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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation: **JUSTIN INGERMAN FOUNDATION**

Employer identification number: **27-1750707**

Number and street (or P O box number if mail is not delivered to street address): **837 LAFAYETTE ROAD**

Room/suite: _____

Telephone number: **610-527-2963**

City or town, state or province, country, and ZIP or foreign postal code: **BRYN MAWR, PA 19010**

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 1,871,871.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

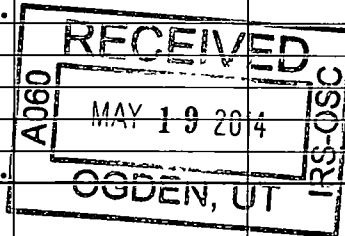
C If exemption application is pending, check here

D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

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

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		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	799,719.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	65,593.	65,593.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	56,531.			
	b Gross sales price for all assets on line 6a	972,963.			
	7 Capital gain net income (from Part IV, line 2)		56,531.		
	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	921,843.	122,124.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STMT 2 7,033.	7,033.		0.
	17 Interest				
	18 Taxes	STMT 3 1,043.	394.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 4 289.	289.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	8,365.	7,716.		0.
	25 Contributions, gifts, grants paid	611,000.			611,000.
26 Total expenses and disbursements Add lines 24 and 25	619,365.	7,716.		611,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	302,478.				
b Net investment income (if negative, enter -0-)		114,408.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED MAY 30 2014

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	290,115.	47,888.	47,888.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ SECURITIES)	1,173,327.	1,718,032.	1,823,983.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,463,442.	1,765,920.	1,871,871.	
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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	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	1,463,442.	1,765,920.		
30 Total net assets or fund balances	1,463,442.	1,765,920.		
31 Total liabilities and net assets/fund balances	1,463,442.	1,765,920.		

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	1,463,442.
2 Enter amount from Part I, line 27a	2	302,478.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,765,920.
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	1,765,920.

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				
b SEE ATTACHED STATEMENTS				
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				
b				
c				
d				
e	972,963.	916,432.	56,531.	
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			56,531.	
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	56,531.	
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	119,576.	1,204,162.	.099302
2011	75,000.	1,048,721.	.071516
2010	27,147.	478,950.	.056680
2009	25,000.	1,894.	13.199578
2008			

2 Total of line 1, column (d)	2	13.427076
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	3.356769
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,655,687.
5 Multiply line 4 by line 3	5	5,557,759.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,144.
7 Add lines 5 and 6	7	5,558,903.
8 Enter qualifying distributions from Part XII, line 4 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.	8	611,000.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,288.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,288.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	2,288.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	848.
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	848.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,442.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of BRAD INGERMAN Telephone no. 610-527-2963 Located at 837 LAFAYETTE ROAD, BRYN MAWR, PA ZIP+4 19010
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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years
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.)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
BRAD INGERMAN 837 LAFAYETTE ROAD BRYN MAWR, PA 19010	TRUSTEE 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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,556,498.
b	Average of monthly cash balances	1b	124,403.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,680,901.
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	1,680,901.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,214.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,655,687.
6	Minimum investment return. Enter 5% of line 5	6	82,784.

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	82,784.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,288.
2b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,288.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	80,496.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	80,496.
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	80,496.

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	611,000.
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	611,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	611,000.

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

Part XIII. Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				80,496.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	24,998.			
c From 2010	4,932.			
d From 2011	23,494.			
e From 2012	60,214.			
f Total of lines 3a through e	113,638.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 611,000.				
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				80,496.
e Remaining amount distributed out of corpus	530,504.			
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	644,142.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	644,142.			
10 Analysis of line 9:				
a Excess from 2009	24,998.			
b Excess from 2010	4,932.			
c Excess from 2011	23,494.			
d Excess from 2012	60,214.			
e Excess from 2013	530,504.			

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

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

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

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

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

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

BRAD INGERMAN

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

NONE

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

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
- 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
a Paid during the year				
TEMPLE UNIVERSITY - BEASLEY SCHOOL OF LAW 1719 N BROAD ST PHILADELPHIA, PA 19122	UNRELATED	501(C)3	EDUCATION	75,000.
THE CHOP FOUNDATION P.O. BOX 8500 PHILADELPHIA, PA 19178-1352	UNRELATED	501(C)3	CHARITABLE	535,000.
URBAN PROMISE 27 N 36TH ST CAMDEN, NJ 08105	UNRELATED	501(C)3	CHARITABLE	1,000.
Total				
				▶ 3a 611,000.
b Approved for future payment				
NONE				
Total				
				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No, Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

JUSTIN INGERMAN FOUNDATION

Employer identification number

27-1750707

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization JUSTIN INGERMAN FOUNDATION	Employer identification number 27-1750707
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BRAD AND LAURIE INGERMAN 837 LAFAYETTE ROAD BRYN MAWR, PA 19010	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	PHEASANT HILL CONSTRUCTION 63 CHESTNUT RD, SUITE 7 PAOLI, PA 19301	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	BRAD AND LAURIE INGERMAN 837 LAFAYETTE ROAD BRYN MAWR, PA 19010	\$ 99,719.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

JUSTIN INGERMAN FOUNDATION

27-1750707

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	252 SHARES APPLE STOCK	\$ 99,719.	11/01/13

Name of organization JUSTIN INGERMAN FOUNDATION	Employer identification number 27-1750707
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

JUSTIN INGERMAN FOUNDATION

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 ALLY FINANCIAL	P	03/23/11	05/31/13
b OVERSEAS SHIPPING	P	06/08/11	05/31/13
c GMAC	P	02/17/11	08/15/13
d ALLY FINANCIAL	P	03/23/11	12/02/13
e OPPENHEIMER	P	09/20/12	12/02/13
f QWEST	P	05/15/13	12/02/13
g BERNSTEIN - SEE ATTACHED	P		12/31/13
h BERNSTEIN - SEE ATTACHED	P		12/31/13
i BERNSTEIN - SEE ATTACHED	P		12/31/13
j CULLEN FUNDS	P		04/25/13
k WELLS FARGO - SEE ATTACHED	P		12/31/13
l WELLS FARGO - SEE ATTACHED	P		12/31/13
m POWERSHARES TR	P		09/04/13
n POWERSHARES - K-1	P		12/31/13
o POWERSHARES - K-1	P		12/31/13

(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 6,660.		6,269.	391.
b 40,050.		51,445.	-11,395.
c 60,000.		60,664.	-664.
d 153,857.		144,187.	9,670.
e 96,300.		93,375.	2,925.
f 69,526.		87,500.	-17,974.
g 83,070.		78,242.	4,828.
h 78,121.		64,838.	13,283.
i 21.			21.
j 57,443.		48,000.	9,443.
k 289,445.		251,819.	37,626.
l 20,823.		21,281.	-458.
m 9,062.		8,787.	275.
n		2.	-2.
o		23.	-23.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			391.
b			-11,395.
c			-664.
d			9,670.
e			2,925.
f			-17,974.
g			4,828.
h			13,283.
i			21.
j			9,443.
k			37,626.
l			-458.
m			275.
n			-2.
o			-23.

