Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
A. GARY ANDERSON FAMILY FOUNDATION

A Employer identification number
27-1878882

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
17772 COWAN

B Telephone number (see instructions)
(949) 242-5050

City or town, state or province, country, and ZIP or foreign postal code
IRVINE, CA 92614

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 71,354,823.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	451.	451.		
4	Dividends and interest from securities	1,204,756.	1,204,756.		ATCH 1
5a	Gross rents	5,233.	5,233.		
b	Net rental income or (loss) 5,233.				
6a	Net gain or (loss) from sale of assets not on line 10	2,424,890.			
b	Gross sales price for all assets on line 6a 18,949,601.				
7	Capital gain net income (from Part IV, line 2)		2,424,890.		
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) (attach schedule)				
11	Other income (attach schedule) ATCH 2	22,089.	218.		
12	**Total.** Add lines 1 through 11	3,657,419.	3,635,548.	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	420,836.	133,858.		287,001.
14	Other employee salaries and wages	172,453.			172,453.
15	Pension plans, employee benefits	22,876.	5,262.		17,615.
16a	Legal fees (attach schedule) ATCH 3	6,513.	4,559.		2,050.
b	Accounting fees (attach schedule) ATCH 4	67,699.	47,389.		19,972.
c	Other professional fees (attach schedule) *	422,967.	335,346.		87,452.
17	Interest ATCH 6	41,628.	41,628.		
18	Taxes (attach schedule) (see instructions) ATCH 7	61,953.	10,021.		23,640.
19	Depreciation (attach schedule) and depletion	990.	59.		
20	Occupancy				
21	Travel, conferences, and meetings	5,201.			5,201.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	419,724.	336,991.		76,923.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,642,840.	915,113.		692,307.
25	Contributions, gifts, grants paid	5,643,026.			2,922,200.
26	**Total expenses and disbursements** Add lines 24 and 25	7,285,866.	915,113.	0	3,614,507.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-3,628,447.			
b	**Net investment income** (if negative, enter -0-)		2,720,435.		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	4,359,880.	6,252,942.	6,252,942.
	3	Accounts receivable ▶ 3,188,658.			
		Less allowance for doubtful accounts ▶	2,587,861.	3,188,658.	3,188,658.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 9	49,675.	19,998.	19,998.
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 10	14,057,915.	14,040,645.	14,040,645.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	47,126,834.	47,848,599.	47,848,599.
	14	Land, buildings, and equipment basis ▶ 7,412.			
		Less accumulated depreciation (attach schedule) ▶ 3,431.	3,900.	3,981.	3,981.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	68,186,065.	71,354,823.	71,354,823.
Liabilities	17	Accounts payable and accrued expenses	98,360.	759,359.	
	18	Grants payable	1,597,413.	4,318,239.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 12)	207,000.	275,000.	
	23	Total liabilities (add lines 17 through 22)	1,902,773.	5,352,598.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	66,283,292.	66,002,225.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ [ ] check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	66,283,292.	66,002,225.	
	31	Total liabilities and net assets/fund balances (see instructions)	68,186,065.	71,354,823.	

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	66,283,292.
2	Enter amount from Part I, line 27a	2	-3,628,447.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	3,347,380.
4	Add lines 1, 2, and 3	4	66,002,225.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	66,002,225.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,424,890.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	3,395,095.	66,657,913.	0.050933
2011	3,439,636.	67,712,903.	0.050797
2010	3,237,135.	63,712,540.	0.050808
2009	3,574,037.	57,579,795.	0.062071
2008	1,948,406.	70,361,696.	0.027691

2 **Total** of line 1, column (d)	2	0.242300
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048460
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	69,786,253.
5 Multiply line 4 by line 3	5	3,381,842.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,204.
7 Add lines 5 and 6	7	3,409,046.
8 Enter qualifying distributions from Part XII, line 4	8	3,614,507.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	27,204.
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	
3	Add lines 1 and 2	3	27,204.
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	27,204.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . 6a 42,714.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c 10,000.		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	52,714.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	25,510.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 25,510. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ A. GARY ANDERSON FAMILY FOUND. Telephone no ▶ 949-242-5050

Located at ▶ 17772 COWAN IRVINE, CA ZIP+4 ▶ 92614

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

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		420,836.	14,254.	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
ATCH 15		172,453.	8,622.	0

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
ATCH 16		370,551.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	65,725,314.
b	Average of monthly cash balances	1b	5,123,674.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	70,848,988.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	70,848,988.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,062,735.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	69,786,253.
6	**Minimum investment return.** Enter 5% of line 5	6	3,489,313.

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	3,489,313.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	27,204.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	27,204.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,462,109.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,462,109.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,462,109.

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	3,614,507.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,614,507.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	27,204.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,587,303.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,462,109.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,310,797.	
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 3,614,507.				
a Applied to 2012, but not more than line 2a			2,310,797.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				1,303,710.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				2,158,399.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

ATCH 17

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

OBTAIN APPLICATION FROM ABOVE ADDRESS

c Any submission deadlines

NONE

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

ATCH 18

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				
ATCH 19				
Total ▶ 3a				2,922,200.
b Approved for future payment				
ATCH 20				
Total ▶ 3b				4,485,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	451.	
4 Dividends and interest from securities			14	1,204,756.	
5 Net rental income or (loss) from real estate					
a Debt-financed property			16	5,233.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	218.	
8 Gain or (loss) from sales of assets other than inventory			18	2,424,890.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PASS-THROUGHS	900099	21,871.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		21,871.		3,635,548.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 3,657,419.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11.13.14 Title: President/COO

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBORAH C. BOLAR	Deborah C. Bolar	11-12-14		P00157963
Firm's name ▶ BOLAR HIRSCH & JENNINGS LLP			Firm's EIN ▶ 33-0480814	
Firm's address ▶ 18101 VON KARMAN AVENUE, #1440 IRVINE, CA 92612			Phone no 949-224-3300	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CUSTODY CASH (NV) - PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
5,596,206.		5,319,636.					276,570.	
		BOB KLEIN - PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,108,044.		2,806,897.					301,147.	
		ACR (NT) - PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
755,643.		601,130.					154,513.	
		TCW (NT) - PUBLIC SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
773,719.		562,413.					211,306.	
		IBC - OFFSHORE FUNDS (SEE STATEMENT) PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
8,384,236.		7,144,870.					1,239,366.	
		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
12,758.							12,758.	
		WASH SALES ADJUSTMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
		4,236.					-4,236.	
		§731 - VANTAGE POINT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
		85,529.					-85,529.	
		CAPITAL GAINS FROM K-1S PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
318,995.							318,995.	
TOTAL GAIN(LOSS)							2,424,890.	

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

Other Investments (IBC's) - Capital Gain/Loss Detail

2013 Tax Return

Sched - D1

As of December 31, 2013

Investment Name	Trade Date	Acquis Date	Number of Shares Sold	FMV / Proceeds	Cost Basis	Net Capital G / (L)
Ares ELIS (offshore) Fund VI, LP	Various	06/01/08	n/a	1,060,832	708,852	351,980
Crestwood Capital International, Ltd.	4/25/13	12/31/09	272 3743	2,782,124	2,062,459	719,665
Encompass Capital Offshore Fund, Ltd.	12/31/13	01/31/12	250.0000	241,834	250,000	(8,166)
Shepherd Investments International, Ltd.	Various	03/31/04	27,187 5261	228,407	231,818	(3,411)
SIT Alpha III Bond Fund, Ltd.	6/20/13	02/28/11	2,139 0300	2,472,595	2,191,741	280,854
VS FX Volatility Fund, Ltd	12/31/13	5/31/2011	1,533 4027	1,598,444	1,700,000	(101,556)
Total				8,384,236	7,144,870	1,239,366

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM K-1S	550,933.	550,933.
DIVIDENDS AND INTEREST FROM SECURITIES	653,823.	653,823.
TOTAL	1,204,756.	1,204,756.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
A. GARY ANDERSON FAMILY FOUNDATION	27-1878882

DESCRIPTION OF PROPERTY

RENTAL INCOME - K-1S

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY.

REAL RENTAL INCOME		
OTHER INCOME:	5,233.	
TOTAL GROSS INCOME		5,233.
OTHER EXPENSES.		
DEPRECIATION (SHOWN BELOW)		
LESS Beneficiary's Portion		
AMORTIZATION		
LESS· Beneficiary's Portion		
DEPLETION		
LESS Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		5,233.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		5,233.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

3E7000 1 000

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME	5,233.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
RENTAL INCOME - K-1S	5,233.			5,233.
TOTALS	5,233.			5,233.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAXABLE INCOME FROM PASS-THROUGHS	218.	218.
UNRELATED BUSINESS TAXABLE INCOME FROM PASS-THROUGHS	21,871.	
TOTALS	22,089.	218.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FREEMAN, FREEMAN & SMILEY	6,513.	4,559.		2,050.
TOTALS	6,513.	4,559.		2,050.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT AND TAX SERVICES	67,699.	47,389.		19,972.
TOTALS	67,699.	47,389.		19,972.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ICG CONSULTING	105,551.	105,551.	
PENSION/401(K) CONSULTING	10,157.	2,336.	7,652.
INVESTMENT MANAGERS FEE	36,882.	36,882.	
NORTHERN TRUST - CUSTODIAL FEE	4,377.	4,377.	
ACCOUNTING MANAGEMENT SERVICES	266,000.	186,200.	79,800.
TOTALS	422,967.	335,346.	87,452.

