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: FRECHETTE FAMILY FOUNDATION 23-18875

A Employer identification number: 31-1530248

Number and street (or P O box number if mail is not delivered to street address): THE NORTHERN TRUST COMPANY

Room/suite:

B Telephone number (see instructions): 312-630-6000

City or town, state or province, country, and ZIP or foreign postal code: P.O. BOX 803878 CHICAGO, IL 60680

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: [X] 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) ▶ $ 11,835,405.

J Accounting method: [X] 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				
4	Dividends and interest from securities	292,152.	290,092.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,292,799.			
b	Gross sales price for all assets on line 6a 2,727,536.				
7	Capital gain net income (from Part IV, line 2)		1,292,799.		
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)	-8,963.			STMT 2
12	**Total** Add lines 1 through 11	1,575,988.	1,582,891.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	2,000.	1,000.	NONE	1,000.
c	Other professional fees (attach schedule) STMT 4	47,622.	47,622.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	21,820.	6,867.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	25.			25.
24	**Total operating and administrative expenses.** Add lines 13 through 23	71,467.	55,489.	NONE	1,025.
25	Contributions, gifts, grants paid	516,000.			516,000.
26	**Total expenses and disbursements** Add lines 24 and 25	587,467.	55,489.	NONE	517,025.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	988,521.			
b	**Net investment income** (if negative, enter -0-)		1,527,402.		
c	**Adjusted net income** (if negative, enter -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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,229,934.	1,256,201.	1,256,201.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	4,290,178.	5,372,765.	7,237,810.
	c	Investments - corporate bonds (attach schedule)	2,521,234.	3,036,103.	3,209,147.
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	770,700.	136,301.	132,247.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,812,046.	9,801,370.	11,835,405.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	8,812,046.	9,801,370.	
	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)	8,812,046.	9,801,370.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,812,046.	9,801,370.	

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	8,812,046.
2	Enter amount from Part I, line 27a	2	988,521.
3	Other increases not included in line 2 (itemize) ▶ TAX COST ETC ADJ	3	803.
4	Add lines 1, 2, and 3	4	9,801,370.
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	9,801,370.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
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	2,727,536.		1,434,737.	1,292,799.
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				1,292,799.
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** 1,292,799.

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**

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	471,000.	18,684,548.	0.025208
2011	1,051,564.	10,131,736.	0.103789
2010	255,525.	9,398,670.	0.027187
2009	205,525.	9,078,433.	0.022639
2008	909,025.	9,887,034.	0.091941

2	**Total** of line 1, column (d)	2	0.270764
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	0.054153
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,359,991.
5	Multiply line 4 by line 3	5	615,178.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,274.
7	Add lines 5 and 6	7	630,452.
8	Enter qualifying distributions from Part XII, line 4	8	517,025.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	30,548.
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	30,548.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	30,548.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,612.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	11,612.
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	18,936.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ NORTHERN TRUST Telephone no. ▶ (312) 630-6000
Located at ▶ 50 SOUTH LA SALLE ST, CHICAGO, IL ZIP+4 ▶ 60675

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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
SEE STATEMENT 7				

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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 NONE	
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	11,532,986.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	11,532,986.
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	NONE
3	Subtract line 2 from line 1d	3	11,532,986.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	172,995.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,359,991.
6	**Minimum investment return.** Enter 5% of line 5	6	568,000.

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	568,000.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	30,548.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	30,548.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	537,452.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	537,452.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	537,452.

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	517,025.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	517,025.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	517,025.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				537,452.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			NONE	
b	Total for prior years 20 11 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 . . . . . . 17,005.				
b	From 2009 . . . . . . NONE				
c	From 2010 . . . . . . NONE				
d	From 2011 . . . . . . 552,899.				
e	From 2012 . . . . . . NONE				
f	**Total** of lines 3a through e	569,904.			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 517,025.				
a	Applied to 2012, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				517,025.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	20,427.			20,427.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	549,477.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	549,477.			
10	Analysis of line 9:				
a	Excess from 2009 . . . NONE				
b	Excess from 2010 . . . NONE				
c	Excess from 2011 . . . 549,477.				
d	Excess from 2012 . . . NONE				
e	Excess from 2013 . . . NONE				

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).)

PETER FRECHETTE

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				516,000.
Total ▶ **3a**				516,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	292,152.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,292,799.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b DEFERRED INCOME			14	-8,963.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,575,988.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,575,988.

(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.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

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

▶ [signature] | 4/23/14 ▶ PRES.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only				
Print/Type preparer's name: NATALIA TCHERE	Preparer's signature: Natalia Tch	Date: 04/17/14	Check ☐ if self-employed	PTIN: P01306295
Firm's name ▶ THE NORTHERN TRUST COMPANY			Firm's EIN ▶ 36-1561860	
Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680			Phone no	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		292,152.	290,092.
	TOTAL	292,152.	290,092.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		-8,963.
	TOTALS	-8,963.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	2,000.	1,000.		1,000.
TOTALS	2,000.	1,000.	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY		47,622.	47,622.
	TOTALS	47,622.	47,622.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX		3,341.	
ESTIMATED TAX		11,612.	
FOREIGN TAX		6,867.	6,867.
	TOTALS	21,820.	6,867.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MN AG FEE	25.	25.
TOTALS	25.	25.