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	
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	

JUSTIN INGERMAN FOUNDATION

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 CAPITAL GAINS DIVIDENDS			
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 8,585.			8,585.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			8,585.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	56,531.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
BB&T CAPITAL MARKETS	24,900.	0.	24,900.	24,900.		
BERSTEIN GLOBAL WEALTH MANAGEMENT	20,770.	0.	20,770.	20,770.		
BERSTEIN GLOBAL WEALTH MANAGEMENT	3,012.	3,012.	0.	0.		
CITICORP	364.	0.	364.	364.		
MORGAN STANLEY	9,534.	0.	9,534.	9,534.		
MORGAN STANLEY	5,529.	5,529.	0.	0.		
POWERSHARES DB COMMODITY INDEX TR FUND	2.	0.	2.	2.		
WELLS FARGO	10,023.	0.	10,023.	10,023.		
WELLS FARGO	44.	44.	0.	0.		
TO PART I, LINE 4	74,178.	8,585.	65,593.	65,593.		

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT ADVISORY FEES	7,033.	7,033.		0.		
TO FORM 990-PF, PG 1, LN 16C	7,033.	7,033.		0.		

FORM 990-PF	TAXES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FOREIGN TAXES	394.	394.		0.		
FEDERAL TAXES	634.	0.		0.		
STATE TAXES	15.	0.		0.		
TO FORM 990-PF, PG 1, LN 18	1,043.	394.		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
PORTFOLIO DEDUCTIONS - K-1	33.	33.		0.
SEC 1256 LOSS FROM K-1	256.	256.		0.
TO FORM 990-PF, PG 1, LN 23	289.	289.		0.

Capital Gains Report

JUSTIN INGERMAN FOUNDATION (Account: 888-53918)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
11/16/2012	01/07/2013	5	***PARTNERRE LTD	82.32	77.55	411.58	387.75	23.83
06/06/2012	01/07/2013	3	SHERWIN-WILLIAMS CO/THE	158.09	126.58	474.26	379.74	94.52
03/14/2012	01/08/2013	15	TIBCO SOFTWARE INC	21.80	29.88	327.00	448.13	-121.13
04/09/2012	01/08/2013	5	TIBCO SOFTWARE INC	21.80	32.53	109.00	162.64	-53.64
07/30/2012	01/09/2013	6	BECTON DICKINSON & CO	81.57	76.04	489.42	456.24	33.18
10/25/2012	01/09/2013	5	LIBERTY MEDIA CORP - LIBER-A	121.26	111.41	606.30	557.04	49.26
06/06/2012	01/09/2013	4	SHERWIN-WILLIAMS CO/THE	162.23	126.58	648.92	506.33	142.59
09/13/2012	01/10/2013	15	BB&T CORP	30.48	33.26	457.22	498.91	-41.69
05/31/2012	01/10/2013	6	INTL BUSINESS MACHINES CORP	192.00	194.30	1,151.98	1,165.80	-13.82
08/22/2012	01/10/2013	7	UNITED TECHNOLOGIES CORP	84.61	79.45	592.29	556.18	36.11
10/02/2012	01/10/2013	9	UNITED TECHNOLOGIES CORP	84.61	78.35	761.52	705.12	56.40
10/25/2012	01/16/2013	9	STARZ - A	15.73	12.75	141.54	114.79	26.75
05/08/2012	02/01/2013	1	MCKESSON CORP	103.90	89.30	103.90	89.30	14.60
05/31/2012	02/01/2013	5	MCKESSON CORP	103.90	87.59	519.48	437.95	81.53
04/09/2012	02/01/2013	15	TIBCO SOFTWARE INC	23.79	32.53	356.78	487.92	-131.14
05/29/2012	02/01/2013	10	TIBCO SOFTWARE INC	23.79	27.70	237.86	277.00	-39.14
07/25/2012	02/04/2013	50	NV ENERGY INC	18.95	17.79	889.57	889.57	57.81
09/13/2012	02/06/2013	20	BB&T CORP	30.83	33.26	616.60	665.22	-48.62
09/21/2012	02/06/2013	20	BB&T CORP	30.83	33.44	616.60	668.71	-52.11
06/08/2012	02/06/2013	10	EXXON MOBIL CORP	89.67	80.16	896.65	801.56	95.09
05/21/2012	02/06/2013	11	PROCTER & GAMBLE CO	75.45	63.10	830.00	694.10	135.90
08/02/2012	02/07/2013	10	**EATON CORP PLC	58.90	42.76	589.02	427.59	161.43
05/17/2012	02/11/2013	10	**ASTRAZENECA PLC-SPONS ADR	47.44	42.44	474.35	424.40	49.95
10/03/2012	02/11/2013	10	HARRIS CORP	46.55	51.47	465.54	514.74	-49.20
12/27/2012	02/12/2013	25	MARSH & MCLENNAN COS INC	35.47	34.38	886.72	859.58	27.14
01/09/2013	02/12/2013	15	MARSH & MCLENNAN COS INC	35.47	34.86	532.03	522.83	9.20
12/10/2012	02/19/2013	6	ULTA SALON COSMETICS & FRAGRAN	85.26	99.85	511.57	599.09	-87.52
02/28/2012	02/20/2013	10	MGM RESORTS INTERNATIONAL	12.95	13.55	129.54	135.50	-5.96
11/13/2012	02/27/2013	13	DIRECTV	48.61	48.81	631.90	634.54	-2.64
09/05/2012	03/01/2013	3	INTERCONTINENTALEXCHANGE INC	153.80	135.51	461.41	406.52	54.89
11/08/2012	03/06/2013	3	LINKEDIN CORP - A	174.36	99.60	523.07	298.80	224.27
06/15/2012	03/07/2013	2	CHIPOTLE MEXICAN GRILL-CL A	326.46	400.96	652.93	801.92	-148.99
04/20/2012	03/08/2013	3	COACH INC	48.72	76.25	146.17	228.75	-82.58
07/31/2012	03/08/2013	18	COACH INC	48.72	51.09	876.99	919.71	-42.72
04/16/2012	03/14/2013	4	F5 NETWORKS INC	91.58	122.82	366.33	491.27	-124.94
05/29/2012	03/14/2013	2	F5 NETWORKS INC	91.58	108.94	183.16	217.88	-34.72
04/10/2012	03/15/2013	25	MGM RESORTS INTERNATIONAL	13.04	13.67	326.12	341.68	-15.56
06/14/2012	03/15/2013	35	MGM RESORTS INTERNATIONAL	13.04	11.04	456.57	386.53	70.04
05/31/2012	03/19/2013	11	MCKESSON CORP	105.82	87.59	1,163.99	963.49	200.50
05/17/2012	03/21/2013	10	AMGEN INC	94.02	71.38	940.19	713.80	226.39
08/16/2012	03/21/2013	5	MICROSOFT CORP	28.11	30.45	140.57	152.27	-11.70
09/17/2012	03/21/2013	10	MICROSOFT CORP	28.11	31.13	281.13	311.34	-30.21
10/03/2012	03/22/2013	12	HARRIS CORP	44.01	51.47	528.07	617.69	-89.62
01/07/2013	03/22/2013	8	HARRIS CORP	44.01	49.95	352.05	399.62	-47.57
06/06/2012	03/22/2013	8	SHERWIN-WILLIAMS CO/THE	168.54	126.58	1,348.36	1,012.65	335.71
12/14/2012	03/22/2013	8	ULTA SALON COSMETICS & FRAGRAN	77.59	94.73	620.70	757.83	-137.13

