	2	ESTEE LAUDER COMPANIES-CL A	69 61	55 06	139 23	110 13	29 10
06/08/2012	04/30/2013	2	ESTEE LAUDER COMPANIES-CL A	69 61	54 83	139 22	109 66	29 56
01/18/2013	05/03/2013	2	CST BRANDS INC	29 73	23 81	59 46	47 63	11 83
01/24/2013	05/03/2013	1	CST BRANDS INC	29 73	49 41	29 73	49 41	-19 68
03/18/2013	05/03/2013	1	CST BRANDS INC	29 73	38 72	29 72	38 72	-9 00
11/15/2012	05/14/2013	15	TRIMBLE NAVIGATION LTD	28.28	26.34	424.20	395.09	29.11
11/09/2012	05/15/2013	35	TYSON FOODS INC-CL A	25 03	16 79	876 08	587 63	288 45
07/10/2012	05/17/2013	7	RED HAT INC	55 21	51 20	386 48	358 40	28 08
11/15/2012	05/17/2013	3	TRIMBLE NAVIGATION LTD	29 03	26 34	87 09	79 02	8 07
11/21/2012	05/17/2013	12	TRIMBLE NAVIGATION LTD	29 03	26 92	348 36	323 03	25 33
11/06/2012	05/21/2013	6	***PARTNERRE LTD	88 51	79 33	531 07	475 98	55 09
08/20/2012	05/22/2013	20	***VALIDUS HOLDINGS LTD	35 80	33 36	716 00	667 16	48 84

# Capital Gains Report

SMILING LIFE FOUNDATION (Account 888-49415)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/24/2012	06/04/2013	5	EBAY INC	52 86	47 21	264 31	236 07	28 24
08/24/2012	06/06/2013	5	EBAY INC	51 30	47 21	256 50	236 07	20 43
02/01/2013	06/13/2013	2	F5 NETWORKS INC	74 73	105 65	149 47	211 30	-61 83
02/05/2013	06/13/2013	2	F5 NETWORKS INC	74 73	106 77	149 46	213 54	-64 08
08/24/2012	06/13/2013	2	INTERCONTINENTALEXCHANGE INC	171 93	136 36	343 86	272 72	71 14
07/25/2012	06/17/2013	2	IDEXX LABS CORP	91 75	87 13	183 49	174 25	9 24
07/30/2012	06/17/2013	3	IDEXX LABS CORP	91 75	88 94	275 24	266 83	8 41
11/07/2012	06/17/2013	4	IDEXX LABS CORP	91 75	92 83	366 99	371 32	-4 33
11/29/2012	06/17/2013	2	IDEXX LABS CORP	91 75	93 56	183 50	187 13	-3 63
09/27/2012	06/25/2013	19	COMCAST CORP-CLASS A	40 04	35 71	760 79	678 40	82 39
09/12/2012	06/25/2013	10	DISCOVER FINANCIAL SERVICES	46 10	38 30	461 05	383 02	78 03
02/13/2013	07/01/2013	25	JPMORGAN CHASE & CO	53 19	49 17	1,329 63	1,229 28	100 35
03/01/2013	07/01/2013	15	JPMORGAN CHASE & CO	53 19	48 74	797 77	731 12	66 65
09/26/2012	07/02/2013	8	CITRIX SYSTEMS INC	61 60	74 36	492 80	594 91	-102 11
04/05/2013	07/02/2013	14	SOLARWINDS INC	39 00	54 93	546 02	769 04	-223 02
11/14/2012	07/10/2013	2	AMAZON COM INC	290 04	224 39	580 08	448 79	131 29
02/19/2013	07/10/2013	3	STERICYCLE INC	114 49	97 05	343 48	291 15	52 33
11/14/2012	07/15/2013	1	AMAZON COM INC	305 63	224 39	305 63	224 39	81 24