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

OFFICER NAME:
PETER L. FRECHETTE
ADDRESS:
C/O THE NORTHERN TRUST COMPANY
CHICAGO, IL
TITLE:
PRESIDENT
COMPENSATION EXPLANATION:
60 HR PER YEAR

OFFICER NAME:
PETER TENULA
ADDRESS:
C/O NORTHERN TRUST COMPANY
CHICAGO, IL
TITLE:
DIRECTOR
COMPENSATION EXPLANATION:
60 HR PER YEAR

OFFICER NAME:
KATHY TENULA
ADDRESS:
C/O NORTHERN TRUST COMPANY
CHICAGO,
TITLE:
DIRECTOR
COMPENSATION EXPLANATION:
60 HR PER YEAR

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

OFFICER NAME:
BILL WOOLFOLK
ADDRESS:
C/O NORTHERN TRUST COMPANY
CHICAGO, IL
TITLE:
DIRECTOR
COMPENSATION EXPLANATION:
60HR PER YEAR

OFFICER NAME:
KRISTY WOOLFOLK
ADDRESS:
C/O NORTHERN TRUST COMPANY
CHICAGO, IL
TITLE:
DIRECTOR
COMPENSATION EXPLANATION:
60 HR PER YEAR

OFFICER NAME:
PATRICIA FRECHETTE
ADDRESS:
C/O NORTHERN TRUST COMPANY
CHICAGO, IL
TITLE:
DIRECTOR
COMPENSATION EXPLANATION:
60 HR PER YEAR

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
READING IS FUNDAMENTAL
IN CHICAGO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
LAB SCHOOL OF WASHINGTON
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SARAH'S CIRCLE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
JUVENILE DIABETES
FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 60,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HEARTLAND ALLIANCE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
FIELD SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ROUNDUP RIVER RANCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 152,000.

RECIPIENT NAME:
OUNCE OF PREVENTION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HEARTLAND HUMAN CARE SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
UNIVERSITY OF WISCONSIN
FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
EDUCARE OF WASHINGTON, D.C.
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CHESAPEAKE CENTER FOR YOUTH
DEVELOPMENT
ADDRESS:
301 E PATAPSCO AVE.
BALTIMORE, MD 21225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ELON UNIVERSITY PHOENIX CLUB
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
D.C. SCORES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
DALE N. HATFIELD SCHOLARS AND
RESEARCH PROGRAM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
IN HONOR OF TOM TENHULA
BOARD MEMBER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

STATEMENT 12

RECIPIENT NAME:
IN HONOR OF THE 25TH ANNIVERSARY
OF THE STIXRUD GROUP
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THE SERVANT CENTER, INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
FRIENDS OF BUCK'S ROCK, INC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

TOTAL GRANTS PAID: 516,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust: FRECHETTE FAMILY FOUNDATION 23-18875

Employer identification number: 31-1530248

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	229,415.	210,693.	211.	18,933.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	**4**	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	**5**	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	**6**	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	**7**	18,933.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	2,469,345.	1,232,042.	601.	1,237,904.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	**11**	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	**12**	
13 Capital gain distributions	**13**	35,962.
14 Gain from Form 4797, Part I	**14**	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	**15**	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	**16**	1,273,866.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			18,933.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			1,273,866.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			106.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			1,292,799.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet****, as necessary.*

Part IV **Capital Loss Limitation**

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,450	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38 If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
3. ABBOTT LABORATORIES	11/07/2012	01/16/2013	98.00	93.00			5 00
9. #REORG/ACTAVIS INC STK ACTAVIS PLC 2R1PAW1 EFF	09/05/2013	10/01/2013	1,296.00	1,024.00			272.00
31. ALASKA AIR GROUP INC	10/21/2013	12/20/2013	2,293.00	1,937.00			356.00
5. ALLEGHENY TECHNOLOGIES	09/07/2012	04/29/2013	134.00	175.00			-41.00
33. ALTERA CORP COM	12/19/2012	04/05/2013	1,084.00	1,149.00			-65.00
94. ALTERA CORP COM	12/11/2012	06/07/2013	3,062.00	3,060.00			2.00
12. AMPHENOL CORP NEW CL A	03/14/2013	10/10/2013	919.00	853.00			66.00
45. ATWOOD OCEANICS INC	05/30/2013	10/28/2013	2,394.00	2,441.00			-47.00
59. BG PLC ADR FIN INST N	09/21/2012	01/17/2013	1,031.00	1,200.00	W	169.00	
7.99876 BG PLC ADR FIN INS	10/03/2012	07/18/2013	146.00	167.00			-21.00
13.00124 BG PLC ADR FIN IN	10/03/2012	07/18/2013	237.00	272.00	W	35.00	
101. ADR BALFOUR BEATTY PL ADR REPSTG 2 SHS	07/09/2012	01/15/2013	927.00	994.00			-67.00
2. BANK N S HALIFAX COM ST	11/07/2012	07/08/2013	105.00	108.00			-3.00
95 BANK OF YOKOHAMA ADR-E 10 ORD JPY50	01/11/2013	02/22/2013	1,909.00	1,829.00			80.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949** | Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return: FRECHETTE FAMILY FOUNDATION 23-18875