Capital Gains Report

JUSTIN INGERMAN FOUNDATION (Account: 888-53918)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/22/2012	03/25/2013	20	TYSON FOODS INC-CL A	24.15	19.42	482.91	388.39	94.52
09/26/2012	03/25/2013	10	TYSON FOODS INC-CL A	24.15	16.30	241.45	163.01	78.44
09/26/2012	03/25/2013	5	TYSON FOODS INC-CL A	24.15	16.30	120.73	81.50	39.23
10/16/2012	03/26/2013	15	KINDER MORGAN INC	37.69	35.48	565.41	532.18	33.23
08/09/2012	04/05/2013	7	IDEXX LABS CORP	89.52	89.49	626.63	626.41	0.22
05/17/2012	04/10/2013	5	***ASTRAZENECA PLC-SPONS ADR	50.95	42.44	254.75	212.20	42.55
09/04/2012	04/10/2013	20	***ASTRAZENECA PLC-SPONS ADR	50.95	46.41	1,019.01	928.27	90.74
06/08/2012	04/12/2013	5	EXXON MOBIL CORP	88.63	80.16	443.17	400.78	42.39
05/29/2012	04/19/2013	10	TIBCO SOFTWARE INC	18.58	27.70	185.84	277.00	-91.16
08/24/2012	04/19/2013	15	TIBCO SOFTWARE INC	18.58	29.20	278.76	438.06	-159.30
08/09/2012	04/23/2013	8	IDEXX LABS CORP	86.60	89.49	692.80	715.90	-23.10
06/08/2012	04/25/2013	5	EXXON MOBIL CORP	88.64	80.16	443.21	400.78	42.43
01/09/2013	04/25/2013	10	INTUIT INC	57.00	62.10	569.97	621.05	-51.08
02/07/2013	04/25/2013	10	INTUIT INC	57.00	62.48	569.96	624.85	-54.89
08/02/2012	05/01/2013	10	***EATON CORP PLC	59.55	42.76	595.53	427.58	167.95
06/27/2012	05/01/2013	3	VISA INC - CLASS A SHRS	167.17	122.91	501.52	368.73	132.79
05/21/2012	05/06/2013	25	ALTRIA GROUP INC	36.13	31.79	903.36	794.75	108.61
01/25/2013	05/06/2013	5	CST BRANDS INC	29.61	32.82	148.06	164.10	-16.04
02/14/2013	05/06/2013	1	CST BRANDS INC	29.61	40.85	29.61	40.85	-11.24
05/21/2012	05/13/2013	5	PHILIP MORRIS INTERNATIONAL	94.13	84.21	470.65	421.05	49.60
09/26/2012	05/14/2013	15	TYSON FOODS INC-CL A	25.08	16.30	376.13	244.51	131.62
10/11/2012	05/14/2013	5	TYSON FOODS INC-CL A	25.08	16.23	125.38	81.15	44.23
06/12/2012	05/14/2013	25	US BANCORP	33.78	30.48	844.56	761.97	82.59
08/20/2012	05/14/2013	25	US BANCORP	33.78	33.08	844.57	826.93	17.64
02/07/2013	05/14/2013	25	US BANCORP	33.78	33.49	844.56	837.17	7.39
05/21/2012	05/16/2013	4	PHILIP MORRIS INTERNATIONAL	95.94	84.21	383.75	336.84	46.91
08/28/2012	05/16/2013	1	PHILIP MORRIS INTERNATIONAL	95.94	91.02	95.94	91.02	4.92
08/06/2012	05/17/2013	20	MERCK & CO. INC.	45.53	44.55	910.54	890.91	19.63
09/26/2012	05/17/2013	25	MEDTRONIC INC	49.55	43.45	1,238.68	1,086.23	152.45
12/28/2012	05/17/2013	7	JM SMUCKER CO/THE	102.29	85.51	716.05	598.56	117.49
10/11/2012	05/20/2013	20	TYSON FOODS INC-CL A	24.95	16.23	498.97	324.60	174.37
01/03/2013	05/21/2013	5	***EVEREST RE GROUP LTD	131.26	111.97	656.29	559.85	96.44
07/26/2012	06/06/2013	5	ALTRIA GROUP INC	35.65	35.60	178.24	177.99	0.25
08/09/2012	06/10/2013	8	IDEXX LABS CORP	84.20	89.49	673.62	715.89	-42.27
01/31/2013	06/12/2013	8	F5 NETWORKS INC	74.41	104.94	595.31	839.51	-244.20
04/02/2013	06/14/2013	10	CAMPBELL SOUP CO	44.64	46.05	446.41	460.46	-14.05
03/25/2013	06/21/2013	50	SAFEMAY INC	22.81	25.96	1,140.73	1,298.11	-157.38
08/16/2012	07/16/2013	35	GENERAL ELECTRIC CO	23.48	20.95	821.88	733.35	88.53
11/05/2012	07/19/2013	8	VERTEX PHARMACEUTICALS INC	88.46	46.07	707.65	368.59	339.06
12/28/2012	07/22/2013	10	FISERV INC	92.07	78.73	920.70	787.31	133.39
01/11/2013	07/22/2013	10	FISERV INC	92.07	82.81	920.70	828.15	92.55
05/20/2013	07/22/2013	10	FISERV INC	92.07	90.17	920.70	901.71	18.99
02/06/2013	07/26/2013	10	HARLEY DAVIDSON INC	55.35	52.83	553.50	528.27	25.23
05/01/2013	08/05/2013	5	ALLERGAN INC	92.33	99.54	461.65	497.71	-36.06
11/07/2012	08/13/2013	16	DIAMOND OFFSHORE DRILLING	67.70	67.97	1,083.18	1,087.60	-4.42
11/13/2012	08/13/2013	19	DIAMOND OFFSHORE DRILLING	67.70	64.01	1,286.27	1,216.28	69.99
02/28/2013	08/28/2013	4	STERICYCLE INC	112.92	96.19	451.67	384.77	66.90
03/12/2013	09/12/2013	30	EXXON MOBIL CORP	88.12	89.57	2,643.68	2,687.00	-43.32
02/05/2013	09/19/2013	25	GAMESTOP CORP-CLASS A	51.98	26.07	1,299.61	651.85	647.76