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE FROM K-1S	41,580.	41,580.
INTEREST EXPENSE BOB KLEIN	48.	48.
TOTALS	41,628.	41,628.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ORANGE COUNTY TAX COLLECTOR	18.	1.	17.
PAYROLL TAX	30,553.	7,027.	23,623.
EXCISE TAXES	24,482.		
UBTI TAXES	3,887.		
STATE FILING FEES	160.	160.	
LATE PAYMENT FEES	20.		
FOREIGN TAXES - FROM K-1S	1,013.	1,013.	
FOREIGN TAXES	1,820.	1,820.	
TOTALS	61,953.	10,021.	23,640.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER EXPENSES - DUES, REPAIRS	3,357.	201.	2,279.
INVESTMENT EXPENSES - OTHER	107.	107.	
MEALS & BUSINESS GIFTS	11,046.		11,090.
INSURANCE	89,001.	20,470.	63,554.
SECTION 754 DEPR. - FROM K-1S	209.	209.	
OTHER EXPENSES - FROM K-1S	316,004.	316,004.	
TOTALS	419,724.	336,991.	76,923.

ATTACHMENT 9

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	19,998.	19,998.
TOTALS	19,998.	19,998.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOB KLEIN	NONE	NONE
NT - ACR (SEE STMT A)	4,010,732.	4,010,732.
NT - TCW (SEE STMT B)	4,032,090.	4,032,090.
NT - CUSTODY CASH (SEE STMT C)	5,335,166.	5,335,166.
NT - AMI (SEE STMT D)	662,657.	662,657.
TOTALS	14,040,645.	14,040,645.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVESTMENTS (SEE STMT E)	47,848,599.	47,848,599.
TOTALS	47,848,599.	47,848,599.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
DEFERRED EXCISE TAX	275,000.
TOTALS	275,000.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON ASSETS		3,347,380.
	TOTAL	3,347,380.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ERIK K. ANDERSON 17772 COWAN IRVINE, CA 92614	PRESIDENT/CO-CHAIRMAN 30.00	169,700.	1,697.	0
ERIN J. LASTINGER 17772 COWAN IRVINE, CA 92614	CEO/CO-CHAIRMAN 40.00	251,136.	12,557.	0
NANCY S. LARSON 17772 COWAN IRVINE, CA 92614	CFO/SECRETARY 5.00	0	0	0
	GRAND TOTALS	420,836.	14,254.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GARY M. LASTINGER 17772 COWAN IRVINE, CA 92614	GRANT COORDINATOR 40.00	172,453.	8,622.	0
	TOTAL COMPENSATION	172,453.	8,622.	0

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ANDERSON FINANCIAL CORPORATION 17772 COWAN IRVINE, CA 92614	ACCOUNTING & MANAGEMENT	266,000.
ICG ADVISORS 11111 SANTA MONICA BLVD STE 2100 LOS ANGELES, CA 90025-3355	INVESTMENT CONSULTING	104,551.
TOTAL COMPENSATION		370,551.

ATTACHMENT 17

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

A. GARY ANDERSON FAMILY FOUNDATION
17772 COWAN
IRVINE, CA 92614
949-242-5050

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GENERALLY, DISCRETIONARY GRANTS ARE MADE IN THE AREAS OF EDUCATION, HUMAN SERVICES, AND ARTS.

A GARY ANDERSON FAMILY FOUNDATION 27-1878882

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID (SEE ATTACHED)	NONE/ 509(A)(1) 509(A)(1)	CHARITABLE	2,922,200
		TOTAL CONTRIBUTIONS PAID	2,922,200

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882
GRANTS PAID DURING THE YEAR
FOR THE 2013 YEAR

Recipient	Status of	Purpose of Grant	Amount
Albert Einstein Institution	509(a)(1)	To advance worldwide study & strategic use of nonviolent actions in conflicts by encouraging research & policy studies on the methods of non violent actions & past use	2,000 00
Autism Society Inland Empire, Inc	509(a)(1)	Provide children & adults with autism innovative programs that provide them opportunities to achieve their maximum rehabilitation potential/rehabilitation programs	1,305 00
Big Brothers Big Sisters - IE	509(a)(1)	Programs for disadvantaged high-risk boys and girls with positive role models to help them pursue a purposeful future	350,000 00
Big Brothers Big Sisters of OC	509(a)(1)	Programs for disadvantaged high-risk boys and girls with positive role models to help them pursue a purposeful future	40,000 00
Big Brothers Big Sisters of OC	509(a)(1)	Programs for disadvantaged high-risk boys and girls with positive role models to help them pursue a purposeful future	1,000 00
Bighorn Institute	509(a)(1)	To promote and preserve bighorn sheep	1,500 00
Bourke Family Foundation, The	509(a)(1)	To facilitate and coordinate sustainable solutions to families who otherwise would not have basic needs so as to be empowered to reach their greatest potential	1,760 00
CA Yearly Meeting of Friends Church Yorba Linda Friends	509(a)(1)	To fund an English Medium Primary School to educate children of India in the English-medium language to help prevent human trafficking	660 00
Chapman University Athletic Complex	509(a)(1)	Athletics Campaign	540,000 00
Charitable Ventures of Orange County	509(a)(1)	Provides resources and support services to charitable ventures and projects	100,000 00
Charitable Ventures of Orange County	509(a)(1)	Provides resources and support services to charitable ventures and projects	1,800 00
Children's Fund	509(a)(1)	Children at risk/improve the health & welfare of the children in San Bernardino	250,000 00
Children's Fund	509(a)(1)	Children at risk/improve the health & welfare of the children in San Bernardino	22,000 00
Children's Fund	509(a)(1)	Children at risk/improve the health & welfare of the children in San Bernardino	1,000 00
Children's Fund	509(a)(1)	Children at risk/improve the health & welfare of the children in San Bernardino	500 00
Children's Fund	509(a)(1)	Children at risk/improve the health & welfare of the children in San Bernardino	6,000 00
Children's Hospital of Orange County (CHOC)	509(a)(1)	To help support clinical & nonclinical services, medical education & research in the field of pediatrics	1,000 00
City of Hope	509(a)(1)	A biomedical research, treatment and educational institution, is dedicated to the prevention and cure of cancer and other life-threatening diseases	700,000 00
Ducks Unlimited, Inc	509(a)(1)	Conserves, restores and manages wetlands and associated habitats for North America's waterfowl These habitats also benefit other wildlife and people	5,000 00
Global Grins, Inc	509(a)(1)	Distribute toothbrushes, oral hygiene information and other oral care materials to impoverished people around the world	5,000 00
Golf Fore Life Skills	509(a)(1)	To help vulnerable children & youth learn decision making skills and character building skills to empower them to help them succeed and survive in today's society	20,000 00
Hands Together A Center for Children	509(a)(1)	To provide early education and care to families of the working poor who are striving to gain stability, improve their lives, and emerge from poverty	10,000 00
HomeAid Orange County, Inc	509(a)(1)	Building & maintaining dignified housing where homeless families & individuals can rebuild their lives, women & children who are victims of domestic violence, homeless families & homeless individuals	50,000 00
Institute for Shipboard Education/SAS	509(a)(1)	Premier global studies programs	250,000 00
Institute for Shipboard Education/SAS	509(a)(1)	Premier global studies programs	400 00
Kinship Center	509(a)(1)	Helps children and families through the most difficult times of their lives to better meet the needs of children in group homes and foster family care	500 00
Kinship Center	509(a)(1)	Helps children and families through the most difficult times of their lives to better meet the needs of children in group homes and foster family care	500 00
Kinship Center	509(a)(1)	Helps children and families through the most difficult times of their lives to better meet the needs of children in group homes and foster family care	166,666 00
Kinship Center	509(a)(1)	Helps children and families through the most difficult times of their lives to better meet the needs of children in group homes and foster family care	4,250 00
Kinship Center	509(a)(1)	Helps children and families through the most difficult times of their lives to better meet the needs of children in group homes and foster family care	3,800 00
Miocean Foundation	509(a)(1)	Education programs/water quality of our beaches	50,000 00
Orange County Police Canine Association	509(a)(1)	To provide advanced police officer training to its members an d provide funds to assist police departments with the purchase of new police dogs	450 00
Orangewood Children's Foundation	509(a)(1)	To provide life-changing programs and one-on-one support for abused and neglected children and at-risk families to end the cycle of child abuse	40,000 00
Orangewood Children's Foundation	509(a)(1)	To provide life-changing programs and one-on-one support for abused and neglected children and at-risk families to end the cycle of child abuse	1,000 00
Pacific Marine Mammal Center	509(a)(1)	To rescue, medically treat and rehabilitate seals, sea lions, dolphins and whales, and increase public awareness of the marine environment through education & research	5,000 00
Pacific Marine Mammal Center	509(a)(1)	To rescue, medically treat and rehabilitate seals, sea lions, dolphins and whales, and increase public awareness of the marine environment through education & research	20,000 00
Pacific Marine Mammal Center	509(a)(1)	To rescue, medically treat and rehabilitate seals, sea lions, dolphins and whales, and increase public awareness of the marine environment through education & research	1,500 00