Social security number or taxpayer identification number: 31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
29. BANK OF YOKOHAMA ADR-E 10 ORD JPY50	01/11/2013	04/25/2013	690.00	558.00			132.00
40. BANK OF YOKOHAMA ADR-E 10 ORD JPY50	01/11/2013	04/26/2013	943.00	770.00			173.00
3. BANK OF YOKOHAMA ADR-EA 10 ORD JPY50	07/08/2013	07/18/2013	69.00	62.00			7.00
137. BANK OF YOKOHAMA ADR- INTO 10 ORD JPY50	01/11/2013	10/03/2013	3,037.00	2,637.00			400.00
.75 #REORG/BARCLAYS PLC PL REORGANISATION EFF 10-2	09/19/2013	09/19/2013	4.00				4.00
198. #REORG/BARCLAYS PLC P REORGANISATION EFF 10-2	09/19/2013	09/25/2013	1,075.00				1,075.00
80. H & R BLOCK INC	01/30/2013	04/09/2013	2,273.00	1,830.00			443.00
36. CABELAS INC COM STK	10/18/2012	06/19/2013	2,484.00	1,913.00			571.00
1. CDN IMPERIAL BK COMM TO COM STKCOM	11/07/2012	03/15/2013	81.00	79.00			2.00
18. CARBO CERAMICS INC COM	03/01/2013	05/31/2013	1,224.00	1,624.00			-400.00
14. CARMAX INC COM	02/05/2013	10/09/2013	648.00	546.00			102.00
4. CARMAX INC COM	01/16/2013	10/21/2013	193.00	151.00			42.00
5. ADR CARNIVAL PLC ADR	07/08/2013	07/18/2013	191.00	179.00			12.00
17. CENTENE CORP DEL COM	12/03/2012	01/30/2013	745.00	675.00			70.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

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Form **8949** (2013)

Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return: FRECHETTE FAMILY FOUNDATION 23-18875

Social security number or taxpayer identification number: 31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
4. CHART INDS INC COM PAR PAR $0.01	03/14/2013	10/28/2013	500.00	334.00			166.00
2. CHART INDS INC COM PAR PAR $0.01	03/14/2013	11/20/2013	174.00	167.00			7.00
14. CHART INDS INC COM PAR PAR $0.01	03/26/2013	11/27/2013	1,377.00	1,166.00			211.00
20. CHICOS FAS INC	12/26/2012	02/14/2013	349.00	313.00			36.00
13. CITRIX SYS INC	03/21/2013	10/21/2013	748.00	951.00			-203.00
6. COMPUTER SCIENCES CORP	02/15/2013	07/19/2013	284.00	288.00			-4.00
10. COMPUTER SCIENCES CORP	05/06/2013	07/22/2013	474.00	478.00			-4.00
9. COMPUTER SCIENCES CORP	05/06/2013	10/08/2013	444.00	419.00			25.00
8. COMPUTER SCIENCES CORP	01/30/2013	10/15/2013	416.00	338 00			78.00
24. COMPUTER SCIENCES CORP	01/30/2013	10/23/2013	1,253.00	1,015.00			238.00
3. COMPUTER SCIENCES CORP	01/30/2013	10/24/2013	156.00	127.00			29.00
3. CRESCENT POINT ENERGY C	11/07/2012	01/17/2013	116.00	119.00			-3.00
8. CROWN CASTLE INTL CORP	12/26/2012	06/07/2013	562.00	524.00			38.00
38. CYTEC INDUSTRIES INC	10/18/2012	04/02/2013	2,763.00	2,420 00			343.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: FRECHETTE FAMILY FOUNDATION 23-18875

Social security number or taxpayer identification number: 31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