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/01/2013	09/20/2013	5	ALLERGAN INC	92.27	99.54	461.35	497.70	-36.35
12/06/2012	09/20/2013	50	DISCOVER FINANCIAL SERVICES	52.16	40.40	2,607.86	2,020.18	587.68
09/26/2012	09/20/2013	20	FIDELITY NATIONAL FINANCIAL IN	25.95	21.18	518.98	423.63	95.35
01/09/2013	09/20/2013	3	GOLDMAN SACHS GROUP INC	166.70	133.64	500.09	400.91	99.18
11/08/2012	09/20/2013	2	LINKEDIN CORP - A	242.79	99.60	485.57	199.20	286.37
02/25/2013	09/20/2013	7	MONSANTO CO	106.12	99.13	742.87	693.93	48.94
02/28/2013	09/20/2013	12	STERICYCLE INC	116.53	96.19	1,398.39	1,154.31	244.08
02/25/2013	09/23/2013	7	MONSANTO CO	105.94	99.13	741.61	693.93	47.68
08/06/2013	09/30/2013	35	ABERCROMBIE & FITCH CO-CL A	35.45	48.96	1,240.87	1,713.53	-472.66
02/21/2013	10/04/2013	3	EOG RESOURCES INC	173.35	123.77	520.05	371.32	148.73
10/16/2012	10/04/2013	20	KINDER MORGAN INC	35.50	35.48	709.94	709.58	0.36
07/25/2013	10/16/2013	20	EMC CORP/MASS	24.86	26.59	497.10	531.87	-34.77
11/14/2012	10/17/2013	2	AMAZON COM INC	307.53	224.39	615.06	448.79	166.27
05/08/2013	10/18/2013	7	BOEING CO/THE	121.96	94.10	853.69	658.71	194.98
10/31/2012	10/18/2013	15	KINDER MORGAN INC	35.32	34.68	529.78	520.27	9.51
11/12/2012	10/18/2013	5	KINDER MORGAN INC	35.32	32.57	176.59	162.86	13.73
07/25/2013	10/23/2013	50	EMC CORP/MASS	23.51	26.59	1,175.61	1,329.68	-154.07
08/28/2013	10/23/2013	55	EMC CORP/MASS	23.51	25.83	1,293.17	1,420.38	-127.21
04/03/2013	10/24/2013	10	CAPITAL ONE FINANCIAL CORP	70.56	54.17	705.62	541.75	163.87
01/02/2013	10/24/2013	11	PETSMART	72.67	68.91	799.40	758.00	41.40
02/07/2013	10/24/2013	6	PETSMART	72.67	65.76	436.03	394.56	41.47
04/02/2013	10/28/2013	35	CAMPBELL SOUP CO	42.97	46.05	1,503.94	1,611.61	-107.67
11/29/2012	11/14/2013	15	CITRIX SYSTEMS INC	55.94	61.81	839.08	927.09	-88.01
05/20/2013	11/18/2013	5	KINDER MORGAN INC	35.65	40.81	178.24	204.05	-25.81
01/09/2013	11/19/2013	11	GOLDMAN SACHS GROUP INC	167.33	133.64	1,840.66	1,470.01	370.65
01/07/2013	11/26/2013	14	KRAFT FOODS GROUP INC-W/I	53.04	45.78	742.54	640.88	101.66
01/28/2013	12/06/2013	1	INTUITIVE SURGICAL INC	376.88	579.39	376.88	579.39	-202.50
04/26/2013	12/06/2013	1	INTUITIVE SURGICAL INC	376.88	486.57	376.88	486.57	-109.69
07/19/2013	12/06/2013	2	INTUITIVE SURGICAL INC	376.88	378.12	753.77	756.24	-2.47
01/03/2013	12/17/2013	3	**EVEREST RE GROUP LTD	147.65	111.97	442.96	335.91	107.05
03/18/2013	12/20/2013	2	WW GRAINGER INC	248.42	224.00	496.83	448.00	48.83
12/28/2012	12/24/2013	7	JM SMUCKER CO/THE	102.22	85.51	715.51	598.56	116.95
01/09/2013	12/24/2013	7	JM SMUCKER CO/THE	102.22	89.70	715.51	627.88	87.63
03/11/2013	12/24/2013	4	JM SMUCKER CO/THE	102.22	97.23	408.87	388.92	19.95
SUBTOTAL FOR SHORT-TERM NON-COVERED								4,828.37
-----								83,070.32
-----								78,241.95
-----								4,828.37
LONG-TERM NON-COVERED								
12/23/2010	01/07/2013	1	GOOGLE INC-CL A	736.67	604.23	736.67	604.23	132.44
12/23/2010	01/09/2013	5	ALTRIA GROUP INC	31.93	24.86	159.67	124.29	35.38
03/22/2011	01/09/2013	25	ALTRIA GROUP INC	31.93	25.48	798.35	636.89	161.46
12/23/2010	01/09/2013	5	SCHLUMBERGER LTD	72.22	82.70	361.08	413.51	-52.43
08/08/2011	01/09/2013	9	UNITEDHEALTH GROUP INC	52.41	42.64	471.65	383.77	87.88
08/11/2011	01/09/2013	1	UNITEDHEALTH GROUP INC	52.41	42.81	52.41	42.81	9.60
12/23/2010	01/24/2013	10	CITRIX SYSTEMS INC	69.33	68.47	693.29	684.74	8.55
01/06/2011	01/24/2013	5	CITRIX SYSTEMS INC	69.33	68.86	346.65	344.31	2.34
12/27/2010	02/01/2013	30	***ASTRAZENECA PLC-SPONS ADR	48.54	45.93	1,456.14	1,378.00	78.14