A. GARY ANDERSON FAMILY FOUNDATION
GRANTS PAID DURING THE YEAR
FOR THE 2013 YEAR

27-1878882

Recipient	Status of	Purpose of Grant	Amount
Project Dignity	509(a)(1)	To provide physical, emotional & spiritual assistance to the homeless living in low income residential motels in Orange County, with special attention given to children, families and the elderly	5,000 00
Pure Game	509(a)(1)	To provide positive mentors who champions the development of a child's self-esteem and confidence, inspiring them to believe in themselves and the possibilities of a better life	10,000 00
Second Harvest Food Bank of OC	509(a)(1)	To eliminate hunger in Orange County	1,000 00
Servite High School	509(a)(1)	Support programs, research & students	166,667 00
Servite High School	509(a)(1)	Support programs, research & students	692 00
Southern California Hospice Foundation	509(a)(1)	To deliver a breadth of resources to caregivers, families and patients who are confronting the final stages of life	2,500 00
Speedway Children's Charities	509(a)(1)	To raise and provide funds to non-profit organizations that meet the direct needs of children with medical, educational or social challenges	250 00
Stater Bros Charities	509(a)(1)	To provide philanthropic support to approved non-profit organizations in communities	1,000 00
Supporting Excellence in Education	509(a)(1)	Scholarships provided to special and financial needs children who are unable to attend private schools	10,000 00
The Literacy Project Foundation	509(a)(1)	To enable at-risk and disadvantaged youth to increase their reading skill levels	20,000 00
UC Riverside Foundation	509(a)(1)	Supports programs, research & students	50,000 00
With Hope Amber Craig Memorial Foundation	509(a)(1)	Education on depression awareness & suicide prevention	500 00
			2,922,200.00

A. GARY ANDERSON FAMILY FOUNDATION 27-1878882
GRANTS & CONTRIBUTIONS - NAME / ADDRESS
TAX YEAR 2013

RECIPIENT	STREET ADDRESS	CITY	STATE	ZIP CODE
Albert Einstein Institute	P O Box 455	East Boston	MA	02128
Autism Society of America	2276 Griffin Way, Suite 105-194	Corona	CA	92879
Big Brothers Big Sisters of Inland Empire	8880 Benson Street, Suite 112	Montclair	CA	92763
Big Brothers Big Sisters of Orange County	14131 Yorba Street, Suite 200	Tustin	CA	92780
Bighorn Institute	P.O Box 262	Palm Desert	CA	92261
Bourke Family Foundation, The	2382 SE Bristol Street	Newport Beach	CA	92660
CA Yearly Meeting of Friends Church Yorba Linda	18637 Yorba Linda Blvd	Yorba Linda	CA	92886
Chapman University	333 N Glassell Street	Orange	CA	92866
Charitable Ventures of Orange County, Inc	1505 E 17th Street, Suite 101	Santa Ana	CA	92705
Children's Fund	385 N Arrowhead	San Bernardino	CA	92415-0132
Children's Hospital of OC Cancer Fund (CHOC)	455 S Main Street	Orange	CA	92868
City of Hope	1055 Wilshire Blvd , 11th Floor	Los Angeles	CA	90017
Ducks Unlimited, Inc	23 Silver Pine Drive	Newport Beach	CA	92657
Global Grins, Inc	18101 Von Karman Ave, Suite 330	Irvine	CA	92612
Golf Fore Life	5100 Campus Drive, Suite 200	Newport Beach	CA	92660
Hands Together A Center for Children	201 E Civic Center Drive	Santa Ana	CA	92701
HomeAid Orange County	17744 Sky Park Circle, Suite 170	Irvine	CA	92614
Institute for Shipboard Education	P O Box 400885	Charlottesville	VA	22904-4885
Kinship Center	18302 Irvine Blvd , Suite 300	Tustin	CA	92780
Literacy Project Foundation, The	3334 Est Coast Highway, Suite 177	Corona Del Mar	CA	95625
Miocean Foundation	P O Box 6451	Laguna Niguel	CA	92067
Orange County Police Canine Association	PO Box 51870	Irvine	CA	92619
Orangewood Children's Foundation	1575 E 17th Street	Santa Ana	CA	92705
Pacific Marine Mammal Center	20612 Laguna Canyon Road	Laguna Beach	CA	92651
Project Dignity	12020 Chapman Ave, Suite 257	Garden Grove	CA	92840
Pure Game	14 Tricolored Lane	Aliso Viejo	CA	92656
Second Harvest Food Bank of OC, Inc	8014 Marine Way	Irvine	CA	92618
Servite High School	1952 W La Palma	Anaheim	CA	92801
Southern California Hospice Foundation	12072 Trask Avenue	Garden Grove	CA	92843
Speedway Children's Charities	PO Box 18747	Charlottesville	NC	28218
Stater Bros Charities	13428 Maxella Ave Suite 278	Marina Del Rey	CA	90292
Supporting Excellence in Education for Kids Inc	1620 Adams Avenue	Costa Mesa	CA	92626-4954
UC Riverside Foundation	900 University Ave, 58 Anderson Hall	Riverside	CA	92521-0101
With Hope Amber Craig Memorial Foundation	P O Box 550	Placentia	CA	92871

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHAPMAN ATHLETIC PAVILION 333 N GLASSELL ST ORANGE, CA 92866	NONE PC	EDUCATION	540,000
BIG BROTHERS BIG SISTERS OF INLAND EMPIRE 8880 BENSON STREET, SUITE 112 MONTCLAIR, CA 92763	NONE PC	CHILDREN & YOUTH	395,000
CHILDREN'S FUND 385 N ARROWHEAD SAN BERNARDINO, CA 92415-0132	NONE PC	CHILDREN & YOUTH	750,000
CITY OF HOPE 1055 WILSHIRE BLVD., 11TH FLOOR LOS ANGELES, CA 90017	NONE PC	HOSPITAL/HEALTH	2,300,000
KINSHIP CENTER 18302 IRVINE BLVD., SUITE 300 TUSTIN, CA 92780	NONE PC	HUMAN SERVICES	333,334
SERVITE HIGH SCHOOL 1952 W LA PALMA ANAHEIM, CA 92801	NONE PC	EDUCATION	166,666
		TOTAL CONTRIBUTIONS APPROVED	4,485,000

FEDERAL FOOTNOTES

IN 2004, THE FOUNDATION RECEIVED AN INTEREST IN THE VINEYARD VILLAGE, LTD. PARTNERSHIP FROM THE ESTATE OF ARNOLD ANDERSON. THE FOUNDATION IS EXEMPTED FROM PAYING TAX ON ANY UNRELATED BUSINESS INCOME FROM PROPERTY SUBJECT TO A MORTGAGE RECEIVED BY BEQUEST FOR A TEN YEAR PERIOD FROM JANUARY 2004 TO DECEMBER 2013 PURSUANT TO IRC 514(C)(2)(B).

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Canada - USD							
BARRICK GOLD CORP CUSIP 067901108							
1,500 00	17 6300000	0 00	26,445 00	73,393 87	- 46,948 87	0 00	- 46,948 87
Total USD		0 00	26,445 00	73,393 87	- 46,948 87	0 00	- 46,948 87
Total Canada		0 00	26,445 00	73,393 87	- 46,948 87	0 00	- 46,948 87
France - USD							
ADR TOTAL SA CUSIP 89151E109							
1,400 00	61 2700000	951 67	85,778 00	69,001 75	16,776 25	0 00	16,776 25
Total USD		951 67	85,778 00	69,001 75	16,776 25	0 00	16,776 25
Total France		951 67	85,778 00	69,001 75	16,776 25	0 00	16,776 25
Israel - USD							
ADR TEVA PHARMACEUTICAL INDS CUSIP 881624209							
1,900 00	40 0800000	0 00	76,152 00	74,501 22	1,650 78	0 00	1,650 78
Total USD		0 00	76,152 00	74,501 22	1,650 78	0 00	1,650 78
Total Israel		0 00	76,152 00	74,501 22	1,650 78	0 00	1,650 78
United Kingdom - USD							
ADR ASTRAZENECA PLC SPONSORED ADR UK CUSIP 046353108							
1,500 00	59 3700000	0 00	89,055 00	70,649 70	18,405 30	0 00	18,405 30
ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP 780259206							
1,100 00	71 2700000	0 00	78,397 00	79,586 97	- 1,189 97	0 00	- 1,189 97

STATEMENT A

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
Total USD		0 00	167,452 00	150,236 67	17,215 33	0 00	17,215 33
Total United Kingdom		0 00	167,452 00	150,236 67	17,215 33	0 00	17,215 33
United States - USD							
ALLSTATE CORP COM CUSIP 020002101 ALL							
1,700 00	54 5400000	425 00	92,718 00	52,993 66	39,724 34	0 00	39,724 34
AMER ELEC PWR CO INC COM CUSIP 025537101							
1,600 00	46 7400000	0 00	74,784 00	66,103 61	8,680 39	0 00	8,680 39
AMERIPRISE FINL INC COM CUSIP 03076C106 AMP							
1,200 00	115 0500000	0 00	138,060 00	56,929 92	81,130 08	0 00	81,130 08
AT&T INC COM CUSIP 00206R102 T							
2,000 00	35 1600000	0 00	70,320 00	66,363 55	3,956 45	0 00	3,956 45
CA INC COM CUSIP 12673P105							
2,800 00	33 6500000	0 00	94,220 00	73,781 58	20,438 42	0 00	20,438 42
CHEVRON CORP COM CUSIP 166764100 CVX							
600 00	124 9100000	0 00	74,946 00	40,914 22	34,031 78	0 00	34,031 78
CISCO SYSTEMS INC CUSIP 17275R102 CSCO							
3,500 00	22 4500000	0 00	78,575 00	57,472 52	21,102 48	0 00	21,102 48
CITIGROUP INC COM NEW COM NEW CUSIP 172967424							
1,500 00	52 1100000	0 00	78,165 00	75,680 88	2,484 12	0 00	2,484 12
CONOCOPHILLIPS COM CUSIP 20825C104							
2,400 00	70 6500000	0 00	169,560 00	104,295 98	65,264 02	0 00	65,264 02