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[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions — (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
30. DAIMLER AG SPONSORED A	12/11/2012	03/19/2013	1,733.00	1,520.00			213.00
8. DAIMLER AG SPONSORED AD	07/08/2013	07/18/2013	557.00	475.00			82.00
562. ADR DANONE SPONSORED	02/13/2013	02/25/2013	7,978.00	7,666.00			312.00
694. ADR DEUTSCHE BOERSE A	04/04/2012	01/10/2013	4,201.00	4,670.00			-469.00
163. ADR DEUTSCHE BOERSE A	04/04/2012	02/01/2013	1,062.00	1,097.00			-35.00
187. ADR DEUTSCHE BOERSE A	04/04/2012	02/27/2013	1,158.00	1,258.00			-100.00
344. ADR DEUTSCHE BOERSE A	11/13/2012	09/09/2013	2,439.00	1,843.00			596.00
2. DIGITAL RLTY TR INC COM	11/07/2012	08/02/2013	110.00	123.00			-13.00
180. EDP ELECTRICIDADE DE SPONSORED	02/26/2013	05/28/2013	5,901.00	5,415.00			486.00
1. EDP ELECTRICIDADE DE PO SPONSORED	02/26/2013	07/18/2013	32.00	30.00			2.00
3. EDP ELECTRICIDADE DE PO SPONSORED	02/26/2013	08/08/2013	108.00	89.00			19.00
71. EDP ELECTRICIDADE DE P SPONSORED	02/26/2013	08/09/2013	2,557.00	2,098.00			459.00
14. EDWARDS LIFESCIENCES C	05/06/2013	11/06/2013	875.00	895.00			-20.00
243. ADR ENAGAS S A ADR	04/04/2012	02/12/2013	2,830.00	2,248.00			582.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

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Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
21. FEI CO	04/11/2013	08/21/2013	1,608.00	1,366.00			242.00
12. FEI CO	02/21/2013	10/15/2013	1,035.00	748 00			287.00
6. FEI CO	02/21/2013	10/22/2013	538.00	351.00			187.00
26. FEI CO	01/16/2013	11/01/2013	2,292.00	1,453.00			839.00
45. FAMILY DOLLAR STORES I	10/18/2012	01/07/2013	2,577.00	3,043.00			-466.00
28. FANUC CORPORATION	08/16/2012	01/15/2013	791.00	762.00			29.00
4. FANUC CORPORATION	08/16/2012	01/16/2013	109.00	109.00			
15. FANUC CORPORATION	08/16/2012	01/16/2013	417.00	408.00			9.00
44. FANUC CORPORATION	08/16/2012	01/17/2013	1,192.00	1,198.00			-6.00
42. FANUC CORPORATION	08/16/2012	01/17/2013	1,163.00	1,143.00			20.00
46. FANUC CORPORATION	08/16/2012	01/23/2013	1,207.00	1,252.00			-45.00
87. FANUC CORPORATION	08/16/2012	01/24/2013	2,263.00	2,368.00			-105.00
2. FIDELITY NATIONAL FINAN A	09/07/2012	07/02/2013	47 00	39 00			8 00
9. ADR GDF SUEZ S A SPONSO	07/08/2013	07/18/2013	183 00	179 00			4.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

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Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return: FRECHETTE FAMILY FOUNDATION 23-18875

Social security number or taxpayer identification number: 31-1530248

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[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example. 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
373. ADR GDF SUEZ S A SPON ADR	06/25/2013	10/11/2013	9,666.00	7,255.00			2,411.00
107. H J HEINZ CO	11/07/2012	03/15/2013	7,752.00	6,039.00			1,713.00
25. HERTZ GLOBAL HLDGS INC	03/26/2013	08/05/2013	618.00	541.00			77.00
87. HERTZ GLOBAL HLDGS INC	03/26/2013	10/03/2013	1,909.00	1,688.00			221.00
84. ADR HITACHI LTD A.D.R.	04/05/2013	05/30/2013	5,693.00	4,889.00			804.00
17. ADR HITACHI LTD A.D.R.	04/05/2013	07/08/2013	1,143.00	984.00			159.00
4. ADR HITACHI LTD A.D.R.	04/05/2013	07/10/2013	265.00	232.00			33.00
19. ADR HITACHI LTD A.D.R.	04/05/2013	07/11/2013	1,233.00	1,100.00			133.00
10. ILLUMINA INC	04/12/2013	10/03/2013	790.00	578.00			212.00
7. IMPERIAL OIL LTD NEW	03/01/2013	07/18/2013	299.00	293.00			6.00
37. IMPERIAL OIL LTD NEW	12/06/2013	12/11/2013	1,619.00	1,628.00			-9.00
27. ITRON INC	04/16/2013	07/19/2013	1,164.00	1,212.00			-48.00
25. ITRON INC	04/16/2013	07/22/2013	1,079.00	1,123 00			-44.00
45. ADR JGC CORP	05/07/2013	05/29/2013	3,088.00	2,796.00			292.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949** — Department of the Treasury, Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074 | 2013 | Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
6. ADR JGC CORP	07/08/2013	07/18/2013	456.00	417.00			39.00
161. ADR JGC CORP	05/07/2013	10/15/2013	12,118.00	9,990.00			2,128.00
84. ADR JGC CORP	01/16/2013	10/16/2013	6,328.00	5,200.00			1,128.00
57. ADR KBC GROUP NV	12/19/2012	01/15/2013	1,010.00	990.00			20.00
198. ADR KBC GROUP NV	12/19/2012	05/30/2013	3,982.00	3,440.00			542.00
6. KINDER MORGAN INC DEL C	08/01/2013	12/09/2013	201.00	228.00			-27.00
90. KODIAK OIL & GAS CORP	09/07/2012	04/23/2013	672.00	804.00			-132.00
73. LLOYDS TSB GROUP PLC S	07/08/2013	07/18/2013	310.00	295.00			15.00
38. MRC GLOBAL INC COM	11/09/2012	04/10/2013	1,165.00	859.00			306.00
32. MRC GLOBAL INC COM	06/25/2012	06/19/2013	885.00	640.00			245.00
45. STEVEN MADDEN LTD	12/21/2012	04/05/2013	2,015.00	1,898 00			117.00
25. MARTIN MARIETTA MATLS	03/08/2013	09/23/2013	2,399.00	2,375.00			24.00
14. MAXIM INTEGRATED PRODS	03/26/2013	07/23/2013	387.00	460.00			-73.00
61. MAXIM INTEGRATED PRODS	03/26/2013	09/11/2013	1,753.00	1,818.00			-65 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