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02/04/2011	02/01/2013	10	***ASTRAZENECA PLC-SPONS ADR	48.54	47.39	485.38	473.89	11.49
04/01/2011	02/01/2013	10	***ASTRAZENECA PLC-SPONS ADR	48.54	46.62	485.38	466.19	19.19
10/10/2011	02/04/2013	35	NV ENERGY INC	18.95	15.19	663.17	531.61	131.56
12/23/2010	02/06/2013	15	HEWLETT-PACKARD CO	16.67	41.83	250.04	627.47	-377.43
02/23/2011	02/06/2013	10	HEWLETT-PACKARD CO	16.67	43.18	166.69	431.80	-265.11
08/11/2011	02/07/2013	11	UNITEDHEALTH GROUP INC	57.00	42.81	627.03	470.94	156.09
11/23/2011	02/11/2013	10	***ASTRAZENECA PLC-SPONS ADR	47.44	43.07	474.36	430.74	43.62
09/14/2011	02/20/2013	35	***BP PLC-SPONS ADR	41.19	38.22	1,441.55	1,337.68	103.87
10/06/2011	02/20/2013	10	***BP PLC-SPONS ADR	41.19	36.21	411.87	362.06	49.81
10/07/2011	02/20/2013	20	***BP PLC-SPONS ADR	41.19	37.07	823.75	741.40	82.35
10/27/2011	02/20/2013	10	***BP PLC-SPONS ADR	41.19	44.97	411.87	449.69	-37.82
12/20/2011	02/20/2013	10	***BP PLC-SPONS ADR	41.19	41.87	411.87	418.73	-6.86
01/09/2012	02/20/2013	55	MGM RESORTS INTERNATIONAL	12.95	11.30	712.50	621.38	91.12
01/09/2012	02/20/2013	30	MGM RESORTS INTERNATIONAL	12.95	11.30	388.64	338.94	49.70
02/14/2011	02/25/2013	30	DELTA AIR LINES INC	14.12	11.74	423.54	352.30	71.24
08/18/2011	03/06/2013	11	LORILLARD INC	38.37	35.79	422.10	393.70	28.40
02/28/2012	03/15/2013	25	MGM RESORTS INTERNATIONAL	13.04	13.55	326.12	338.75	-12.63
04/19/2011	03/21/2013	18	CITIGROUP INC	45.99	44.74	827.86	805.37	22.49
04/28/2011	03/21/2013	5	CITIGROUP INC	45.99	46.91	229.96	234.53	-4.57
04/28/2011	03/21/2013	12	CITIGROUP INC	45.99	46.91	551.90	562.88	-10.98
08/18/2011	03/26/2013	4	LORILLARD INC	40.30	35.79	161.20	143.17	18.03
10/11/2011	03/26/2013	27	LORILLARD INC	40.30	39.27	1,088.07	1,060.36	27.71
02/03/2012	03/26/2013	9	LORILLARD INC	40.30	36.98	362.69	332.84	29.85
10/28/2011	04/05/2013	75	MICRON TECHNOLOGY INC	9.35	5.87	701.25	440.56	260.69
04/05/2011	04/23/2013	10	AT&T INC	38.90	30.92	388.97	309.25	79.72
02/14/2011	04/25/2013	10	INTUIT INC	57.00	50.90	569.97	509.04	60.93
03/30/2011	04/25/2013	5	INTUIT INC	57.00	52.20	284.98	260.98	24.00
08/04/2011	04/25/2013	10	INTUIT INC	57.00	45.32	569.97	453.16	116.81
12/23/2010	05/01/2013	7	SCHLUMBERGER LTD	73.67	82.70	515.70	578.91	-63.21
02/04/2011	05/01/2013	3	SCHLUMBERGER LTD	73.67	88.65	221.01	265.95	-44.94
08/11/2011	05/01/2013	8	UNITEDHEALTH GROUP INC	59.48	42.81	475.84	342.50	133.34
11/04/2011	05/01/2013	3	UNITEDHEALTH GROUP INC	59.48	45.84	178.44	137.52	40.92
12/23/2010	05/03/2013	25	PFIZER INC	28.97	17.64	724.25	440.88	283.37
03/22/2011	05/06/2013	30	ALTRIA GROUP INC	36.13	25.48	1,084.03	764.27	319.76
01/20/2011	05/07/2013	30	KROGER CO	34.81	21.66	1,044.41	649.91	394.50
03/27/2012	05/13/2013	10	JPMORGAN CHASE & CO	49.50	46.21	495.00	462.13	32.87
11/04/2011	05/16/2013	7	UNITEDHEALTH GROUP INC	61.48	45.84	430.34	320.87	109.47
04/24/2012	05/16/2013	6	UNITEDHEALTH GROUP INC	61.48	58.73	368.86	352.40	16.46
10/04/2011	05/17/2013	2	PRECISION CASTPARTS CORP	212.02	143.91	424.03	287.83	136.20
11/01/2011	05/17/2013	3	PRECISION CASTPARTS CORP	212.02	158.51	636.05	475.54	160.51
10/28/2011	05/23/2013	30	MICRON TECHNOLOGY INC	11.33	5.87	340.04	176.23	163.81
11/15/2011	05/23/2013	75	MICRON TECHNOLOGY INC	11.33	5.35	850.09	400.91	449.18
02/14/2012	05/30/2013	2	NATIONAL - OILWELL INC	71.17	83.52	142.34	167.04	-24.70
02/16/2012	05/30/2013	5	NATIONAL - OILWELL INC	71.17	83.85	355.84	419.27	-63.43
12/23/2010	06/05/2013	10	STARBUCKS CORP	62.64	32.65	626.43	326.46	299.97
05/21/2012	06/06/2013	10	ALTRIA GROUP INC	35.65	31.79	356.48	317.90	38.58
05/29/2012	06/06/2013	6	F5 NETWORKS INC	78.62	108.94	471.70	653.64	-181.94
10/25/2011	06/06/2013	10	HARLEY DAVIDSON INC	53.72	38.25	537.22	382.55	154.67
01/20/2011	06/06/2013	10	KROGER CO	33.04	21.66	330.36	216.64	113.72

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02/02/2011	06/06/2013	20	KROGER CO	33.04	21.69	660.72	433.74	226.98
05/29/2012	06/12/2013	1	F5 NETWORKS INC	74.41	108.94	74.41	108.94	-34.53
12/23/2010	06/17/2013	2	APPLE INC	433.70	323.83	867.40	647.67	219.73
12/27/2011	06/17/2013	20	GENERAL ELECTRIC CO	23.76	18.14	475.12	362.90	112.22
04/07/2011	06/26/2013	5	WELLPOINT INC	80.76	69.12	403.80	345.60	58.20
10/25/2011	07/08/2013	5	HARLEY DAVIDSON INC	55.26	38.25	276.31	191.27	85.04
11/01/2011	07/08/2013	5	HARLEY DAVIDSON INC	55.26	38.19	276.30	190.96	85.34
10/31/2011	07/15/2013	25	APPLIED MATERIALS INC	16.58	12.46	414.61	311.38	103.23
12/28/2011	07/15/2013	20	APPLIED MATERIALS INC	16.58	10.76	331.68	215.19	116.49
06/08/2012	07/16/2013	20	EXXON MOBIL CORP	93.07	80.16	1,861.36	1,603.11	258.25
01/10/2012	07/16/2013	20	GENERAL ELECTRIC CO	23.48	18.74	469.64	374.75	94.89
02/08/2012	07/16/2013	30	GENERAL ELECTRIC CO	23.48	19.20	704.46	576.03	128.43
03/18/2011	07/19/2013	5	CITRIX SYSTEMS INC	64.99	67.03	324.97	335.16	-10.19
05/25/2011	07/19/2013	5	CITRIX SYSTEMS INC	64.99	82.29	324.97	411.46	-86.49
06/20/2011	07/19/2013	1	CITRIX SYSTEMS INC	64.99	74.08	64.99	74.08	-9.09
12/23/2010	07/23/2013	2	TIME WARNER CABLE	117.06	65.25	234.12	130.50	103.62
12/23/2010	07/23/2013	2	TIME WARNER CABLE	117.06	65.25	234.12	130.50	103.62
02/04/2011	07/23/2013	2	TIME WARNER CABLE	117.06	69.18	234.12	138.36	95.76
02/04/2011	07/23/2013	3	TIME WARNER CABLE	117.06	69.18	351.18	207.55	143.63
08/26/2011	07/23/2013	3	TIME WARNER CABLE	117.06	63.40	351.18	190.19	160.99
07/27/2011	07/25/2013	4	EOG RESOURCES INC	145.42	104.96	581.66	419.85	161.81
03/27/2012	07/25/2013	6	NATIONAL - OILWELL INC	71.20	78.32	427.18	469.94	-42.76
11/01/2011	07/26/2013	5	HARLEY DAVIDSON INC	55.35	38.19	276.75	190.96	85.79
03/27/2012	07/29/2013	6	NATIONAL - OILWELL INC	70.94	78.32	425.64	469.93	-44.29
04/12/2012	07/29/2013	6	NATIONAL - OILWELL INC	70.94	80.28	425.63	481.69	-56.06
11/01/2011	08/09/2013	1	PRECISION CASTPARTS CORP	219.31	158.51	219.32	158.51	60.81
01/12/2012	08/09/2013	1	PRECISION CASTPARTS CORP	219.31	172.87	219.31	172.87	46.44
08/26/2011	08/16/2013	2	TIME WARNER CABLE	110.01	63.39	220.02	126.79	93.23
12/06/2011	08/16/2013	5	TIME WARNER CABLE	110.01	62.77	550.05	313.83	236.22
06/08/2012	08/23/2013	6	CHEVRON CORP	118.97	100.20	713.79	601.18	112.61
12/28/2011	09/03/2013	20	APPLIED MATERIALS INC	15.21	10.76	304.26	215.18	89.08
02/02/2012	09/03/2013	50	APPLIED MATERIALS INC	15.21	12.66	760.65	633.15	127.50
07/17/2012	09/03/2013	50	APPLIED MATERIALS INC	15.21	10.34	760.65	516.88	243.77
08/20/2012	09/05/2013	6	BIODEN IDEC INC	227.16	144.50	1,362.99	866.98	496.01
01/18/2011	09/09/2013	2	NOBLE ENERGY INC	63.89	42.60	127.79	85.21	42.58
02/28/2011	09/09/2013	5	NOBLE ENERGY INC	63.89	45.72	319.47	228.61	90.86
06/18/2012	09/20/2013	32	AB DISCOVERY VALUE FUND CL ADV	21.86	16.02	700.00	512.99	187.01
06/18/2012	09/20/2013	86	AB DISCOVERY GROWTH FND CL ADV	9.79	7.00	850.00	607.76	242.24
12/23/2010	09/20/2013	1	APPLE INC	469.94	323.83	469.94	323.83	146.11
07/30/2012	09/20/2013	4	BECTON DICKINSON & CO	102.33	76.04	409.32	304.16	105.16
02/07/2012	09/20/2013	20	CISCO SYSTEMS INC	24.50	20.25	489.97	405.10	84.87
07/22/2011	09/20/2013	5	WALT DISNEY CO/THE	65.36	40.79	326.78	203.94	122.84
08/09/2011	09/20/2013	5	WALT DISNEY CO/THE	65.36	33.36	326.78	166.81	159.97
05/23/2011	09/20/2013	15	HEALTH NET INC	31.72	31.11	475.73	466.66	9.07
02/24/2011	09/20/2013	10	HEWLETT-PACKARD CO	21.36	42.74	213.55	427.36	-213.81
04/04/2011	09/20/2013	10	HEWLETT-PACKARD CO	21.36	40.47	213.55	404.73	-191.18
04/11/2012	09/20/2013	10	JPMORGAN CHASE & CO	52.97	43.81	529.73	438.15	91.58