10/18/2012	07/19/2013	5	CITRIX SYSTEMS INC	64 99	65 78	324 97	328 90	-3 93
12/11/2012	07/19/2013	2	CITRIX SYSTEMS INC	64 99	64 88	129 99	129 76	0 23
07/25/2012	07/25/2013	5	BIOGEN IDEC INC	229 14	142 18	1,145 68	710 88	434 80
09/12/2012	07/25/2013	10	DISCOVER FINANCIAL SERVICES	50 31	38 30	503 12	383 01	120 11
02/19/2013	07/26/2013	2	STERICYCLE INC	116 07	97 05	232 15	194 10	38 05
02/27/2013	08/02/2013	5	HARLEY DAVIDSON INC	58 57	52 11	292 87	260 56	32 31
03/01/2013	08/02/2013	3	HARLEY DAVIDSON INC	58 57	52 43	175 72	157 29	18 43
04/23/2013	08/08/2013	35	***TAIWAN SEMICONDUCTOR-SP ADR	16 18	18 29	566 25	640 00	-73 75
06/05/2013	08/08/2013	10	***TAIWAN SEMICONDUCTOR-SP ADR	16 18	18 72	161 78	187 20	-25 42
01/31/2013	08/09/2013	2	BLACKROCK INC	281 05	237 39	562 10	474 79	87 31
09/07/2012	08/12/2013	6	EXXON MOBIL CORP	89 90	89 82	539 41	538 95	0 46
10/12/2012	09/03/2013	17	DIAMOND OFFSHORE DRILLING	63 72	65 44	1,083 26	1,112 53	-29 27
11/07/2012	09/04/2013	2	LINKEDIN CORP - A	239 07	101 23	478 15	202 47	275 68
11/12/2012	09/05/2013	10	FACEBOOK INC-A	42 51	19 49	425 07	194 93	230 14
05/22/2013	09/10/2013	20	AXIALL CORP	41 69	47 66	833 79	953 19	-119 40
06/05/2013	09/10/2013	10	AXIALL CORP	41 69	41 98	416 90	419 79	-2 89
02/14/2013	09/10/2013	15	ELECTRONIC ARTS INC	26 89	17 26	403 40	258 87	144 53
04/17/2013	09/10/2013	4	***LIBERTY GLOBAL PLC-A	77 63	76 67	310 52	306 69	3 83
09/27/2012	09/12/2013	5	EXXON MOBIL CORP	88 12	92 02	440 61	460 11	-19 50
10/12/2012	09/12/2013	3	EXXON MOBIL CORP	88 12	90 81	264 37	272 43	-8 06
11/07/2012	09/17/2013	1	LINKEDIN CORP - A	247 51	101 24	247 51	101 24	146 27
09/21/2012	09/17/2013	2	PRECISION CASTPARTS CORP	235 82	163 84	471 65	327 69	143 96
11/06/2012	09/18/2013	5	DELTA AIR LINES INC	23 27	9 93	116 35	49 65	66 70
02/21/2013	09/23/2013	2	STERICYCLE INC	115 67	95 83	231 35	191 67	39 68
03/18/2013	09/23/2013	3	STERICYCLE INC	115 67	101 25	347 02	303 74	43 28
11/14/2012	09/25/2013	1	AMAZON COM INC	313 50	224 39	313 50	224 39	89 11
11/12/2012	09/25/2013	5	FACEBOOK INC-A	49 23	19 49	246 17	97 47	148 70
02/28/2013	09/25/2013	25	HUNTSMAN CORP	20 48	17 27	512 12	431 76	80 36
06/28/2013	10/03/2013	25	ABERCROMBIE & FITCH CO-CL A	35 45	45 28	886 26	1,132 04	-245 78
11/12/2012	10/03/2013	5	FACEBOOK INC-A	49 15	19 49	245 77	97 47	148 30
02/12/2013	10/03/2013	25	HELIX ENERGY SOLUTIONS GROUP	25 00	24 35	625 03	608 77	16 26