STATEMENT A

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total

Equities

Common stock

DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
700 00	64 9700000	0 00	45,479 00	36,588 11	8,890 89	0 00	8,890 89
ENSCO PLC SHS CLASS A COM CUSIP G3157S106							
1,300 00	57 1800000	0 00	74,334 00	62,411 48	11,922 52	0 00	11,922 52
FORD MTR CO DEL COM PAR $0 01 COM PAR $0 01 CUSIP 345370860 F							
9,200 00	15 4300000	0 00	141,956 00	131,587 91	10,368 09	0 00	10,368 09
GENERAL ELECTRIC CO CUSIP 369604103 GE							
3,200 00	28 0300000	704 00	89,696 00	53,791 64	35,904 36	0 00	35,904 36
HARRIS CORP COM CUSIP 413875105							
1,400 00	69 8100000	0 00	97,734 00	51,484 42	46,249 58	0 00	46,249 58
INTEL CORP COM CUSIP 458140100 INTC							
5,900 00	25 9600000	0 00	153,164 00	115,648 89	37,515 11	0 00	37,515 11
INTL PAPER CO COM CUSIP 460146103							
1,600 00	49 0300000	0 00	78,448 00	47,031 39	31,416 61	0 00	31,416 61
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
1,000 00	91 5900000	0 00	91,590 00	57,019 72	34,570 28	0 00	34,570 28
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
2,900 00	58 4800000	0 00	169,592 00	99,631 71	69,960 29	0 00	69,960 29
MARATHON OIL CORP COM CUSIP 565849106 MRO							
2,300 00	35 3000000	0 00	81,190 00	61,737 84	19,452 16	0 00	19,452 16
MEDTRONIC INC COM CUSIP 585055106							
1,600 00	57 3900000	448 00	91,824 00	54,671 44	37,152 56	0 00	37,152 56

STATEMENT A

Asset Detail - Base Currency

Equities

Common stock

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
MERCK & CO INC NEW COM CUSIP 58933Y105							
1,500 00	50 0500000	660 00	75,075 00	58,067 76	17,007 24	0 00	17,007 24
METLIFE INC COM STK USD0 01 CUSIP 59156R108							
3,300 00	53 9200000	0 00	177,936 00	133,140 18	44,795 82	0 00	44,795 82
MICROSOFT CORP COM CUSIP 594918104 MSFT							
2,300 00	37 4300000	0 00	86,089 00	68,876 67	17,212 33	0 00	17,212 33
MOLSON COORS BREWING CO CL B CL B CUSIP 60871R209							
1,600 00	56 1500000	0 00	89,840 00	71,205 92	18,634 08	0 00	18,634 08
NEWELL RUBBERMAID INC COM CUSIP 651229106							
2,600 00	32 4100000	0 00	84,266 00	70,007 14	14,258 86	0 00	14,258 86
NORFOLK SOUTHN CORP COM CUSIP 655844108							
900 00	92 8300000	0 00	83,547 00	74,107 11	9,439 89	0 00	9,439 89
NORTHROP GRUMMAN CORP COM CUSIP 666807102 NOC							
1,000 00	114 6100000	0 00	114,610 00	57,004 90	57,605 10	0 00	57,605 10
PFIZER INC COM CUSIP: 717081103							
2,700 00	30 6300000	0 00	82,701 00	51,868 39	30,832 61	0 00	30,832 61
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105							
1,100 00	77 5800000	0 00	85,338 00	61,233 84	24,104 16	0 00	24,104 16
REYNOLDS AMERICAN INC COM CUSIP 761713106 RAI							
1,500 00	49 9900000	945 00	74,985 00	41,954 00	33,031 00	0 00	33,031 00
SLM CORP COM CUSIP 78442P106							
3,100 00	26 2800000	0 00	81,468 00	72,162 76	9,305 24	0 00	9 305 24

STATEMENT A

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Common stock							
STAPLES INC COM CUSIP 855030102							
5,900 00	15 8900000	708 00	93,751 00	69,101 27	24,649 73	0 00	24,649 73
TRAVELERS COS INC COM STK CUSIP 89417E109							
1,000 00	90 5400000	0 00	90,540 00	46,884 62	43,655 38	0 00	43,655 38
WAL-MART STORES INC COM CUSIP 931142103 WMT							
1,000 00	78 6900000	470 00	78,690 00	55,798 59	22,891 41	0 00	22,891 41
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
3,800 00	45 4000000	0 00	172,520 00	112,750 81	59,769 19	0 00	59,769 19
XEROX CORP COM CUSIP 984121103							
8,600 00	12 1700000	494 50	104,662 00	82,992 88	21,669 12	0 00	21,669 12
5TH 3RD BANCORP COM CUSIP 316773100 FITB							
4,400 00	21 0300000	528 00	92,532 00	67,216 10	25,315 90	0 00	25,315 90
Total USD		5,382 50	3,654,905 00	2,560,513 41	1,094,391 59	0 00	1,094,391 59
Total United States		5,382 50	3,654,905 00	2,560,513 41	1,094,391 59	0 00	1,094,391 59
Total Common Stock							
102,100.00		**6,334.17**	**4,010,732.00**	**2,927,646.92**	**1,083,085.08**	**0.00**	**1,083,085.08**
Total Equities							
102,100.00		6,334.17	4,010,732.00	2,927,646.92	1,083,085.08	0 00	1,083,085.08

STATEMENT A

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Cash Equivalents							
Funds - short term investment							
MFB NI TREASURY MONEY MARKET FUND - SWEEP CUSIP 665279808							
	1 0000000	1 67	201,983 18	201,983 18	0 00	0 00	0 00
Total funds - short term investment - all currencies		1 67	201,983 18	201,983 18	0 00	0 00	0 00
Total funds - short term investment - all countries		1 67	201,983 18	201,983 18	0 00	0 00	0 00
Total Funds - Short Term Investment							
201,983 18		**1.67**	**201,983.18**	**201,983.18**	**0.00**	**0 00**	**0.00**
Total Cash and Cash Equivalents							
201,983.18		**1.67**	**201,983.18**	**201,983 18**	**0.00**	**0 00**	**0.00**
Total							
304,083.18		**6,335.84**	**4,212,715.18**	**3,129,630.10**	**1,083,085.08**	**0.00**	**1,083,085.08**

A. GARY ANDERSON FAMILY FOUNDATION
Tax Package - Investment Manager Reconciliation for Asset Detail Supplemental Schedules
12/31/2013
Sched - A1

	Savings & Temp Cash Invest	Accounts Receivable	Prepaid Interest	Investments-Gov't Oblig	Investments-Corp Bonds	Investments-Corp Stock	Accounts Payable	Total
Alphine Capital Research (ACR) - 2695823 NV								
Per Custody Statements	201,983	6,336				4,010,732		4,219,051
Cash/Accounts Receivable	-	-		-		-	-	-
	201,983	**6,336**	**-**	**-**	**-**	**4,010,732**	**-**	**4,219,051**

G \TAX DOCUMENTS\2013\Foundation NV\Tax Compliance\Income Tax\Income Tax Package\2013 - Foundation NV - Tax Organizer, A1 - Asset Detail by MM

STATEMENT A

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) listed individually, reinvested dividends and capital gains distributions consolidated, and the cost of reinvested dividends and capital gains distributions included

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
CASH				$606.16		
US GOVT MONEY MARKET FUND RBC RESERVE CLASS	TURXX	101,400.460	$1.000	$101,400.46	$148,112.94	$10.38
TOTAL CASH AND MONEY MARKET				$102,006.62		$10.38

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ALLERGAN INC	AGN	918.000	$111.080	$101,971.44		$78,697.13	$23,274.31	$183.60
		36.000			*12/12/11*	*$2,271.65*	*$1,727.23*	
		649.000			*12/13/11*	*$53,870.57*	*$18,220.35*	
		44.000			*06/27/12*	*$4,019.52*	*$868.00*	
		189.000			*06/03/13*	*$18,535.39*	*$2,458.73*	
AMAZON.COM INC	AMZN	566.000	$398.790	$225,715.14		$113,467.64	$112,247.50	
		130.000			*12/12/11*	*$15,418.66*	*$36,424.04*	
		203.000			*12/13/11*	*$37,200.99*	*$43,753.38*	
		42.000			*04/29/13*	*$10,648.03*	*$6,101.15*	
		16.000			*05/02/13*	*$3,998.24*	*$2,382.40*	
		62.000			*05/10/13*	*$16,319.15*	*$8,405.83*	
		14.000			*05/22/13*	*$3,667.26*	*$1,915.80*	
		99.000			*06/03/13*	*$26,215.31*	*$13,264.90*	
ATHENAHEALTH INC	ATHN	794.000	$134.500	$106,793.00		$86,128.56	$20,664.44	
		199.000			*07/09/13*	*$17,223.49*	*$9,542.01*	
		323.000			*07/15/13*	*$37,179.58*	*$6,263.92*	
		23.000			*07/22/13*	*$2,628.71*	*$464.79*	
		124.000			*08/02/13*	*$14,304.57*	*$2,373.43*	
		40.000			*09/11/13*	*$4,540.40*	*$839.60*	
		33.000			*10/04/13*	*$3,706.35*	*$732.15*	
		46.000			*12/12/13*	*$5,751.96*	*$435 04*	
		6.000			*12/20/13*	*$793.50*	*$13 50*	
BIOMARIN PHARMACEUTICAL INC	BMRN	1,403.000	$70.350	$98,701.05		$88,021.82	$10,679.23	