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/02/2011	09/20/2013	10	KROGER CO	40.83	21.69	408.25	216.87	191.38
07/16/2012	09/20/2013	10	MACY'S INC	44.66	33.80	446.63	337.98	108.65
08/28/2012	09/20/2013	5	PHILIP MORRIS INTERNATIONAL	90.41	91.02	452.07	455.08	-3.01
12/23/2010	09/20/2013	25	PFIZER INC	29.00	17.64	725.00	440.89	284.11
01/12/2012	09/20/2013	1	PRECISION CASTPARTS CORP	232.54	172.87	232.54	172.87	59.67
02/17/2012	09/20/2013	1	PRECISION CASTPARTS CORP	232.54	166.82	232.54	166.82	65.72
07/24/2012	09/20/2013	10	TIME WARNER INC	64.34	37.57	643.40	375.67	267.73
06/25/2012	09/20/2013	3	UNION PACIFIC CORP	159.79	113.57	479.38	340.71	138.67
04/07/2011	09/20/2013	5	WELLPOINT INC	82.58	69.12	412.92	345.60	67.32
05/21/2012	09/20/2013	10	WAL-MART STORES INC	76.10	62.92	760.98	629.19	131.79
07/27/2011	10/04/2013	2	EOG RESOURCES INC	173.35	104.96	346.70	209.92	136.78
02/14/2011	10/10/2013	15	DELTA AIR LINES INC	24.54	11.74	368.14	176.15	191.99
04/19/2011	10/10/2013	15	DELTA AIR LINES INC	24.54	9.13	368.13	137.01	231.12
04/19/2011	10/14/2013	25	DELTA AIR LINES INC	24.03	9.13	600.75	228.35	372.40
07/16/2012	10/14/2013	15	MACY'S INC	42.55	33.80	638.24	506.97	131.27
04/05/2012	10/15/2013	10	COGNIZANT TECH SOLUTIONS-A	87.26	77.12	872.58	771.22	101.36
10/16/2012	10/18/2013	10	KINDER MORGAN INC	35.32	35.48	353.19	354.79	-1.60
02/17/2012	10/18/2013	2	PRECISION CASTPARTS CORP	242.30	166.82	484.59	333.64	150.95
09/26/2012	10/23/2013	45	FIDELITY NATIONAL FINANCIAL IN	26.45	21.18	1,190.31	953.17	237.14
12/07/2011	11/01/2013	5	CIT GROUP INC	48.02	33.98	240.08	169.88	70.20
01/10/2012	11/01/2013	15	CIT GROUP INC	36.99	36.99	720.23	554.90	165.33
05/23/2011	11/01/2013	10	LYONDELLBASELL INDU-CL A	73.97	7.50	739.72	75.01	664.71
04/07/2011	11/07/2013	5	WELLPOINT INC	87.11	69.12	435.56	345.60	89.96
04/27/2011	11/07/2013	10	WELLPOINT INC	87.11	74.70	871.12	747.00	124.12
04/28/2011	11/07/2013	5	WELLPOINT INC	87.11	76.17	435.56	380.84	54.72
05/18/2011	11/07/2013	5	WELLPOINT INC	87.11	80.92	435.56	404.61	30.95
08/20/2012	11/08/2013	2	BIOPEN IDEC INC	236.58	144.49	473.17	288.99	184.18
06/20/2011	11/14/2013	4	CITRIX SYSTEMS INC	55.94	74.08	223.76	296.31	-72.55
08/23/2012	11/14/2013	5	CITRIX SYSTEMS INC	55.94	77.19	279.69	385.97	-106.28
02/07/2012	11/18/2013	15	CISCO SYSTEMS INC	21.35	20.26	320.25	303.83	16.42
02/08/2012	11/18/2013	5	CISCO SYSTEMS INC	21.35	20.17	106.75	100.86	5.89
11/12/2012	11/18/2013	10	KINDER MORGAN INC	35.65	32.57	356.49	325.72	30.77
07/20/2012	11/21/2013	1	CHIPOTLE MEXICAN GRILL-CL A	540.76	318.24	540.76	318.24	222.52
09/05/2012	11/22/2013	2	INTERCONTINENTALEXCHANGE GROUP	216.12	135.50	432.24	271.01	161.23
08/02/2012	11/26/2013	7	KRAFT FOODS GROUP INC-W/I	53.04	38.58	371.27	270.06	101.21
08/21/2012	11/26/2013	3	KRAFT FOODS GROUP INC-W/I	53.04	47.33	159.12	141.98	17.14
10/05/2012	11/26/2013	21	KRAFT FOODS GROUP INC-W/I	53.04	47.55	1,113.81	998.47	115.34
08/20/2012	11/27/2013	2	BIOPEN IDEC INC	292.94	144.49	585.87	288.99	296.88
08/30/2011	12/03/2013	5	WELLPOINT INC	92.62	62.55	463.09	312.77	150.32
01/26/2012	12/03/2013	5	WELLPOINT INC	92.62	64.94	463.08	324.70	138.38
05/17/2012	12/03/2013	20	WELLPOINT INC	92.62	65.91	1,852.34	1,318.20	534.14
11/14/2012	12/06/2013	4	INTUITIVE SURGICAL INC	376.88	530.29	1,507.54	2,121.17	-613.63
02/08/2012	12/16/2013	20	CISCO SYSTEMS INC	20.41	20.17	408.26	403.43	4.83
02/15/2012	12/16/2013	20	CISCO SYSTEMS INC	20.41	20.15	408.27	402.99	5.28
03/27/2012	12/16/2013	20	CISCO SYSTEMS INC	20.41	21.00	408.26	419.99	-11.73
08/16/2012	12/16/2013	7	INTL BUSINESS MACHINES CORP	174.69	199.72	1,222.81	1,398.07	-175.26
08/24/2012	12/20/2013	10	EBAY INC	54.65	47.21	546.50	472.14	74.36