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/08/2012	10/03/2013	1	LINKEDIN CORP - A	247 97	99 60	247 97	99 60	148 37
03/07/2013	10/07/2013	5	CAPITAL ONE FINANCIAL CORP	68 96	54 16	344 80	270 79	74 01
02/28/2013	10/10/2013	15	HUNTSMAN CORP	21 54	17 27	323 13	259 06	64 07
02/28/2013	10/11/2013	30	HUNTSMAN CORP	21 69	17 27	650 72	518 12	132 60
04/16/2013	10/11/2013	7	ROCK-TENN COMPANY -CL A	105 59	89 75	739 13	628 28	110 85
11/06/2012	10/14/2013	15	DELTA AIR LINES INC	24 06	9 93	360 84	148 94	211 90
07/25/2013	10/15/2013	10	EMC CORP/MASS	24 70	26 59	247 01	265 94	-18 93
11/12/2012	10/15/2013	5	FACEBOOK INC-A	49 93	19 49	249 65	97 46	152 19
02/13/2013	10/15/2013	5	FACEBOOK INC-A	49 93	28 22	249 64	141 08	108 56
01/31/2013	10/16/2013	2	EOG RESOURCES INC	182 06	125 72	364 13	251 45	112 68
02/04/2013	10/16/2013	2	EOG RESOURCES INC	182 06	127 25	364 13	254 51	109 62
07/25/2013	10/23/2013	15	EMC CORP/MASS	23 51	26 59	352 69	398 90	-46 21
08/05/2013	10/23/2013	10	EMC CORP/MASS	23 51	26 43	235 12	264 34	-29 22
12/11/2012	10/24/2013	5	CITRIX SYSTEMS INC	58 23	64 88	291 17	324 39	-33 22
03/07/2013	10/24/2013	5	CAPITAL ONE FINANCIAL CORP	70 56	54 16	352 81	270 79	82 02
11/21/2012	10/25/2013	2	AMAZON COM INC	358 20	235 17	716 41	470 35	246 06
06/20/2013	10/30/2013	5	***SENSATA TECHNOLOGIES HOLDIN	38 07	35 23	190 34	176 17	14 17
01/08/2013	10/31/2013	5	EXXON MOBIL CORP	90 11	87 65	450 55	438 25	12 30
02/14/2013	10/31/2013	5	EXXON MOBIL CORP	90 11	88 19	450 55	440 96	9 59
03/07/2013	11/01/2013	2	CAPITAL ONE FINANCIAL CORP	68 89	54 15	137 78	108 31	29 47
03/11/2013	11/01/2013	3	CAPITAL ONE FINANCIAL CORP	68 89	54 42	206 68	163 25	43 43
06/20/2013	11/11/2013	15	***SENSATA TECHNOLOGIES HOLDIN	37 15	35 23	557 22	528 51	28 71
08/05/2013	11/11/2013	5	***SENSATA TECHNOLOGIES HOLDIN	37 15	38 29	185 74	191 43	-5 69
06/19/2013	11/12/2013	15	BROWN & BROWN INC	31 39	32 34	470 83	485 09	-14 26
07/10/2013	11/12/2013	5	BROWN & BROWN INC	31 39	32 74	156 94	163 70	-6 76
12/11/2012	11/14/2013	8	CITRIX SYSTEMS INC	55 18	64 88	441 47	519 02	-77 55
05/01/2013	11/14/2013	10	CITRIX SYSTEMS INC	55 18	62 42	551 83	624 22	-72 39
03/20/2013	11/14/2013	2	WW GRAINGER INC	265 15	225 61	530 29	451 22	79 07
04/22/2013	11/14/2013	6	ROCK-TENN COMPANY -CL A	95 36	89 27	572 16	535 60	36 56
09/18/2013	11/20/2013	5	EXPEDITORS INTL WASH INC	43 47	45 04	217 37	225 19	-7 82
02/13/2013	12/11/2013	5	FACEBOOK INC-A	49 51	28 21	247 53	141 07	106 46
02/19/2013	12/16/2013	6	***EVEREST RE GROUP LTD	148 70	122 05	892 19	732 32	159 87
SUBTOTAL FOR SHORT-TERM COVERED						66,035 53	60,084 42	5,951 11
<b>LONG-TERM COVERED</b>								
01/06/2011	01/07/2013	3	ALLERGAN INC	98 34	70 60	295 02	211 79	83 23
02/11/2011	01/07/2013	2	ALLERGAN INC	98 34	73 90	196 68	147 80	48 88
06/20/2011	01/07/2013	5	UNITEDHEALTH GROUP INC	52 03	47 53	260 13	237 63	22 50
06/20/2011	01/07/2013	2	UNITEDHEALTH GROUP INC	52 03	51 24	104 05	102 48	1 57
09/09/2011	01/10/2013	5	DOLLAR GENERAL CORP	42 96	34 65	214 82	173 23	41 59
01/05/2011	01/15/2013	4	CITRIX SYSTEMS INC	68 89	68 01	275 57	272 03	3 54
03/21/2011	01/15/2013	3	CITRIX SYSTEMS INC	68 89	68 39	206 67	205 17	1 50
06/20/2011	01/15/2013	10	UNITEDHEALTH GROUP INC	53 46	51 24	534 59	512 40	22 19
10/13/2011	01/17/2013	65	MICRON TECHNOLOGY INC	7 79	5 36	506 49	348 29	158 20
03/21/2011	01/23/2013	2	CITRIX SYSTEMS INC	68 96	68 39	137 91	136 78	1 13
06/20/2011	01/23/2013	3	CITRIX SYSTEMS INC	68 96	74 08	206 87	222 23	-15 36