STATEMENT B

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		443.000			*05/08/13*	*$28,867.20*	*$2,297.85*	
		247.000			*05/16/13*	*$15,743.23*	*$1,633.22*	
		53.000			*05/22/13*	*$3,473.32*	*$255.23*	
		159.000			*05/29/13*	*$10,222.97*	*$962.68*	
		188.000			*06/03/13*	*$10,851.70*	*$2,374.10*	
		114.000			*06/04/13*	*$6,867.50*	*$1,152.40*	
		138.000			*06/12/13*	*$8,139.07*	*$1,569.23*	
		61.000			*07/18/13*	*$3,856.83*	*$434.52*	
CELGENE CORP	CELG	707.000	$168.968	$119,460.38		$87,094.07	$32,366.31	
		287.000			*06/14/13*	*$34,319.69*	*$14,174.13*	
		146.000			*06/19/13*	*$17,190.21*	*$7,479.12*	
		110.000			*06/24/13*	*$12,512.29*	*$6,074.19*	
		74.000			*07/18/13*	*$9,801.31*	*$2,702.32*	
		18.000			*08/02/13*	*$2,640.36*	*$401.06*	
		42.000			*08/08/13*	*$5,989.36*	*$1,107.30*	
		15.000			*10/02/13*	*$2,349.00*	*$185.52*	
		15.000			*10/10/13*	*$2,291.85*	*$242.67*	
CERNER CORP	CERN	3,002.000	$55.740	$167,331.48		$108,399.61	$58,931.87	
		1,988.000			*12/13/11*	*$58,198.50*	*$52,612.62*	
		58.000			*05/02/13*	*$2,806.18*	*$426.74*	
		114.000			*05/10/13*	*$5,416.11*	*$938.25*	
		458.000			*06/03/13*	*$22,408.20*	*$3,120.72*	
		195.000			*08/02/13*	*$9,814.26*	*$1,055.04*	
		87.000			*09/11/13*	*$4,253.86*	*$595.52*	
		102.000			*10/04/13*	*$5,502.50*	*$182.98*	
CHARLES SCHWAB CORP NEW	SCHW	3,085.000	$26.000	$80,210.00		$41,040.26	$39,169.74	$740 40
		2,513.000			*12/13/11*	*$29,954.96*	*$35,383.04*	
		572.000			*06/03/13*	*$11,085.30*	*$3,786.70*	
COSTCO WHOLESALE CORP-NEW	COST	757.000	$119.020	$90,098.14		$59,204 50	$30,893.64	$938.68
		314.000			*12/12/11*	*$18,455.66*	*$18,916.62*	
		308.000			*12/13/11*	*$26,022.38*	*$10,635.78*	
		2.000			*11/06/12*	*$211.08*	*$26.96*	
		133.000			*06/03/13*	*$14,515.38*	*$1,314.28*	
DRIL-QUIP INC	DRQ	576.000	$109.930	$63,319.68		$63,090.89	$228.79	
		216.000			*08/29/13*	*$22,346.39*	*$1,398.49*	
		134.000			*09/18/13*	*$15,108 43*	*-$377.81*	
		125.000			*11/04/13*	*$14,540.99*	*-$799.74*	
		55.000			*12/05/13*	*$6,035.04*	*$11.11*	
		46.000			*12/23/13*	*$5,060.04*	*-$3.26*	
EQUINIX INC	EQIX	654.000	$177.450	$116,052.30		$126,905.87	-$10,853.57	
		143.000			*07/30/12*	*$25,874.69*	*-$499.34*	

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		14.000			08/09/12	$2,590.89	-$106.59	
		10.000			08/09/12	$1,818.50	-$44.00	
		52.000			09/14/12	$10,462.44	-$1,235.04	
		29.000			09/28/12	$6,014.71	-$868.66	
		4.000			10/09/12	$799.68	-$89.88	
		45.000			10/12/12	$8,508.45	-$523.20	
		29.000			10/17/12	$5,552.74	-$406.69	
		26.000			10/26/12	$4,679.00	-$65.30	
		14.000			11/01/12	$2,567.56	-$83.26	
		7.000			11/06/12	$1,296.43	-$54.28	
		29.000			02/28/13	$6,185.23	-$1,039.18	
		1.000			03/06/13	$229.63	-$52.18	
		40.000			04/25/13	$8,526.40	-$1,428.40	
		19.000			05/02/13	$4,123.60	-$752.05	
		16.000			05/22/13	$3,492.32	-$653.12	
		13.000			05/29/13	$2,675 31	-$368.46	
		111.000			06/03/13	$22,515.03	-$2,818.08	
		30.000			08/02/13	$5,322.00	$1.50	
		22.000			10/10/13	$3,671.26	$232.64	
FASTENAL CO	FAST	1,876.000	$47.510	$89,128.76		$89,116.57	$12.19	$1,876.00
		112.000			01/27/12	$5,240.31	$80.81	
		2.000			03/30/12	$120.86	-$25.84	
		349.000			04/18/12	$16,965.90	-$384.91	
		107.000			04/26/12	$5,066.52	$17.05	
		259.000			05/02/12	$12,166.48	$138.61	
		77.000			05/10/12	$3,383.83	$274.44	
		35.000			05/22/12	$1,563.20	$99.65	
		121.000			06/28/12	$4,627.97	$1,120.74	
		68.000			09/13/12	$3,044.49	$186.19	
		54.000			09/13/12	$2,272.64	$292.90	
		6.000			09/14/12	$276.78	$8.28	
		56.000			09/28/12	$2,418.88	$241.68	
		40.000			11/06/12	$1,747.20	$153.20	
		85.000			05/10/13	$4,297.62	-$259.27	
		84.000			05/22/13	$4,284.87	-$294.03	
		421.000			06/03/13	$21,639.02	-$1,637.31	
GOOGLE INC CL A	GOOG	195.000	$1,120.710	$218,538.45		$119,677.73	$98,860.72	
		129.000			12/12/11	$65,946.17	$78,625.42	
		15.000			12/13/11	$9,527.70	$7,282.95	
		3.000			04/25/13	$2,448.00	$914.13	
		3.000			05/02/13	$2,502.00	$860.13	
		3.000			05/22/13	$2,677.14	$684.99	
		32.000			06/03/13	$27,619.36	$8,243.36	

STATEMENT B

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		4.000			*08/02/13*	*$3,627.32*	*$855.52*	
		6.000			*10/02/13*	*$5,330.04*	*$1,394.22*	
LINKEDIN CORPORATION	LNKD	472.000	$216.830	$102,343 76		$62,249.96	$40,093.80	
COM CL A		*113.000*			*11/16/12*	*$11,568.04*	*$12,933.75*	
		64.000			*11/19/12*	*$6,717.91*	*$7,159.21*	
		112.000			*01/23/13*	*$13,389.27*	*$10,895.69*	
		18.000			*02/28/13*	*$3,048.60*	*$854.34*	
		23.000			*05/10/13*	*$3,987.32*	*$999.77*	
		30.000			*05/22/13*	*$5,294.34*	*$1,210.56*	
		112.000			*06/03/13*	*$18,244.48*	*$6,040.48*	
MEAD JOHNSON NUTRITION	MJN	1,023.000	$83.760	$85,686.48		$79,964.74	$5,721.74	$1,391.28
COMPANY COMMON STOCK		*446.000*			*12/13/11*	*$33,253.72*	*$4,103.24*	
		27.000			*06/27/12*	*$2,343 45*	*-$81.93*	
		11.000			*11/06/12*	*$736.46*	*$184.90*	
		3.000			*03/06/13*	*$238.44*	*$12.84*	
		40.000			*04/29/13*	*$3,209.20*	*$141.20*	
		214.000			*06/03/13*	*$17,568.35*	*$356.29*	
		26.000			*10/02/13*	*$1,938.86*	*$238.90*	
		95.000			*10/10/13*	*$7,282.34*	*$674.86*	
		147.000			*11/21/13*	*$12,217.82*	*$94.90*	
		14.000			*12/20/13*	*$1,176.10*	*-$3.46*	
NATIONAL-OILWELL VARCO INC	NOV	716.000	$79.530	$56,943.48		$48,899.54	$8,043.94	$744.64
		260.000			*05/22/12*	*$17,422.21*	*$3,255.59*	
		78.000			*06/14/12*	*$5,272.32*	*$931.02*	
		153.000			*06/27/12*	*$9,490.12*	*$2,677.97*	
		88.000			*09/28/12*	*$7,077.52*	*-$78.88*	
		137.000			*06/03/13*	*$9,637.37*	*$1,258.24*	
OCEANEERING INTERNATIONAL INC	OII	1,076.000	$78.880	$84,874.88		$57,218.34	$27,656.54	$946.88
		796.000			*12/13/11*	*$37,125.36*	*$25,663.12*	
		280.000			*06/03/13*	*$20,092.98*	*$1,993.42*	
PRAXAIR INC	PX	887.000	$130.030	$115,336.61		$93,338.05	$21,998.56	$2,128.80
		735.000			*12/13/11*	*$75,915.21*	*$19,656.84*	
		152.000			*06/03/13*	*$17,422.84*	*$2,341.72*	
PRECISION CASTPARTS CORP	PCP	611.000	$269.300	$164,542.30		$104,840.85	$59,701.45	$73.32
		157.000			*12/12/11*	*$24,763.50*	*$17,516.60*	
		299.000			*12/13/11*	*$47,571.69*	*$32,949.01*	
		12.000			*06/28/12*	*$1,936.32*	*$1,295.28*	
		28.000			*05/10/13*	*$5,886 40*	*$1,654.00*	
		105.000			*06/03/13*	*$22,384.34*	*$5,892.16*	
		10.000			*10/02/13*	*$2,298.60*	*$394.40*	
PRICELINE COM INC COM NEW	PCLN	120.000	$1,162.400	$139,488.00		$65,587.21	$73,900.79	