Capital Gains Report

JUSTIN INGERMAN FOUNDATION (Account: 888-53918)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
		SUBTOTAL FOR LONG-TERM NON-COVERED			78,120 52	64,838 33	13,282 19
		CASH IN LIEU COVERED					
	05/10/2013	CST BRANDS INC			20 94		20 94
		SUBTOTAL FOR CASH IN LIEU COVERED			20.94	0 00	20 94
		TOTAL			161,211.78	143,080.28	18,131.50

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L	18,131 50
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0 00
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	4,828 37
SHORT TERM TOTAL	4,828 37
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0 00
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	13,282 19
LONG TERM TOTAL	13,282 19
CIL - COVERED	20 94

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.

2013 SUMMARY AMENDMENT

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Amended Date: 2/14/14

Your Financial Advisor :

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THE JUSTIN INGERMAN FOUNDATION
C/O M BRAD INGERMAN
INGERMAN CONSTRUCTION CO.
725 CUTHBERT BLVD
CHERRY HILL NJ 08002

Account Number: 6711-1190

Year-End Account Summary

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For noncovered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE.

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Amount	Additional Information
ABM INDUSTRIES INC / 000957100 08/12/13	20.0000	04/24/13	517.39	419.41	97.98	SALE
ACCENTURE PLC IRELAND / G1151C101 SHARES CLASS A 08/12/13	4.0000	07/05/13	293.39	293.61	-0.22	SALE
AGRIUM INC / 008916108 08/12/13	7.0000	05/13/13	603.11	638.37	-35.26	SALE
ALTRIA GROUP INC / 02209S103 08/12/13	10.0000	03/11/13	351.89	341.77	10.12	SALE
AMERICAN EXPRESS COMPANY / 025816109	32.0000	03/11/13	2,429.01	2,078.57	350.44	
	1.0000	04/24/13	75.91	67.50	8.41	
07/05/13	33.0000	Various	2,504.92	2,146.07	358.85	SALE
08/12/13	4.0000	04/24/13	301.21	270.00	31.21	SALE
AMGEN INC / 031162100 08/12/13	3.0000	07/10/13	326.39	304.93	21.46	SALE
APPLE INC / 037833100	4.0000	03/11/13	2,075.87	1,706.39	369.48	
	246.0000	04/18/13	127,666.07	97,375.90	30,290.17	
11/01/13	250.0000	Various	129,741.94	99,082.29	30,659.65	SALE
						TOTAL 2 LOTS

2013 SUMMARY AMENDMENT

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Amended Date: 2/14/14

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
COCA-COLA COMPANY / 191216100 04/19/13	24.0000	03/11/13	1,022.18	943.58	78.60	SALE
08/12/13	9.0000	03/11/13	359.45	353.84	5.61	SALE
CORRECTIONS CORP AMER / 22025Y407 NEW						
08/12/13	11.0000	06/20/13	380.81	366.76	14.05	SALE
DIEBOLD INCORPORATED / 253651103						
08/12/13	13.0000	04/15/13	391.55	377.69	13.86	SALE
EASTMAN CHEMICAL CO / 277432100						
07/30/13	35.0000	03/11/13	2,806.54	2,516.42	290.12	SALE
08/12/13	3.0000	03/11/13	238.44	215.69	22.75	SALE
HEALTH CARE REIT INC / 42217K106 REIT						
08/12/13	6.0000	03/11/13	377.27	386.38	-9.11	SALE
HOLLYFRONTIER CORP / 436106108						
08/12/13	17.0000	05/29/13	763.80	850.51	-86.71	SALE
HOME DEPOT INC / 437076102						
08/12/13	6.0000	03/11/13	475.25	427.00	48.25	SALE
INTEL CORP / 458140100						
08/12/13	16.0000	05/07/13	361.27	385.54	-24.27	SALE
INTERNATIONAL BUSINESS / 459200101 MACHINE CORP						
04/15/13	6.0000	03/11/13	1,264.51	1,255.06	9.45	SALE

2013 SUMMARY AMENDMENT

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Amended Date: 2/14/14

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
05/24/13	36.0000	03/11/13	4,270.25	4,064.55	205.70	SALE
05/29/13	23.0000	03/11/13	2,725.02	2,596.80	128.22	SALE
07/18/13	23.0000	03/11/13	2,827.94	2,596.79	231.15	SALE
07/31/13	23.0000	03/11/13	2,833.04	2,596.79	236.25	SALE
08/08/13	42.0000	03/11/13	5,186.48	4,741.97	444.51	SALE
08/12/13	18.0000	03/11/13	2,230.69	2,032.26	198.43	
08/26/13	9.0000	04/24/13	1,115.36	1,021.15	94.21	
09/20/13	27.0000	Various	3,346.05	3,053.41	292.64	SALE
10/15/13	19.0000	04/24/13	2,319.09	2,155.76	163.33	SALE
10/16/13	18.0000	04/24/13	2,248.13	2,042.30	205.83	SALE
11/07/13	5.0000	04/24/13	626.70	567.31	59.39	SALE
11/15/13	13.0000	04/24/13	1,642.42	1,475.00	167.42	SALE
11/18/13	21.0000	04/24/13	2,671.56	2,382.68	288.88	SALE
11/19/13	10.0000	04/24/13	1,307.50	1,134.61	172.89	SALE
	13.0000	04/24/13	1,702.75	1,474.99	227.76	SALE
	19.0000	04/24/13	2,462.67	2,155.75	306.92	SALE
TOTAL 2 LOTS						
ISHARES IBOXX & ET / 464287242						
INVESTMENT GRADE CORP BD						
07/31/13	32.0000	03/11/13	3,648.91	3,806.32	-157.41	SALE
08/12/13	19.0000	03/11/13	2,167.86	2,260.00	-92.14	SALE