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01/25/2011	01/23/2013	45	DELTA AIR LINES INC	13 88	11 70	624 64	526 63	98 01
06/20/2011	01/23/2013	3	UNITEDHEALTH GROUP INC	55 73	51 24	167 18	153 72	13 46
08/08/2011	01/23/2013	5	UNITEDHEALTH GROUP INC	55 73	42 64	278 63	213 20	65 43
08/11/2011	01/23/2013	2	UNITEDHEALTH GROUP INC	55 73	42 81	111 45	85 62	25 83
11/03/2011	01/28/2013	4	BOEING CO/THE	74 37	65 63	297 49	262 52	34 97
11/08/2011	01/28/2013	7	BOEING CO/THE	74 37	65 77	520 61	460 39	60 22
09/22/2011	01/28/2013	5	DOLLAR GENERAL CORP	46 97	36 77	234 83	183 83	51 00
11/25/2011	01/30/2013	3	BOEING CO/THE	74 56	62 98	223 67	188 95	34 72
12/28/2011	01/31/2013	25	MGM RESORTS INTERNATIONAL	12 71	10 13	317 65	253 27	64 38
05/04/2011	02/05/2013	15	MCGRAW HILL FINANCIAL INC	46 85	40 48	702 78	607 27	95 51
08/11/2011	02/05/2013	8	UNITEDHEALTH GROUP INC	57 08	42 81	456 62	342 50	114 12
01/30/2012	02/05/2013	1	UNITEDHEALTH GROUP INC	57 08	50 66	57 08	50 66	6 42
03/29/2011	02/06/2013	9	COMCAST CORP-CLASS A	38 76	24 56	348 81	221 07	127 74
10/05/2011	02/11/2013	25	APPLIED MATERIALS INC	13.62	10.54	340.46	263.42	77.04
10/12/2011	02/11/2013	15	APPLIED MATERIALS INC	13 62	11 36	204 28	170 36	33 92
02/04/2011	02/12/2013	5	***ASTRAZENECA PLC-SPONS ADR	47 23	47 39	236 17	236 94	-0 77
08/11/2011	02/13/2013	5	***BP PLC-SPONS ADR	42 46	39 65	212 29	198 26	14 03
08/12/2011	02/13/2013	10	***BP PLC-SPONS ADR	42 46	39 72	424 59	397 21	27 38
09/16/2011	02/13/2013	25	***BP PLC-SPONS ADR	42 46	39 55	1,061 47	988 72	72 75
10/06/2011	02/13/2013	10	***BP PLC-SPONS ADR	42 46	36 21	424 59	362 06	62 53
10/07/2011	02/13/2013	15	***BP PLC-SPONS ADR	42 46	37 07	636 88	556 05	80 83
10/24/2011	02/13/2013	5	***BP PLC-SPONS ADR	42 46	41 59	212 29	207 95	4 34
01/31/2011	02/15/2013	5	DIRECTV	49 40	42 11	247 02	210 53	36 49
05/06/2011	02/19/2013	2	FLOWERVE CORPORATION	159 44	122 17	318 89	244 35	74 54
12/28/2011	02/20/2013	45	MGM RESORTS INTERNATIONAL	12 95	10 13	582 95	455 87	127 08
12/28/2011	02/20/2013	10	MGM RESORTS INTERNATIONAL	12 95	10 13	129 55	101 31	28 24
01/25/2011	02/22/2013	5	DELTA AIR LINES INC	13 63	11 70	68 17	58 51	9 66
01/28/2011	02/22/2013	15	DELTA AIR LINES INC	13 63	12 07	204 51	181 08	23 43
12/22/2011	02/28/2013	20	CISCO SYSTEMS INC	20 87	18 16	417 36	363 13	54 23
02/07/2012	02/28/2013	10	CISCO SYSTEMS INC	20 87	20 25	208 68	202 55	6 13
03/08/2011	03/06/2013	5	BROADCOM CORP-CL A	33 38	41 23	166 91	206 16	-39 25
04/29/2011	03/06/2013	10	BROADCOM CORP-CL A	33 38	34 44	333 82	344 37	-10 55
07/12/2011	03/06/2013	10	BROADCOM CORP-CL A	33 38	33 21	333 81	332 13	1 68
02/28/2012	03/06/2013	10	MGM RESORTS INTERNATIONAL	12 22	13 55	122 23	135 50	-13 27
09/22/2011	03/07/2013	5	DOLLAR GENERAL CORP	47 98	36 77	239 92	183 83	56 09
10/24/2011	03/08/2013	5	***BP PLC-SPONS ADR	40 46	41 59	202 32	207 95	-5 63
01/12/2012	03/08/2013	10	***BP PLC-SPONS ADR	40 46	44 26	404 64	442 62	-37 98
01/20/2011	03/14/2013	2	EOG RESOURCES INC	131 33	99 82	262 67	199 64	63 03
07/25/2011	03/14/2013	2	EOG RESOURCES INC	131 33	106 45	262 67	212 91	49 76
10/13/2011	03/15/2013	30	MICRON TECHNOLOGY INC	9 42	5 36	282 49	160 75	121 74
04/29/2011	03/21/2013	10	CITIGROUP INC	45 99	45 58	459 92	455 78	4 14
05/17/2011	03/21/2013	10	CITIGROUP INC	45 99	41 34	459 92	413 44	46 48
08/04/2011	03/28/2013	3	VISA INC - CLASS A SHRS	169.13	85.68	507.39	257.03	250.36
04/05/2011	04/02/2013	35	AT&T INC	37 55	30 92	1,314 20	1,082 37	231 83
02/07/2012	04/02/2013	15	CISCO SYSTEMS INC	21 20	20 26	317 99	303 83	14 16
03/18/2011	04/02/2013	5	QUALCOMM INC	66 15	51 08	330 76	255 38	75 38
03/23/2011	04/02/2013	5	QUALCOMM INC	66 15	52 06	330 77	260 32	70 45
03/29/2011	04/02/2013	5	QUALCOMM INC	66 15	53 97	330 76	269 83	60 93
01/05/2011	04/04/2013	3	NOBLE ENERGY INC	113 31	83 85	339 94	251 54	88 40