STATEMENT B

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		26 000			12/12/11	$13,238.21	$16,984.19	
		70.000			12/13/11	$33,252.20	$48,115.80	
		24.000			06/03/13	$19,096.80	$8,800.80	
QUALCOMM INC	QCOM	2,207.000	$74.250	$163,869.75		$122,646.73	$41,223.02	$3,089 80
		454.000			12/12/11	$22,248.49	$11,461.01	
		1,268 000			12/13/11	$69,727.32	$24,421.68	
		485.000			06/03/13	$30,670.92	$5,340.33	
SALESFORCE.COM INC	CRM	3,578.000	$55.190	$197,469.82		$118,652.87	$78,816.95	
		2,316 000			12/13/11	$67,038.07	$60,781.97	
		44 000			02/13/12	$1,467.85	$960.51	
		32.000			09/14/12	$1,295.52	$470.56	
		164.000			09/28/12	$6,269.83	$2,781.33	
		67.000			05/02/13	$2,812.26	$885.47	
		149.000			05/10/13	$6,582.67	$1,640.64	
		69.000			05/22/13	$3,161.44	$646.67	
		74.000			05/24/13	$3,120.62	$963.44	
		36.000			05/29/13	$1,524.90	$461.94	
		627.000			06/03/13	$25,379.71	$9,224.42	
SPLUNK INC COM	SPLK	1,431.000	$68.670	$98,266.77		$65,179.52	$33,087.25	
		1,161.000			06/03/13	$53,185.29	$26,540.58	
		143.000			06/05/13	$5,970.72	$3,849.09	
		72.000			06/12/13	$3,213.12	$1,731.12	
		55.000			07/15/13	$2,810.39	$966.46	
STARBUCKS CORP	SBUX	2,023.000	$78.390	$158,582.97		$109,241 38	$49,341.59	$2,103.92
		400.000			08/30/12	$19,899.40	$11,456.60	
		50.000			09/14/12	$2,554.75	$1,364.75	
		206.000			09/14/12	$10,426.77	$5,721.57	
		289.000			09/28/12	$14,684.10	$7,970.61	
		50.000			10/08/12	$2,452 00	$1,467.50	
		14.000			10/09/12	$683.16	$414.30	
		197.000			10/17/12	$9,562.26	$5,880.57	
		7.000			10/26/12	$330.08	$218.65	
		53.000			11/01/12	$2,484.98	$1,669.69	
		20.000			11/06/12	$1,049.00	$518.80	
		108.000			02/28/13	$5,961.56	$2,504.56	
		4.000			03/06/13	$240.84	$72.72	
		144.000			03/19/13	$8,144.76	$3,143.40	
		48.000			05/22/13	$3,085.88	$676.84	
		410.000			06/03/13	$25,878.83	$6,261.07	
		23.000			12/20/13	$1,803.01	-$0.04	
TIFFANY & CO NEW	TIF	1,238.000	$92.780	$114,861.64		$92,213.95	$22,647.69	$1,683.68
		620.000			04/10/13	$44,315.24	$13,208.36	

STATEMENT B

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
		124.000			*05/07/13*	*$9,284.60*	*$2,220.12*	
		25.000			*05/16/13*	*$1,937.00*	*$382.50*	
		45.000			*05/29/13*	*$3,539.06*	*$636.04*	
		171.000			*06/03/13*	*$13,339.36*	*$2,526.02*	
		44.000			*06/24/13*	*$3,153.51*	*$928 81*	
		68.000			*07/10/13*	*$5,156.80*	*$1,152.24*	
		54.000			*07/15/13*	*$4,310.35*	*$699.77*	
		32.000			*08/02/13*	*$2,618.04*	*$350.92*	
		32.000			*10/02/13*	*$2,453.84*	*$515.12*	
		23.000			*12/20/13*	*$2,106.15*	*$27.79*	
VERISK ANALYTICS INC	VRSK	1,706.000	$65.720	$112,118.32		$88,071.59	$24,046.73	
CL A		*468.000*			*07/26/12*	*$23,285.34*	*$7,471.62*	
		312.000			*08/03/12*	*$14,909.97*	*$5,594.67*	
		92.000			*08/08/12*	*$4,526.44*	*$1,519.80*	
		43.000			*09/05/12*	*$2,171.21*	*$654.75*	
		93.000			*09/05/12*	*$4,468.46*	*$1,643.50*	
		71.000			*09/19/12*	*$3,408.64*	*$1,257.48*	
		121.000			*11/06/12*	*$6,078 94*	*$1,873.18*	
		172.000			*01/24/13*	*$9,576.40*	*$1,727.44*	
		33.000			*02/28/13*	*$1,936.89*	*$231.87*	
		301.000			*06/03/13*	*$17,709.30*	*$2,072.42*	
VISA INC	V	774.000	$222.680	$172,354.32		$82,925.90	$89,428.42	$1,238.40
CL A COMMON STOCK		*290.000*			*12/12/11*	*$21,684.10*	*$42,893.10*	
		297.000			*12/13/11*	*$28,800.18*	*$37,335.78*	
		47.000			*02/28/13*	*$7,508.50*	*$2,957.46*	
		140.000			*06/03/13*	*$24,933.12*	*$6,242.08*	
VMWARE INC CL A	VMW	1,026.000	$89.710	$92,042.46		$83,660.75	$8,381.71	
		333.000			*12/12/11*	*$28,788.71*	*$1,084.72*	
		85.000			*12/13/11*	*$7,929.75*	*-$304.40*	
		84.000			*12/14/11*	*$7,283.04*	*$252.60*	
		57.000			*12/20/11*	*$4,849.59*	*$263.88*	
		82.000			*12/22/11*	*$6,568.72*	*$787.50*	
		20.000			*01/10/12*	*$1,721.00*	*$73.20*	
		38.000			*02/13/12*	*$3,688.50*	*-$279.52*	
		76.000			*04/25/13*	*$5,538.42*	*$1,279.54*	
		46.000			*05/02/13*	*$3,277.47*	*$849.19*	
		205.000			*06/03/13*	*$14,015 55*	*$4,375.00*	
WHOLE FOODS MARKET INC	WFM	710.000	$57.830	$41,059.30	12/06/13	$39,611.15	$1,448.15	$340.80
TOTAL US EQUITIES				$3,377,160.68		$2,375,147.18	$1,002,013.50	$17,480.20

Add: Am Twr Corp	$122,870.62
Total US Eq	$2,498,017.80

STATEMENT B

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ACE LIMITED	ACE	1,573.000	$103.530	$162,852.69		$115,418.36	$47,434.33	$3,963.96
		1,008.000			12/13/11	$68,826.14	$35,532.10	
		72.000			03/19/12	$5,234.88	$2,219.28	
		16.000			03/30/12	$1,187.36	$469.12	
		50.000			04/18/12	$3,631.00	$1,545.50	
		56.000			06/28/12	$3,992.47	$1,805.21	
		47.000			01/23/13	$3,978.80	$887.11	
		46.000			02/28/13	$3,963.86	$798.52	
		278.000			06/03/13	$24,603.85	$4,177.49	
ARM HOLDINGS PLC SPONSORED ADR	ARMH	2,314.000	$54.731	$126,647.53		$67,198.72	$59,448.81	$467.43
		1,129.000			12/13/11	$30,078.48	$31,712 82	
		107.000			03/09/12	$2,890.19	$2,966.03	
		115.000			03/30/12	$3,281.34	$3,012.72	
		225.000			05/02/12	$5,618.78	$6,695.69	
		110.000			05/22/12	$2,550.69	$3,469.72	
		200.000			06/28/12	$4,597.80	$6,348.40	
		428.000			06/03/13	$18,181.44	$5,243.43	
SCHLUMBERGER LTD	SLB	1,684.000	$90.110	$151,745.24		$126,389.09	$25,356.15	$2,105.00
		1,122.000			12/13/11	$81,120.49	$19,982.93	
		13.000			03/09/12	$1,007.67	$163.76	
		71.000			03/21/12	$5,294.40	$1,103.41	
		251.000			06/03/13	$18,349.76	$4,267.85	
		227.000			11/21/13	$20,616.77	-$161.80	
SILVER WHEATON CORP	SLW	2,570.000	$20.190	$51,888.30		$74,118.86	-$22,230.56	$925.20
		980.000			12/13/11	$30,987.50	-$11,201.30	
		106.000			12/21/11	$3,130.51	-$990.37	
		52.000			01/27/12	$1,871.52	-$821.64	
		59.000			03/30/12	$1,963.72	-$772.51	
		89.000			04/19/12	$2,678.44	-$881.53	
		246.000			05/01/12	$7,583.51	-$2,616.77	
		72.000			05/07/12	$1,979.04	-$525.36	
		114.000			05/22/12	$2,919 97	-$618.31	
		31.000			02/28/13	$1,018.88	-$392.99	
		163.000			04/26/13	$3,873.31	-$582.34	
		123.000			04/29/13	$2,962.59	-$479.22	
		535.000			06/03/13	$13,149 87	-$2,348.22	
TOTAL INTERNATIONAL EQUITIES				$493,133.76		$383,125.03	$110,008.73	$7,461.59

STATEMENT B

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	PURCHASE DATE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AMERICAN TOWER CORPORATION	AMT	2,027.000	$79.820	$161,795.14		$122,870.62	$38,924.52	$2,351.32
REIT		*191.000*			*12/12/11*	*$8,134.77*	*$7,110.85*	
		1,477.000			*12/13/11*	*$86,740.52*	*$31,153.62*	
		359.000			*06/03/13*	*$27,995.33*	*$660.05*	
TOTAL OTHER ASSETS				$161,795.14		$122,870.62	$38,924.52	$2,351.32