2013 SUMMARY AMENDMENT



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 725 CUTHBERT BLVD
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Account Number: 6711-1190

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
JOHNSON & JOHNSON / 478160104	26.0000	03/11/13	2,317.62	2,039.91	277.71	
	3.0000	04/24/13	267.42	254.38	13.04	
07/10/13	29.0000	Various	2,585.04	2,294.29	290.75	SALE
08/12/13	3.0000	04/24/13	277.53	254.38	23.15	SALE
JPMORGAN CHASE & CO / 46625H100	13.0000	03/11/13	704.46	654.88	49.58	SALE
MCDONALDS CORP / 580135101	5.0000	03/11/13	487.54	494.28	-6.74	SALE
08/12/13	12.0000	03/11/13	1,130.46	1,186.26	-55.80	
	3.0000	04/24/13	282.62	301.68	-19.06	
10/23/13	15.0000	Various	1,413.08	1,487.94	-74.86	SALE
10/24/13	7.0000	04/24/13	662.31	703.92	-41.61	SALE
	4.0000	04/24/13	378.69	402.24	-23.55	
	4.0000	05/06/13	378.70	410.08	-31.38	
10/25/13	8.0000	Various	757.39	812.32	-54.93	SALE
MEDTRONIC INC / 585055106	8.0000	04/19/13	441.43	367.46	73.97	SALE
08/12/13	6.0000	03/25/13	285.12	222.93	62.19	
MEREDITH CORP / 589433101	3.0000	03/26/13	142.56	113.57	28.99	
08/12/13	9.0000	Various	427.68	336.50	91.18	SALE
METLIFE INC / 59156R108	9.0000	05/23/13	444.07	381.23	62.84	SALE
08/12/13						
						TOTAL 2 LOTS
						TOTAL 2 LOTS

2013 SUMMARY AMENDMENT

Amended Date: 2/14/14



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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP	1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
						Amount	Additional Information
POWERSHARES ET / 73936T565 PREFERRED PORTFOLIO	08/12/13	94 0000	03/11/13	1,309.78	1,396.40	-86.62	SALE
POWERSHARES EM MAR ET / 73936T573 SOV DE PT	08/12/13	72.0000	03/11/13	1,974.21	2,164.75	-190.54	SALE
POWERSHARES SENIOR ET / 73936Q769 LOAN PORTFOLIO	08/12/13	14 0000	06/12/13	348.45	349.09	-0.64	SALE
QUALCOMM INC / 747525103	08/12/13	7.0000	03/11/13	464.32	465.05	-0.73	SALE
ROSS STORES INC / 778296103 (CALIF)	08/12/13	7.0000	04/01/13	472.84	419.36	53.48	SALE
SPDR BARCLAYS ET / 78464A417 HIGH YIELD BOND ETF	08/12/13	80 0000	03/11/13	3,184.74	3,272.48	-87.74	SALE
SPDR BARCLAYS ET / 78464A516 INTERNATIONAL TREASURY BOND	08/12/13	24.0000	03/11/13	1,395.10	1,390.18	4.92	SALE
SPDR S&P 500 TRUST ET / 78462F103	04/26/13	11.0000	03/11/13	1,737.24	1,709.29	27.95	SALE
		11.0000	03/11/13	1,814.97	1,709.29	105.68	
		4.0000	04/24/13	660.00	631.00	29.00	

2013 SUMMARY AMENDMENT



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continued

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
10/29/13	56.0000	03/11/13	2,372.99	2,469.04	-96.05	SALE
X VANGUARD REIT ET / 922908553						
X 06/20/13	33.0000	03/11/13	2,206.83	2,300.96	-94.13	SALE
X 08/12/13	22.0000	03/11/13	1,501.26	1,529.83	-28.57	SALE
	41.0000	03/11/13	2,680.49	2,843.39	-162.90	Original Basis: 2865.30
	3.0000	04/24/13	196.14	221.54	-25.40	Original Basis 222.68
X 12/05/13	44.0000	Various	2,876.63	3,064.93	-188.30	SALE
TOTAL 2 LOTS						
VANGUARD SHORT TERM ET / 92206C409						
CORP BD						
08/12/13	9.0000	07/31/13	716.48	715.27	1.21	SALE
VANGUARD TOTAL BOND ET / 921937835						
MARKET						
08/12/13	31.0000	03/11/13	2,509.10	2,577.21	-68.11	SALE
VERIZON COMMUNICATIONS / 92343V104						
COM						
08/12/13	9.0000	03/11/13	446.12	428.93	17.19	SALE
3M CO / 88579Y101						
08/12/13	4.0000	03/11/13	473.27	422.71	50.56	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES			289,444.51	251,819.16	37,625.35	

2013 SUMMARY AMENDMENT

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Amended Date: 2/14/14

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
FEDERAL NATL MTG ASSN / 3135G0JAZ NOTES CPN 1.125% DUE 04/27/17 DTD 03/01/12 FC 04/27/12 08/12/13	2,000.0000	03/11/13	2,006.78	2,028.23	-21.45	SALE
GENERAL ELECTRIC CO / 369604BC6 SR UNSECURED CPN 5.250% DUE 12/06/17 DTD 12/06/07 FC 06/06/08 08/12/13	1,000.0000	03/11/13	1,142.78	1,169.91	-27.13	SALE
GOLDMAN SACHS GROUP / 38147MAA3 NOTES CPN 2.900% DUE 07/19/18 DTD 07/19/13 FC 01/19/14 08/12/13	1,000.0000	07/31/13	1,005.94	1,000.63	5.31	SALE
INTEL CORP / 458140AL4 SR UNSECURED CPN 1.350% DUE 12/15/17 DTD 12/11/12 FC 06/15/13 08/12/13	1,000.0000	03/11/13	987.83	998.48	-10.65	SALE
ORACLE CORP / 68389XAN5 SR UNSECURED CPN 1.200% DUE 10/15/17 DTD 10/25/12 FC 04/15/13 08/12/13	1,000.0000	03/11/13	979.92	996.76	-16.84	SALE

2013 SUMMARY AMENDMENT

37,141

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP	1a-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
1a-Date of Sale or Exchange VIACOM INC / 92553PAG7 SR UNSECURED CPN 3.500% DUE 04/01/17 DTD 03/31/11 FC 10/01/11 08/12/13	1,000.0000	03/11/13	1,043.58	1,073.27	-29.69 SALE

TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

20,822.92 21,280.58 -457.66

PARTNERSHIP DISPOSITIONS FOR NONCOVERED SECURITIES Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
1a-Date of Sale or Exchange POWERSHARES DB ET / 73935S105 COMMODITY INDEX TRACKING FUND 08/12/13	51.0000	03/11/13	1,317.45	1,381.54	-64.09 SALE
	120.0000	03/11/13	3,182.70	3,250.68	-67.98
	133.0000	04/24/13	3,527.50	3,435.52	91.98
	39.0000	05/06/13	1,034.39	1,031.19	3.20
09/04/13	292.0000	Various	7,744.59	7,717.39	27.20 SALE
TOTAL PARTNERSHIP DISPOSITIONS			9,062.04	9,098.93	-36.89

TOTAL 3 LOTS

*Box 2a Sales price less commissions and option premiums