JSA
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Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074 **2013** Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
24. MICROS SYS INC	01/30/2013	04/01/2013	1,084.00	1,074.00			10 00
7 MONSTER BEVERAGE CORP C	10/08/2012	03/26/2013	340.00	399.00			-59.00
32. MOODYS CORP	10/18/2012	02/05/2013	1,467.00	1,332.00			135.00
46. ADR MUNICH RE GROUP AD	10/14/2013	12/04/2013	980.00	895.00			85.00
17. MYRIAD GENETICS INC	07/31/2012	01/16/2013	466.00	443.00			23.00
54. MYRIAD GENETICS INC	08/31/2012	06/20/2013	1,368.00	1,382.00			-14.00
4. NATIONAL RETAIL PPTYS I	08/01/2013	08/23/2013	125.00	134.00			-9.00
12. NETAPP INC COM STK	07/31/2012	03/20/2013	410.00	391.00			19.00
2. NEUSTAR INC CL A	09/07/2012	03/11/2013	89.00	79.00			10.00
14. OCEANEERING INTERNATIO	02/15/2013	11/26/2013	1,082.00	881.00			201.00
9. ONYX PHARMACEUTICALS IN	05/23/2013	08/26/2013	1,112.00	862.00			250.00
41. OWENS CORNING NEW COM	12/12/2012	03/14/2013	1,656.00	1,317.00			339.00
6. PVH CORP COM USD1	06/20/2013	09/27/2013	707.00	689.00			18 00
49. PERRIGO CO	11/01/2013	12/19/2013	7,459.00	6,250 00			1,209.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545-0074 | **2013**

Department of the Treasury
Internal Revenue Service

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment Sequence No **12A**

Name(s) shown on return: FRECHETTE FAMILY FOUNDATION 23-18875

Social security number or taxpayer identification number: 31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
319. ADR PETROFAC LTD ADS	12/05/2012	08/28/2013	3,392.00	4,236.00			-844.00
803 94 PIMCO COMMODITY REA STRATEGY FUND	12/12/2012	01/02/2013	5,354.00	5,451.00			-97.00
140.08 POSTNL N V SPONSORE	08/08/2012	01/10/2013	527.00	510.00			17.00
1. PRAXAIR INC	11/07/2012	05/07/2013	114.00	109.00			5.00
5. PRICE T ROWE GROUP INC	11/07/2012	09/19/2013	370.00	323.00			47.00
1. RPM INC OHIO	11/07/2012	02/26/2013	30.00	27.00			3.00
4. RIO TINTO PLC SPONSORED	11/12/2012	10/01/2013	193.00	196.00			-3.00
192. ROLLS ROYCE C SHARES	01/04/2013	01/25/2013	117.00	117.00			
148. ROLLS ROYCE C SHARES	07/01/2013	07/15/2013	131.00	134.00			-3.00
31. ROYAL DUTCH SHELL PLC	01/17/2013	04/15/2013	1,993.00	2,173.00			-180.00
1.99917 ROYAL DUTCH SHELL SPONSORED	01/17/2013	07/18/2013	135.00	140.00			-5.00
3.00083 ROYAL DUTCH SHELL SPONSORED	01/17/2013	07/18/2013	203.00	210.00	W	7.00	
15. ADR SK TELECOM LTD SPO	07/08/2013	07/18/2013	330.00	309.00			21.00
523. SNAM SPA UNSP ADR EA SHS	05/28/2013	10/02/2013	5,239.00	4,983.00			256 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: FRECHETTE FAMILY FOUNDATION 23-18875