Total Cost: 2,983,149.45

ACTIVITY DETAIL

Realized gain/loss column includes fees and commissions It does not include accrued interest

Purchases, sales and other activity all represent an exchange of cash and/or money market funds for securities and, as such, do not represent deposits to or withdrawals from your account Account value changes due to commissions, mark ups, mark downs and accrued interest are shown in the "Change in value of priced securities" line of the Account Value Summary

** Information that appears in these columns may be based on information provided by you or at your direction, RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

PURCHASES

Regular Purchases

DATE	DESCRIPTION	QUANTITY	PRICE	NET COST/ ACCRUED INTEREST	COMMENTS
12/05/13	DRIL-QUIP INC UNSOLICITED WE MAKE A MKT IN THIS SECURITY	55.000	$109.510	-$6,035.04	
12/06/13	WHOLE FOODS MARKET INC UNSOLICITED WE MAKE A MKT IN THIS SECURITY	710.000	$55.760	-$39,611.15	
12/12/13	ATHENAHEALTH INC UNSOLICITED WE MAKE A MKT IN THIS SECURITY	46.000	$124.782	-$5,751.96	
12/20/13	ATHENAHEALTH INC UNSOLICITED WE MAKE A MKT IN THIS SECURITY	6.000	$130.250	-$793.50	
12/20/13	MEAD JOHNSON NUTRITION COMPANY COMMON STOCK UNSOLICITED WE MAKE A MKT IN THIS SECURITY	14.000	$83.150	-$1,176.10	

A. GARY ANDERSON FAMILY FOUNDATION
Tax Package - Investment Manager Reconciliation for Asset Detail Supplemental Schedules
12/31/2013
Sched - A1

	Savings & Temp Cash Invest	Accounts Receivable	Prepaid Interest	Investments-Gov't Oblig	Investments-Corp Bonds	Investments-Corp Stock	Accounts Payable	Total
TCW - 98300087 NV								
Per Custody Statements	102,007	1,282				3,377,161		3,480,450
						493,134		493,134
						161,795		161,795
							-	-
	102,007	**1,282**	**-**	**-**	**-**	**4,032,090**	**-**	**4,135,379**

G \TAX DOCUMENTS\2013\Foundation NV\Tax Compliance\Income Tax\Income Tax Package\2013 - Foundation NV - Tax Organizer, A1 - Asset Detail by MM

STATEMENT B

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equities							
Funds - common stock							
International Region - USD							
MFO IVA INTL FD-I CUSIP 45070A404							
309,105 74	17 2600000	0 00	5,335,165 07	4,992,679 17	342,485 90	0 00	342,485 90
Total USD		0 00	5,335,165 07	4,992,679 17	342,485 90	0 00	342,485 90
Total International Region		0 00	5,335,165 07	4,992,679 17	342,485 90	0 00	342,485 90
Total Funds - Common Stock							
309,105 74		**0.00**	**5,335,165.07**	**4,992,679.17**	**342,485.90**	**0.00**	**342,485 90**
Value indeterminable							
United States - USD							
AURA SYS INC OC-WT EXP 05-31-2005 CUSIP 051526119							
876 00	0 0010000	0 00	0 87	0 00	0 87	0 00	0 87
Total USD		0 00	0 87	0 00	0 87	0 00	0 87
Total United States		0 00	0 87	0 00	0 87	0 00	0 87
Total Value Indeterminable							
876 00		**0.00**	**0 87**	**0 00**	**0 87**	**0 00**	**0.87**
Total Equities							
309,981 74		**0.00**	**5,335,165 94**	**4,992,679 17**	**342,486.77**	**0.00**	**342,486 77**

STATEMENT C

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Fixed Income							
Funds - corporate bond							
United States - USD							
MFO METROPOLITAN WEST FDS LOW DURATION BD FD CL I CUSIP 592905608							
0 00	8 7900000	4,416 46	0 00	0 00	0 00	0 00	0 00
Issue Date 31 Aug 08							
Total USD		4,416 46	0 00	0 00	0 00	0 00	0 00
Total United States		4,416 46	0 00	0 00	0 00	0 00	0 00
Total Funds - Corporate Bond							
0.00		**4,416 46**	**0.00**	**0.00**	**0 00**	**0.00**	**0.00**
Total Fixed Income							
0.00		**4,416 46**	**0 00**	**0.00**	**0.00**	**0.00**	**0 00**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Cash and Cash Equivalents							
Funds - short term investment							
MFB NI TREASURY MONEY MARKET FUND - SWEEP CUSIP 665279808							
	1 0000000	16 40	1,926,128 55	1,926,128 55	0 00	0 00	0 00
Total funds - short term investment - all currencies		16 40	1,926,128 55	1,926,128 55	0 00	0 00	0 00
Total funds - short term investment - all countries		16 40	1,926,128 55	1,926,128 55	0 00	0 00	0 00

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total
Cash and Cash Equivalents							
Funds - short term investment							
Total Funds - Short Term Investment							
1,926,128.55		16 40	1,926,128.55	1,926,128 55	0.00	0 00	0.00
Total Cash and Cash Equivalents							
1,926,128.55		16.40	1,926,128 55	1,926,128 55	0 00	0.00	0.00
Total							
2,236,110.29		4,432.86	7,261,294.49	6,918,807.72	342,486.77	0.00	342,486.77

STATEMENT C

A. GARY ANDERSON FAMILY FOUNDATION
Tax Package - Investment Manager Reconciliation for Asset Detail Supplemental Schedules
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	Savings & Temp Cash Invest	Accounts Receivable	Prepaid Interest	Investments-Gov't Oblig	Investments-Corp Bonds	Investments-Corp Stock	Accounts Payable	Total
Custody Cash - 2695821 NV								
Per Custody Statements	1,926,129	4,433			-	5,335,166	-	7,265,728
	1,926,129	**4,433**	**-**	**-**	**-**	**5,335,166**	**-**	**7,265,728**

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	 Translation	 Total

Equities

Common stock

United States - USD

Description/Asset ID / Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Market	Translation	Total
AKORN INC COM CUSIP 009728106							
1,500 00	24 6300000	0 00	36,945 00	36,798 70	146 30	0 00	146 30
ANNIES INC COM USD0 001 CUSIP 03600T104							
1,387 00	43 0400000	0 00	59,696 48	59,330 25	366 23	0 00	366 23
BONANZA CREEK ENERGY INC COM COM STK CUSIP 097793103							
1,149 00	43 4700000	0 00	49,947 03	49,594 05	352 98	0 00	352 98
BOULDER BRANDS INC COM USD0 01 CUSIP 101405108							
1,000 00	15 8600000	0 00	15,860 00	15,846 25	13 75	0 00	13 75
CARDTRONICS INC COM STK CUSIP 14161H108							
1,154 00	43 4500000	0 00	50,141 30	50,393 97	- 252 67	0 00	- 252 67
G & K SVCS INC CL A CL A CUSIP 361268105							
500 00	62 2300000	0 00	31,115 00	31,353 45	- 238 45	0 00	- 238 45
HAEMONETICS CORP MASS COM CUSIP 405024100							
1,373 00	42 1300000	0 00	57,844 49	57,859 21	- 14 72	0 00	- 14 72
IPC THE HOSPITALIST CO INC STK CUSIP 44984A105							
600 00	59 3900000	0 00	35,634 00	35,697 25	- 63 25	0 00	- 63 25
LIFELOCK INC COM CUSIP 53224V100							
2,000 00	16 4100000	0 00	32,820 00	32,496 95	323 05	0 00	323 05
MATADOR RES CO COM CUSIP 576485205							
3,810 00	18 6400000	0 00	71,018 40	70,939 72	78 68	0 00	78 68
PORTFOLIO RECOVERY ASSOCS INC COM CUSIP 73640Q105							
1,283 00	52 8400000	0 00	67,793 72	67,762 90	30 82	0 00	30 82

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
SYNCHRONOSS TECHNOLOGIES INC COM STK CUSIP 87157B103							
2,365 00	31 0700000	0 00	73,480 55	73,331 05	149 50	0 00	149 50
VASCULAR SOLUTIONS INC COM CUSIP 92231M109							
1,000 00	23 1500000	0 00	23,150 00	23,128 45	21 55	0 00	21 55
VITAMIN SHOPPE INC COM CUSIP 92849E101							
1,100 00	52 0100000	0 00	57,211 00	57,564 03	- 353 03	0 00	- 353 03
Total USD		0 00	662,656 97	662,096 23	560 74	0 00	560 74
Total United States		0 00	662,656 97	662,096 23	560 74	0 00	560 74
Total Common Stock							
20,221.00		**0 00**	**662,656.97**	**662,096.23**	**560.74**	**0.00**	**560.74**
Total Equities							
20,221.00		**0.00**	**662,656.97**	**662,096.23**	**560.74**	**0 00**	**560.74**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Cash Equivalents							
Funds - short term investment							
MFB NORTHERN FUNDS U S GOVT MONEY MKT FDUS GOVT MONEY MARKET FUND CUSIP 665162848							
	1 0000000	1 10	2,000,000 00	2,000,000 00	0 00	0 00	0 00
Total funds - short term investment - all currencies		1 10	2,000,000 00	2,000,000 00	0 00	0 00	0 00