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02/23/2011	04/04/2013	1	NOBLE ENERGY INC	113 31	88 94	113 31	88 94	24 37
10/25/2011	04/04/2013	2	PRECISION CASTPARTS CORP	184 52	172 09	369 05	344 19	24 86
11/01/2011	04/04/2013	1	PRECISION CASTPARTS CORP	184 52	158 52	184 52	158 52	26 00
10/10/2011	04/05/2013	15	GANNETT CO	20 27	10 71	304 11	160 58	143 53
11/23/2011	04/05/2013	5	GANNETT CO	20 27	10 43	101 37	52 13	49 24
10/10/2011	04/09/2013	5	***ASTRAZENECA PLC-SPONS ADR	50 64	47 09	253 21	235 45	17 76
02/07/2012	04/09/2013	10	***ASTRAZENECA PLC-SPONS ADR	50 64	47 50	506 43	474 99	31 44
10/13/2011	04/09/2013	15	MICRON TECHNOLOGY INC	9 44	5 36	141 64	80 37	61 27
10/25/2011	04/09/2013	45	MICRON TECHNOLOGY INC	9 44	5 55	424 90	249 54	175 36
04/18/2011	04/18/2013	5	QUALCOMM INC	63 92	52 47	319 59	262 33	57 26
02/08/2012	04/24/2013	20	CISCO SYSTEMS INC	20 47	20 17	409 42	403 43	5 99
02/28/2012	04/24/2013	14	CISCO SYSTEMS INC	20 47	20 19	286 59	282 61	3 98
03/28/2012	04/24/2013	21	CISCO SYSTEMS INC	20 47	20 88	429 89	438 53	- 8 64
02/27/2012	04/24/2013	20	WELLS FARGO & COMPANY	37 28	30 48	745 57	609 61	135 96
03/20/2012	04/24/2013	10	WELLS FARGO & COMPANY	37 28	34 11	372 79	341 10	31 69
08/25/2011	04/25/2013	8	INTUIT INC	56 00	45 29	448 00	362 31	85 69
01/10/2012	04/25/2013	5	INTUIT INC	56 00	54 35	280 00	271 73	8 27
08/04/2011	05/01/2013	2	VISA INC - CLASS A SHRS	167 17	85 68	334 35	171 36	162 99
10/12/2011	05/06/2013	25	APPLIED MATERIALS INC	14 82	11 36	370 38	283 92	86 46
10/31/2011	05/06/2013	20	APPLIED MATERIALS INC	14 82	12 46	296 30	249 11	47 19
12/23/2011	05/06/2013	5	APPLIED MATERIALS INC	14 82	10 67	74 08	53 35	20 73
05/03/2011	05/15/2013	30	TYSON FOODS INC-CL A	25 03	19 78	750 93	593 36	157 57
07/11/2011	05/15/2013	25	TYSON FOODS INC-CL A	25 03	18 48	625 78	461 88	163 90
07/11/2011	05/15/2013	10	TYSON FOODS INC-CL A	25 03	18 47	250 31	184 75	65 56
10/25/2011	05/22/2013	35	MICRON TECHNOLOGY INC	11 21	5 55	392 33	194 08	198 25
06/20/2011	06/03/2013	2	CITRIX SYSTEMS INC	63 19	74 08	126 38	148 16	- 21 78
08/01/2011	06/03/2013	3	CITRIX SYSTEMS INC	63 19	70 35	189 57	211 06	- 21 49
02/25/2011	06/06/2013	10	EMC CORP/MASS	24 58	26 85	245 80	268 48	- 22 68
03/02/2011	06/12/2013	4	COMCAST CORP-CLASS A	39 41	25 22	157 63	100 88	56 75
03/29/2011	06/12/2013	5	COMCAST CORP-CLASS A	39 41	24 56	197 04	122 81	74 23
05/06/2011	06/13/2013	1	FLOWERVE CORPORATION	163 36	122 18	163 36	122 18	41 18
08/12/2011	06/13/2013	1	FLOWERVE CORPORATION	163 36	90 02	163 36	90 02	73 34
06/05/2012	06/13/2013	5	F5 NETWORKS INC	74 73	100 03	373 67	500 16	- 126 49
10/24/2011	06/13/2013	5	HARLEY DAVIDSON INC	52 84	38 76	264 21	193 78	70 43
01/28/2011	06/18/2013	5	DELTA AIR LINES INC	18 75	12 07	93 75	60 36	33 39
07/15/2011	06/18/2013	15	DELTA AIR LINES INC	18 75	8 49	281 26	127 30	153 96
03/02/2011	06/25/2013	5	COMCAST CORP-CLASS A	40 04	25 22	200 21	126 10	74 11
03/02/2011	06/25/2013	11	COMCAST CORP-CLASS A	40 04	26 40	440 46	290 41	150 05
03/02/2011	06/25/2013	3	COMCAST CORP-CLASS A	40 04	26 40	120 13	79 20	40 93
03/29/2011	06/25/2013	3	COMCAST CORP-CLASS A	40 04	24 56	120 13	73 69	46 44
04/26/2011	06/25/2013	20	GAMESTOP CORP-CLASS A	40 07	26 50	801 49	529 99	271 50
03/28/2012	07/01/2013	17	JPMORGAN CHASE & CO	53 19	46 10	904 15	783 69	120 46
05/07/2012	07/01/2013	8	JPMORGAN CHASE & CO	53 19	41 85	425 48	334 79	90 69
08/01/2011	07/02/2013	2	CITRIX SYSTEMS INC	61 60	70 35	123 20	140 71	- 17 51
10/24/2011	07/02/2013	3	HARLEY DAVIDSON INC	55 66	39 72	166 98	119 15	47 83
06/05/2012	07/10/2013	4	OCEANEERING INTL INC	78 83	45 20	315 32	180 81	134 51
07/13/2012	07/19/2013	1	VF CORP	194 88	139 10	194 88	139 10	55 78
06/26/2012	07/24/2013	2	AFFILIATED MANAGERS GROUP INC	173 74	102 54	347 47	205 08	142 39
02/11/2011	07/24/2013	2	ALLERGAN INC	90 27	73 89	180 55	147 79	32 76