Social security number or taxpayer identification number: 31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
3. SHERWIN WILLIAMS CO	03/26/2012	02/26/2013	463.00	328.00			135.00
24. SIRONA DENTAL SYS INC	03/27/2013	05/30/2013	1,680.00	1,742.00			-62.00
33. SIRONA DENTAL SYS INC	02/26/2013	06/25/2013	2,159.00	2,224.00			-65.00
1. SIRONA DENTAL SYS INC C	12/13/2012	08/14/2013	69.00	62.00			7.00
11. SIRONA DENTAL SYS INC	12/13/2012	08/19/2013	738.00	678.00			60.00
8. SIRONA DENTAL SYS INC C	12/13/2012	08/26/2013	532.00	493.00			39.00
37. SIRONA DENTAL SYS INC	12/13/2012	09/23/2013	2,473.00	2,210.00			263.00
730. #REORG SIRIUS NAME CH XM HLDGS INC COM 0002T1	02/15/2013	09/27/2013	2,833.00	2,325.00			508.00
43. SMITH A O CORP COM	01/16/2013	04/12/2013	2,992.00	2,635.00			357.00
55. ADR SONY FINL HLDGS IN	05/22/2012	04/16/2013	714.00	816.00			-102.00
3. SOUTHERN CO	08/01/2013	11/20/2013	125 00	133.00			-8.00
361. ADR SUMITOMO MITSUI F INC SPONSORED ADR	01/29/2013	02/05/2013	2,966.00	2,751.00			215.00
93. ADR SUMITOMO MITSUI FI SPONSORED ADR	01/28/2013	02/06/2013	755.00	685.00			70.00
19. ADR SUMITOMO MITSUI FI SPONSORED ADR	07/08/2013	07/18/2013	188.00	173 00			15.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

JSA
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Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
2. TERADATA CORP DEL COM S	08/07/2013	11/06/2013	86.00	132.00			-46.00
42. TERADATA CORP DEL COM	08/07/2013	12/19/2013	1,778.00	2,538.00			-760.00
6. UNITED TECHNOLOGIES COR	08/01/2013	08/23/2013	619.00	526.00			93.00
8. V F CORP	10/18/2012	01/30/2013	1,173.00	1,289.00			-116.00
4. VERMILION ENERGY INC CO	11/07/2012	01/17/2013	205.00	188.00			17.00
212. ADR SIEMENS A G SIEME DM50 (NEW)	07/08/2013	07/25/2013	648.00	625.00			23.00
193. ACCENTURE PLC SHS CL	02/20/2013	07/02/2013	13,876.00	14,491.00			-615.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			229,415	210,693.		211.	18,933.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)