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Cash and Cash Equivalents							
Funds - short term investment							
Total funds - short term investment - all countries		1 10	2,000,000 00	2,000,000 00	0 00	0 00	0 00
Total Funds - Short Term Investment							
2,000,000 00		**1.10**	**2,000,000.00**	**2,000,000 00**	**0.00**	**0 00**	**0 00**
Total Cash and Cash Equivalents							
2,000,000.00		**1.10**	**2,000,000 00**	**2,000,000.00**	**0.00**	**0.00**	**0 00**

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Adjustments To Cash							
Pending trade purchases							
USD - United States dollar	1 0000000	0 00	- 662,096 23	- 662,096 23	0 00	0 00	0 00
Total pending trade purchases - all currencies		0 00	- 662,096.23	- 662,096 23	0 00	0 00	0 00
Total pending trade purchases - all countries		0 00	- 662,096 23	- 662,096 23	0 00	0 00	0 00
Total Pending trade purchases							
0.00		**0.00**	**- 662,096 23**	**- 662,096.23**	**0 00**	**0.00**	**0 00**

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Adjustments To Cash							
Pending trade purchases							
Total Adjustments To Cash							
0.00		0.00	- 662,096.23	- 662,096 23	0 00	0 00	0.00
Total							
2,020,221.00		1.10	2,000,560.74	2,000,000.00	560.74	0.00	560.74

Pending Tran Detail w/Accrued Interest

Trade date/ Settle date	Country	Trade Status	Security description / Asset Id / Trade Expenses	Shares/PAR	Cost/Market Local Cost / Base Cost / Base Market	Accrued Interest Local / Base / Market	Total Local Cost / Base Cost / Base Market

Purchases

United States dollar

Equities

Common stock

Trade date/ Settle date	Country	Trade Status	Security description / Asset Id / Trade Expenses	Shares/PAR	Cost/Market Local Cost / Base Cost / Base Market	Accrued Interest Local / Base / Market	Total Local Cost / Base Cost / Base Market
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	AKORN INC COM CUSIP 009728106 Broker Commission 8 95	1,500 00	- 36,798 70 - 36,798 70 - 36,798 70	0 00 0 00 0 00	- 36,798 70 - 36,798 70 - 36,798 70
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	ANNIES INC COM USD0 001 CUSIP 03600T104 Broker Commission 8 95	1,387 00	- 59,330 25 - 59,330 25 - 59,330 25	0 00 0 00 0 00	- 59,330 25 - 59,330 25 - 59,330 25
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	BONANZA CREEK ENERGY INC COM COM STK CUSIP 097793103 Broker Commission 8 95	1,149 00	- 49,594 05 - 49,594 05 - 49,594 05	0 00 0 00 0 00	- 49,594 05 - 49,594 05 - 49,594 05
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	BOULDER BRANDS INC COM USD0 01 CUSIP 101405108 Broker Commission 8 95	1,000 00	- 15,846 25 - 15,846 25 - 15,846 25	0 00 0 00 0 00	- 15,846 25 - 15,846 25 - 15,846 25
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	CARDTRONICS INC COM STK CUSIP 14161H108 Broker Commission 8 95	1,154 00	- 50,393 97 - 50,393 97 - 50,393 97	0 00 0 00 0 00	- 50,393 97 - 50,393 97 - 50,393 97
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	G & K SVCS INC CL A CL A CUSIP 361268105 Broker Commission 8 95	500 00	- 31,353 45 - 31,353 45 - 31,353 45	0 00 0 00 0 00	- 31,353 45 - 31,353 45 - 31,353 45
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	HAEMONETICS CORP MASS COM CUSIP 405024100 Broker Commission 8 95	1,373 00	- 57,859 21 - 57,859 21 - 57,859 21	0 00 0 00 0 00	- 57,859 21 - 57,859 21 - 57,859 21
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	IPC THE HOSPITALIST CO INC STK CUSIP 44984A105 Broker Commission 8 95	600 00	- 35,697 25 - 35,697 25 - 35,697 25	0 00 0 00 0 00	- 35,697 25 - 35,697 25 - 35,697 25

Pending Tran Detail w/Accrued Interest

Trade date/ Settle date	Country	Trade Status	Security description / Asset Id / Trade Expenses	Shares/PAR	Cost/Market Local Cost / Base Cost / Base Market	Accrued Interest Local / Base / Market	Total Local Cost / Base Cost / Base Market
Purchases							
United States dollar							
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	LIFELOCK INC COM CUSIP 53224V100 Broker Commission 8 95	2,000 00	- 32,496 95 - 32,496 95 - 32,496 95	0 00 0 00 0 00	- 32,496 95 - 32,496 95 - 32,496 95
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	MATADOR RES CO COM CUSIP 576485205 Broker Commission 8 95	3,810 00	- 70,939 72 - 70,939 72 - 70,939 72	0 00 0 00 0 00	- 70,939 72 - 70,939 72 - 70,939 72
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	PORTFOLIO RECOVERY ASSOCS INC COM CUSIP 73640Q105 Broker Commission 8 95	1,283 00	- 67,762 90 - 67,762 90 - 67,762 90	0 00 0 00 0 00	- 67,762 90 - 67,762 90 - 67,762 90
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	SYNCHRONOSS TECHNOLOGIES INC COM STK CUSIP 87157B103 Broker Commission 8 95	2,365 00	- 73,331 05 - 73,331 05 - 73,331 05	0 00 0 00 0 00	- 73,331 05 - 73,331 05 - 73,331 05
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	VASCULAR SOLUTIONS INC COM CUSIP 92231M109 Broker Commission 8 95	1,000 00	- 23,128 45 - 23,128 45 - 23,128 45	0 00 0 00 0 00	- 23,128 45 - 23,128 45 - 23,128 45
31 Dec 13 6 Jan 14	United States	Cash pending Shares not delivered	VITAMIN SHOPPE INC COM CUSIP 92849E101 Broker Commission 8 95	1,100 00	- 57,564 03 - 57,564 03 - 57,564 03	0 00 0 00 0 00	- 57,564 03 - 57,564 03 - 57,564 03
Total common stock					- 662,096 23 - 662,096 23 - 662,096 23	0 00 0 00 0 00	- 662,096 23 - 662,096 23 - 662,096 23
Total equities					- 662,096 23 - 662,096 23 - 662,096 23	0.00 0 00 0 00	- 662,096 23 - 662,096 23 - 662,096 23
Total United States dollar					- 662,096.23 - 662,096.23 - 662,096 23	0 00 0 00 0.00	- 662,096 23 - 662,096 23 - 662,096.23
Total purchases					N/A - 662,096.23 - 662,096 23	N/A 0.00 0.00	N/A - 662,096.23 - 662,096 23

A. GARY ANDERSON FAMILY FOUNDATION
Tax Package - Investment Manager Reconciliation for Asset Detail Supplemental Schedules
12/31/2013
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	Savings & Temp Cash Invest	Accounts Receivable	Prepaid Interest	Investments-Gov't Oblig	Investments-Corp Bonds	Investments-Corp Stock	Accounts Payable	Total
AMI Small Cap - 2616472 NV								
Per Broker Stmt	2,000,000	1				662,657	(662,096)	2,000,562
Trade Date Adj - Gov't Oblig/Bonds/Stock	-	-				-		-
	2,000,000	**1**	**-**	**-**	**-**	**662,657**	**(662,096)**	**2,000,562**

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A. GARY ANDERSON FAMILY FOUNDATION 27-1878882
INVESTMENTS - OTHER
12/31/2013

INVESTMENTS - OTHER	FMV
137 Ventures, LP	367,941
Ares ACOF Asia Fund, LP	544,509
Ares Corporate Opportunities Fund II, LP	403,101
Ares Corporate Opportunities Fund III, LP	818,863
Ares ACOF Fund IV, LP	201,045
Ares ELIS Fund(offshore) VI, LP	271,401
Arias Resource Capital, LP	261,143
Avantium Macro Fund, Ltd	1,304,533
Beach Point Strategic Offshore Fund, Ltd.	2,185,826
BHR Offshore Fund, Ltd	2,904,315
Blumberg Capital II, LP	1,272,472
Blumberg Capital III, LP	261,820
Claren Road Credit Fund, Ltd	2,572,382
Commonwealth Opportunity Fund, Ltd	2,204,661
Encompass Capital Offshore Fund, Ltd	725,501
Engaged Capital I Offshore, Ltd	1,966,809
Formation8 Partners Fund, LP	139,392
Full Value Offshore Fund, Ltd	2,353,611
Industry Ventures Fund IV, LP	192,450
Industry Ventures P/S Holdings II-A, LP	997,650
Invicta Offshore Fund, Ltd	2,416,268
Ivy Hill Middle Market V, Ltd	2,489,963
JHL Capital Gourp Fund, Ltd	2,314,501
Malta Offshore, Ltd	2,150,432
Monitor Venture Partners I, LP	442,344
Monitor Venture Partners I-A, LP	283,955
OCM/GFI Power Opportunities Fund II, LP	39,692
Praesidian Capital Opportunity Fund III, LP	900,971
QFR Victoria Fund, Ltd	1,798,411
Red Kite HFZ, Ltd	1,613,373
Redmile Capital Offshore Fund, Ltd	2,325,219
Rimrock High Inc Plus Fund, Ltd	2,851,396
Seminole Offshore Fund, Ld	2,032,083
Shepherd Investments International, Ltd	341,437
SPM Opportunity Offshore Fund, Ltd	2,708,005
Prime Finance Partners II, LP	583,130
Prime Finance Partners III, LP	483,994
Vineyard Village, Ltd	124,000
TOTAL INVESTMENTS - OTHER	47,848,599

STATEMENT E