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/25/2011	07/24/2013	1	ALLERGAN INC	90 27	73 90	90 27	73 90	16 37
01/09/2012	07/24/2013	6	VERTEX PHARMACEUTICALS INC	84 85	35 29	509 08	211 75	297 33
07/06/2012	07/24/2013	3	VERTEX PHARMACEUTICALS INC	84 85	54 94	254 54	164 83	89 71
06/26/2012	07/25/2013	1	AFFILIATED MANAGERS GROUP INC	174 07	102 54	174 07	102 54	71 54
06/27/2012	07/25/2013	1	AFFILIATED MANAGERS GROUP INC	174 07	104 70	174 07	104 70	69 37
04/07/2011	07/25/2013	4	MONSANTO CO	101 01	68 44	404 04	273 78	130 26
04/15/2011	07/25/2013	2	MONSANTO CO	101 01	67 35	202 02	134 71	67 31
11/01/2011	07/25/2013	1	PRECISION CASTPARTS CORP	225 26	158 51	225 26	158 51	66 75
10/05/2011	07/26/2013	5	LEAR CORP	67 32	43 01	336 58	215 07	121 51
08/16/2011	07/26/2013	40	NV ENERGY INC	23 58	14 55	943 40	581 97	361 43
10/12/2011	07/26/2013	15	NV ENERGY INC	23 58	15 23	353 77	228 38	125 39
01/20/2012	07/26/2013	20	NV ENERGY INC	23 58	15 74	471 70	314 73	156 97
01/25/2012	07/30/2013	1	PRECISION CASTPARTS CORP	222 74	177 20	222 74	177 20	45 54
02/25/2011	08/01/2013	2	ALLERGAN INC	91 23	73 90	182 46	147 80	34 66
03/18/2011	08/01/2013	1	ALLERGAN INC	91 23	70 17	91 23	70 17	21 06
06/12/2012	08/02/2013	10	GAMESTOP CORP-CLASS A	50 29	18 23	502 93	182 27	320 66
10/24/2011	08/02/2013	7	HARLEY DAVIDSON INC	58 57	39 72	410 02	278 02	132 00
02/23/2012	08/02/2013	1	NATIONAL - OILWELL INC	71 40	86 71	71 40	86 71	-15 31
03/27/2012	08/02/2013	8	NATIONAL - OILWELL INC	71 40	78 32	571 17	626 58	-55 41
04/13/2012	08/02/2013	6	NATIONAL - OILWELL INC	71 40	78 97	428 37	473 83	-45 46
11/10/2011	08/02/2013	5	TIME WARNER CABLE	116 07	59 96	580 37	299 82	280 55
06/17/2011	08/08/2013	5	QUALCOMM INC	65 76	52 98	328 82	264 89	63 93
07/22/2011	08/08/2013	3	QUALCOMM INC	65 76	57 25	197 29	171 75	25 54
01/25/2012	08/09/2013	1	PRECISION CASTPARTS CORP	219 31	177 19	219 31	177 19	42 12
08/09/2012	08/12/2013	14	EXXON MOBIL CORP	89 90	88 22	1,258 61	1,235 09	23 52
08/09/2012	08/12/2013	5	EXXON MOBIL CORP	89 90	89 90	449 50	449 52	-0 02
12/23/2011	08/13/2013	20	APPLIED MATERIALS INC	15 71	10 67	314 16	213 41	100 75
01/09/2012	08/13/2013	30	APPLIED MATERIALS INC	15 71	11 18	471 25	335 33	135 92
02/03/2012	08/13/2013	5	APPLIED MATERIALS INC	15 71	12 83	78 54	64 15	14 39
12/14/2011	08/19/2013	5	HERSHEY CO/THE	94 70	58 77	473 50	293 86	179 64
02/23/2012	08/21/2013	2	PRECISION CASTPARTS CORP	215 86	166 45	431 72	332 90	98 82
07/08/2011	08/22/2013	10	WALT DISNEY CO/THE	61 27	39 57	612 71	395 68	217 03
07/25/2011	08/26/2013	1	EOG RESOURCES INC	157 91	106 46	157 91	106 46	51 45
12/27/2011	08/26/2013	1	EOG RESOURCES INC	157 91	99 27	157 92	99 27	58 65
12/27/2011	08/26/2013	1	EOG RESOURCES INC	157 91	99 27	157 91	99 27	58 64
08/04/2011	09/10/2013	5	WALT DISNEY CO/THE	62 59	36 14	312 95	180 68	132 27
06/04/2012	09/10/2013	15	MACY'S INC	44 63	36 21	669 48	543 09	126 39
11/14/2011	09/10/2013	20	MICRON TECHNOLOGY INC	16 43	5 32	328 52	106 39	222 13
09/07/2012	09/10/2013	10	TJX COMPANIES INC	53 74	45 88	537 38	458 79	78 59
07/25/2012	09/12/2013	1	BIOPEN IDEC INC	234 12	142 17	234 12	142 17	91 95
09/07/2012	09/12/2013	5	EXXON MOBIL CORP	88 12	89 83	440 61	449 13	-8 52
07/15/2011	09/18/2013	15	DELTA AIR LINES INC	23 27	8 49	349 07	127 29	221 78
03/23/2012	09/19/2013	2	MCKESSON CORP	132 11	86 39	264 22	172 78	91 44
09/12/2012	09/20/2013	10	DISCOVER FINANCIAL SERVICES	52 26	38 75	522 62	387 53	135 09
09/14/2012	09/20/2013	10	DISCOVER FINANCIAL SERVICES	52 26	39 22	522 61	392 20	130 41
04/15/2011	09/23/2013	3	MONSANTO CO	105 94	67 36	317 84	202 07	115 77
05/17/2011	09/23/2013	1	MONSANTO CO	105 94	62 95	105 94	62 95	42 99
07/12/2012	09/26/2013	12	RED HAT INC	46 69	50 47	560 24	605 70	-45 46
08/24/2012	10/02/2013	5	EBAY INC	55 51	47 21	277 53	236 07	41 46