FRECHETTE FAMILY FOUNDATION 23-18875

Social security number or taxpayer identification number

31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
468. ABBOTT LABORATORIES	08/05/2011	01/16/2013	15,307.00	11,300.00			4,007.00
19. #REORG/ACTAVIS INC STK ACTAVIS PLC 2R1PAW1 EFF	08/03/2011	01/30/2013	1,622.00	1,262.00			360.00
6. #REORG/ACTAVIS INC STK ACTAVIS PLC 2R1PAW1 EFF	06/24/2011	02/26/2013	499 00	393.00			106.00
47. #REORG/ACTAVIS INC STK ACTAVIS PLC 2R1PAW1 EFF	09/07/2012	10/01/2013	6,768.00	2,903 00			3,865.00
12. AKAMAI TECHNOLOGIES IN	08/30/2012	11/07/2013	537.00	422.00			115.00
36. AKZO N V SPONSORED ADR	12/04/2009	03/28/2013	768.00	786.00	W	18.00	
17.99977 AKZO N V SPONSORE	12/04/2009	07/18/2013	342.00	393.00	W	51.00	
13.00023 AKZO N V SPONSORE	12/04/2009	07/18/2013	247.00	284.00			-37.00
81. AKZO N V SPONSORED ADR	12/04/2009	11/19/2013	2,008.00	1,776.00			232.00
64. AKZO N V SPONSORED ADR	07/14/2011	11/22/2013	1,579.00	1,342.00			237.00
24. AKZO N V SPONSORED ADR	07/14/2011	11/26/2013	588.00	483.00			105.00
15. ALASKA AIR GROUP INC	11/08/2010	04/17/2013	895.00	412.00			483.00
9. ALASKA AIR GROUP INC	11/08/2010	05/30/2013	509.00	247.00			262.00
27. ALASKA AIR GROUP INC	07/12/2012	12/20/2013	1,997.00	842.00			1,155.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
10. ALLEGHENY TECHNOLOGIES	03/01/2011	02/26/2013	297.00	655.00			-358.00
45. ALLEGHENY TECHNOLOGIES	04/11/2012	04/29/2013	1,207.00	2,207.00			-1,000.00
27. AMETEK INC NEW	07/13/2012	08/19/2013	1,174.00	899.00			275.00
11. AMETEK INC NEW	07/13/2012	09/05/2013	481.00	366.00			115.00
67. AMETEK INC NEW	09/07/2012	09/13/2013	3,012.00	1,118.00			1,894.00
138. ANALOG DEVICES INC	03/19/2012	08/20/2013	6,611.00	5,518.00			1,093.00
79. ANALOG DEVICES INC	03/19/2012	08/21/2013	3,698.00	3,159.00			539.00
32. ANALOG DEVICES INC	03/19/2012	08/22/2013	1,511.00	1,280.00			231.00
27. ANALOG DEVICES INC	03/19/2012	08/23/2013	1,273.00	1,080.00			193.00
49. AUTOMATIC DATA PROCESS	08/05/2011	05/15/2013	3,495.00	2,371.00			1,124.00
68. AUTOMATIC DATA PROCESS	11/07/2012	12/06/2013	5,412.00	3,306.00			2,106.00
104. AUTOMATIC DATA PROCES	08/05/2011	12/09/2013	8,190.00	5,032.00			3,158.00
191. ADR AVIVA PLC ADR	05/18/2011	01/09/2013	2,292.00	2,748.00			-456.00
17.99979 ADR AVIVA PLC ADR	05/18/2011	07/18/2013	204.00	259.00			-55 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
13.00021 ADR AVIVA PLC ADR	05/18/2011	07/18/2013	147.00	187.00	W	40.00	
194. ADR AVIVA PLC ADR	05/18/2011	08/20/2013	2,432.00	2,791.00			-359.00
47. ADR AVIVA PLC ADR	05/18/2011	08/27/2013	577.00	676.00			-99.00
80. AXA S A SPONSORED ADR	09/23/2010	01/15/2013	1,441.00	1,352.00			89.00
10. AXA S A SPONSORED ADR	09/23/2010	07/18/2013	216.00	169.00			47.00
72. AXA S A SPONSORED ADR	09/23/2010	11/26/2013	1,856.00	1,217.00			639.00
29. BCE INC COM NEW	11/07/2012	12/23/2013	1,247.00	1,077.00			170.00
95. BG PLC ADR FIN INST N	10/03/2012	10/21/2013	1,897.00	1,954.00			-57.00
62. BG PLC ADR FIN INST N	09/21/2012	12/24/2013	1,297.00	1,262.00			35.00
5.99964 BNP PARIBAS SPONSO REPSTG 1/4 SH	12/04/2009	07/18/2013	176.00	248.00	W	72.00	
8.00036 BNP PARIBAS SPONSO REPSTG 1/4 SH	12/04/2009	07/18/2013	234.00	331.00			-97.00
59. BNP PARIBAS SPONSORED 1/4 SH	01/21/2011	08/20/2013	1,925.00	2,362.00			-437.00
62. BNP PARIBAS SPONSORED 1/4 SH	01/21/2011	12/04/2013	2,214.00	2,091.00			123.00
8.99956 ADR BALFOUR BEATTY SPONSORED ADR REPSTG 2	07/09/2012	07/18/2013	63.00	89.00	W	26 00	
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
15.00044 ADR BALFOUR BEATT SPONSORED ADR REPSTG 2	07/09/2012	07/18/2013	105.00	148.00			-43.00
25. ADR BALFOUR BEATTY PLC ADR REPSTG 2 SHS	07/09/2012	10/25/2013	228.00	246.00			-18.00
61. ADR BALFOUR BEATTY PLC ADR REPSTG 2 SHS	07/09/2012	10/28/2013	559.00	601.00			-42.00
80. ADR BALFOUR BEATTY PLC ADR REPSTG 2 SHS	07/09/2012	11/01/2013	722.00	788 00			-66.00
164. BANK N S HALIFAX COM	08/05/2011	07/02/2013	8,694.00	8,659.00			35.00
33. BANK N S HALIFAX COM S	08/05/2011	07/03/2013	1,741.00	1,742.00			-1.00
78. BANK N S HALIFAX COM S	08/05/2011	07/05/2013	4,084.00	4,118.00			-34.00
47. BANK N S HALIFAX COM S	08/05/2011	07/08/2013	2,476.00	2,482.00			-6.00