# Capital Gains Report

SMILING LIFE FOUNDATION (Account 888-49415)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/24/2012	10/09/2013	2	INTERCONTINENTALEXCHANGE INC	188 91	136 36	377 83	272 72	105 11
06/27/2012	10/10/2013	3	AFFILIATED MANAGERS GROUP INC	187 40	104 70	562 21	314 10	248 11
09/14/2012	10/10/2013	5	***ROYAL DUTCH SHELL PLC-ADR	64 09	73 24	320 45	366 19	-45 74
09/17/2012	10/10/2013	11	***ROYAL DUTCH SHELL PLC-ADR	64 09	73 28	704 99	806 03	-101 04
04/05/2012	10/15/2013	10	COGNIZANT TECH SOLUTIONS-A	86 34	77 12	863 44	771 21	92 23
09/21/2012	10/15/2013	1	PRECISION CASTPARTS CORP	238 36	163 85	238 36	163 85	74 51
09/26/2012	10/15/2013	1	PRECISION CASTPARTS CORP	238 36	161 16	238 36	161 16	77 20
12/27/2011	10/16/2013	1	EOG RESOURCES INC	182 06	99 26	182 06	99 26	82 80
08/24/2012	10/16/2013	10	EBAY INC	53 69	47 21	536 88	472 14	64 74
06/04/2012	10/16/2013	5	MACY'S INC	43 08	36 21	215 40	181 03	34 37
06/05/2012	10/16/2013	5	MACY'S INC	43 08	36 22	215 40	181 10	34 30
08/08/2012	10/23/2013	2	CELGENE CORP	159 07	71 60	318 14	143 21	174 93
03/31/2011	10/23/2013	8	GILEAD SCIENCES INC	68 70	21 38	549 62	171 05	378 57
05/17/2012	10/23/2013	1	PRICELINE.COM INC	1074 01	647 12	1,074 01	647 12	426 89
08/13/2012	10/30/2013	2	BIOGEN IDEC INC	251 75	143 88	503 49	287 75	215 74
02/23/2011	10/30/2013	8	NOBLE ENERGY INC	76 31	44 47	610 46	355 76	254 70
10/12/2012	10/31/2013	7	EXXON MOBIL CORP	90 11	90 81	630 77	635 66	-4 89
12/19/2011	11/01/2013	20	CIT GROUP INC	48 02	34 06	960 31	681 23	279 08
06/08/2012	11/01/2013	4	ESTEE LAUDER COMPANIES-CL A	69 89	54 83	279 57	219 33	60 24
07/16/2012	11/01/2013	7	ESTEE LAUDER COMPANIES-CL A	69 89	51 67	489 24	361 71	127 53
08/24/2012	11/01/2013	5	ESTEE LAUDER COMPANIES-CL A	69 89	60 17	349 46	300 84	48 62
04/26/2011	11/08/2013	5	WELLPOINT INC	86 97	73 04	434 86	365 20	69 66
05/02/2011	11/08/2013	5	WELLPOINT INC	86 97	77 47	434 86	387 35	47 51
08/04/2011	11/08/2013	5	WELLPOINT INC	86 97	63 95	434 85	319 77	115 08
01/30/2012	11/08/2013	5	WELLPOINT INC	86 97	64 53	434 86	322 63	112 23
02/07/2012	11/08/2013	5	WELLPOINT INC	86 97	64 67	434 85	323 35	111 50
11/25/2011	11/11/2013	4	BOEING CO/THE	132 83	62 98	531 32	251 94	279 38
12/27/2011	11/11/2013	1	BOEING CO/THE	132 83	74 23	132 83	74 23	58 60
07/20/2012	11/12/2013	1	CHIPOTLE MEXICAN GRILL-CL A	533 29	318 25	533 29	318 25	215 04
12/27/2011	11/20/2013	3	BOEING CO/THE	133 91	74 22	401 72	222 67	179 05
01/30/2012	11/20/2013	2	BOEING CO/THE	133 91	73 90	267 82	147 81	120 01
07/25/2012	11/22/2013	15	WELLPOINT INC	92 40	53 75	1,385 97	806 28	579 69
07/26/2012	11/22/2013	1	WELLPOINT INC	92 40	52 92	92 40	52 92	39 48
09/13/2012	11/25/2013	30	FIDELITY NATIONAL FINANCIAL IN	28 46	19 89	853 79	596 81	256 98
08/13/2012	11/26/2013	1	BIOGEN IDEC INC	289 87	143 87	289 87	143 87	146 00
10/19/2012	11/26/2013	1	BIOGEN IDEC INC	289 87	145 20	289 87	145 20	144 67
08/04/2011	11/27/2013	5	WALT DISNEY CO/THE	70 70	36 13	353 52	180 67	172 85
08/31/2011	11/27/2013	5	WALT DISNEY CO/THE	70 70	34 17	353 51	170 84	182 67
03/18/2011	12/03/2013	5	ALLERGAN INC	95 71	70 17	478 53	350 83	127 70
12/27/2011	12/03/2013	1	ALLERGAN INC	95 71	87 95	95 71	87 95	7 76
08/08/2012	12/03/2013	1	INTUITIVE SURGICAL INC	372 84	501 16	372 84	501 16	-128 32
09/19/2012	12/03/2013	1	INTUITIVE SURGICAL INC	372 84	513 20	372 84	513 20	-140 36
11/12/2012	12/03/2013	1	INTUITIVE SURGICAL INC	372 84	532 77	372 84	532 77	-159 93
11/28/2012	12/03/2013	1	INTUITIVE SURGICAL INC	372 84	530 06	372 83	530 06	-157 23
05/15/2012	12/04/2013	5	UNITEDHEALTH GROUP INC	73 64	55 46	368 19	277 28	90 91
07/26/2012	12/06/2013	4	WELLPOINT INC	90 28	52 91	361 13	211 66	149 47
08/01/2012	12/06/2013	3	WELLPOINT INC	90 28	54 61	270 85	163 82	107 03
11/14/2011	12/16/2013	15	MICRON TECHNOLOGY INC	22 72	5 32	340 81	79 80	261 01

# Capital Gains Report

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SUBTOTAL FOR LONG-TERM COVERED						74,833.84	58,280.66	16,553.18
<b>LONG-TERM NON-COVERED</b>								
10/05/2009	01/07/2013	1	GOOGLE INC-CL A	736.67	490.53	736.67	490.53	246.14
12/03/2010	01/15/2013	3	CITRIX SYSTEMS INC	68.89	70.71	206.68	212.12	-5.44
10/05/2009	01/30/2013	5	SCHLUMBERGER LTD	78.86	57.79	394.29	288.93	105.36
05/27/2010	02/12/2013	15	***ASTRAZENECA PLC-SPONS ADR	47.23	41.25	708.51	618.77	89.74
06/01/2010	02/12/2013	5	***ASTRAZENECA PLC-SPONS ADR	47.23	42.57	236.17	212.83	23.34
07/15/2010	02/12/2013	15	***ASTRAZENECA PLC-SPONS ADR	47.23	50.03	708.51	750.52	-42.01
11/19/2010	02/12/2013	5	***ASTRAZENECA PLC-SPONS ADR	47.23	48.86	236.17	244.28	-8.11
11/29/2010	02/12/2013	15	***ASTRAZENECA PLC-SPONS ADR	47.23	47.31	708.51	709.63	-1.12
11/29/2010	02/12/2013	5	***ASTRAZENECA PLC-SPONS ADR	47.23	47.31	236.17	236.55	-0.38
10/05/2009	02/15/2013	5	SCHLUMBERGER LTD	79.63	57.78	398.16	288.92	109.24
02/03/2010	02/28/2013	2	APPLE INC	445.59	197.13	891.18	394.26	496.92
06/14/2010	03/11/2013	1	LEAR CORP	55.35	34.09	55.35	34.09	21.26
06/14/2010	03/11/2013	13	LEAR CORP	55.35	34.09	719.58	443.19	276.39
11/10/2010	04/01/2013	10	STARBUCKS CORP	57.03	30.43	570.28	304.34	265.94
10/05/2009	04/02/2013	3	TIME WARNER CABLE	97.00	41.97	291.00	125.90	165.10
12/18/2009	04/02/2013	2	TIME WARNER CABLE	97.00	42.65	194.00	85.31	108.69
08/05/2010	04/04/2013	2	NOBLE ENERGY INC	113.31	68.74	226.63	137.49	89.14
10/05/2009	04/11/2013	40	PFIZER INC	30.15	16.38	1,206.01	655.30	550.71
06/14/2010	04/12/2013	6	LEAR CORP	54.65	34.09	327.89	204.55	123.34
10/05/2009	04/18/2013	10	PFIZER INC	30.63	16.38	306.27	163.83	142.44
11/30/2010	04/23/2013	5	STARBUCKS CORP	59.27	30.79	296.37	153.95	142.42
10/05/2009	05/03/2013	10	PFIZER INC	28.97	16.38	289.70	163.82	125.88
11/29/2010	05/10/2013	20	KROGER CO	34.40	22.88	687.97	457.53	230.44
11/01/2010	05/15/2013	5	WALT DISNEY CO/THE	67.49	36.12	337.45	180.62	156.83
10/15/2010	06/06/2013	5	DANAHER CORP	60.06	41.75	300.31	208.74	91.57
03/15/2010	06/06/2013	20	EMC CORP/MASS	24.58	18.72	491.59	374.43	117.16
11/29/2010	06/07/2013	25	KROGER CO	34.00	22.88	850.03	571.92	278.11
11/30/2010	06/12/2013	5	STARBUCKS CORP	65.36	30.79	326.78	153.94	172.84
02/03/2010	06/17/2013	1	APPLE INC	433.70	197.13	433.70	197.13	236.57
05/11/2010	06/17/2013	1	APPLE INC	433.70	252.13	433.70	252.13	181.57
11/29/2010	06/26/2013	10	KROGER CO	34.70	22.88	346.96	228.77	118.19
05/11/2010	07/19/2013	1	APPLE INC	428.60	252.13	428.60	252.13	176.47
12/18/2009	07/22/2013	7	TIME WARNER CABLE	115.77	42.65	810.37	298.57	511.80
12/18/2009	08/02/2013	1	TIME WARNER CABLE	116.07	42.65	116.07	42.65	73.42
11/22/2010	08/19/2013	10	VIACOM INC-CLASS B	78.00	37.98	780.03	379.76	400.27
12/20/2010	08/19/2013	5	VIACOM INC-CLASS B	78.00	38.67	390.01	193.36	196.65
11/01/2010	08/22/2013	5	WALT DISNEY CO/THE	61.27	36.12	306.35	180.61	125.74
12/28/2010	09/17/2013	8	VIACOM INC-CLASS B	83.18	39.24	665.47	313.94	351.53
04/29/2010	10/23/2013	2	GILEAD SCIENCES INC	68.70	20.44	137.40	40.88	96.52
10/05/2009	11/13/2013	1	GOOGLE INC-CL A	1024.39	490.54	1,024.39	490.54	533.85
SUBTOTAL FOR LONG-TERM NON-COVERED						18,811.28	11,736.76	7,074.52

# Capital Gains Report

SMILING LIFE FOUNDATION (Account 888-49415)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
<b>CASH IN LIEU COVERED</b>								
	05/10/2013		CST BRANDS INC			13 96		13 96
	06/28/2013		***LIBERTY GLOBAL PLC-A			64 31		64 31
	06/28/2013		***LIBERTY GLOBAL PLC-SERIES C			42 35		42 35
SUBTOTAL FOR CASH IN LIEU COVERED						120 62	0 00	120 62
<b>TOTAL</b>						<b>159,801 27</b>	<b>130,101 84</b>	<b>29,699 43</b>

\*\* ACCOUNT TOTALS \*\*

CURRENT PERIOD - G/L 29,699 43

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	5,951 11	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	0 00	
SHORT TERM TOTAL		5,951 11
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	16,553 18	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	7,074 52	
LONG TERM TOTAL		23,627 70
CIL - COVERED		120 62

Capital-Gains Distributions If you own shares of the Sanford C Bernstein Fund, Inc , you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report) Long-term capital-gains distributions are a separate item on the I R S forms, and appear on the Summary-of-Key-Items report

Zero-Cost Transactions If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero You will need to update the report data with the correct purchase information

CIL represents cash in lieu of fractional shares

This information should be reviewed by your tax advisor or accountant