103. BARCLAYS PLC ADR	02/11/2011	02/13/2013	2,096.00	1,884.00			212.00
18. BARCLAYS PLC ADR	07/21/2011	07/18/2013	348.00	319.00			29.00
18. BAYER A G 00	08/23/2011	03/19/2013	1,813.00	1,147.00			666.00
1. BAYER A G 00	03/21/2012	07/18/2013	112.00	72.00			40.00
35. BLACKROCK INC CL A	07/09/2012	08/01/2013	9,985.00	5,979.00			4,006.00
23. BLACKROCK INC CL A	07/09/2012	08/02/2013	6,561 00	3,821.00			2,740.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
217. BRISTOL MYERS SQUIBB	08/05/2011	06/07/2013	10,217.00	5,963.00			4,254.00
240. BRISTOL MYERS SQUIBB	11/07/2012	11/15/2013	12,576.00	6,670.00			5,906.00
7. BRITISH AMERN TOB PLC S	01/10/2012	01/28/2013	718.00	657.00			61.00
12. BRITISH AMERN TOB PLC ADR	01/10/2012	05/31/2013	1,328.00	988.00			340.00
20. BRITISH AMERN TOB PLC ADR	04/04/2012	05/31/2013	2,204.00	1,917.00			287.00
5. BRITISH AMERN TOB PLC S	02/28/2011	06/03/2013	552.00	406.00			146.00
5. BRITISH AMERN TOB PLC S	02/28/2011	07/18/2013	535.00	406.00			129.00
5. BRITISH AMERN TOB PLC S	09/12/2012	11/26/2013	530.00	503.00			27.00
2. CNOOC LTD SPND ADR 00	05/17/2012	07/18/2013	356.00	363.00	W	7.00	
3. CNOOC LTD SPND ADR 00	11/09/2012	12/11/2013	591.00	617.00	W	26.00	
4. CABOT OIL & GAS CORP CL	11/29/2011	08/16/2013	150.00	83.00			67.00
56. CADENCE DESIGN SYS INC	10/18/2012	10/25/2013	710.00	707.00			3.00
52. CDN IMPERIAL BK COMM T COM STKCOM	08/05/2011	03/14/2013	4,167.00	3,724.00			443.00
80. CDN IMPERIAL BK COMM T COM STKCOM	08/05/2011	03/15/2013	6,447.00	5,729.00			718.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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5. CARMAX INC COM	12/11/2012	12/30/2013	236.00	179.00			57.00
17. CATAMARAN CORP COM	01/18/2012	03/11/2013	933.00	719.00			214.00
17. CATAMARAN CORP COM	03/14/2012	05/23/2013	810.00	649.00			161 00
8. CATAMARAN CORP COM	05/28/2010	05/31/2013	386.00	226.00			160.00
21. CENTENE CORP DEL COM	08/01/2012	10/30/2013	1,210.00	798.00			412 00
29. CENTENE CORP DEL COM	10/02/2012	11/04/2013	1,667.00	1,069.00			598.00
62. CHICOS FAS INC	09/27/2011	01/30/2013	1,092.00	878.00			214.00
19. CHICOS FAS INC	09/27/2011	02/06/2013	342.00	241.00			101.00
64. CHICOS FAS INC	10/05/2011	02/14/2013	1,116.00	777.00			339.00
25. CITRIX SYS INC	04/06/2011	10/21/2013	1,438.00	1,839.00			-401.00
5. CONCHO RES INC COM STK	07/21/2011	04/05/2013	444.00	491.00			-47.00
5. CONCHO RES INC COM STK	10/19/2009	08/16/2013	472.00	207.00			265.00
11. CONTINENTAL RES INC CO	08/02/2012	08/19/2013	1,019.00	673.00			346.00
11. COOPER COS INC NEW	07/01/2010	03/08/2013	1,194.00	431.00			763.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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16. COVANCE INC	10/24/2012	11/07/2013	1,379.00	779.00			600.00
172. CRESCENT POINT ENERGY	08/05/2011	01/16/2013	6,638.00	6,921.00			-283.00
103. CRESCENT POINT ENERGY	08/05/2011	01/17/2013	3,992.00	4,145.00			-153.00
35. CROWN CASTLE INTL CORP STOCK	09/16/2011	02/05/2013	2,484.00	1,524.00			960.00
39. CROWN CASTLE INTL CORP STOCK	09/27/2011	02/15/2013	2,608.00	1,647.00			961.00
24. CROWN CASTLE INTL CORP STOCK	08/18/2010	05/24/2013	1,766.00	982.00			784.00
14. CROWN CASTLE INTL CORP STOCK	08/18/2010	06/07/2013	983.00	573.00			410.00
65. CROWN HLDGS INC COM 1	08/04/2011	01/30/2013	2,510.00	1,948.00			562.00
31. DAIMLER AG SPONSORED A	10/09/2012	10/29/2013	2,543.00	1,539.00			1,004.00
54. DAIMLER AG SPONSORED A	10/09/2012	11/26/2013	4,427.00	2,677.00			1,750.00
4. DAVITA INC	08/05/2011	07/02/2013	454.00	313.00			141.00
14. DAVITA INC	08/05/2011	08/26/2013	1,565.00	937.00			628.00
357 98594 ADR DEUTSCHE BOE	06/15/2012	07/05/2013	2,331.00	2,074.00			257.00
18.01406 ADR DEUTSCHE BOER	04/04/2012	07/05/2013	117.00	121.00	W	4.00	
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
19. ADR DEUTSCHE BOERSE AD	06/15/2012	07/18/2013	132.00	126.00			6.00
418. ADR DEUTSCHE BOERSE A	06/15/2012	09/09/2013	2,963.00	2,045.00			918.00
38. DEUTSCHE POST AG SPONS	12/14/2010	01/15/2013	852.00	658.00			194.00
82. DEUTSCHE POST AG SPONS	09/23/2010	03/06/2013	1,901.00	1,411.00			490.00
32. DEUTSCHE POST AG SPONS	06/22/2010	03/08/2013	756.00	484.00			272.00
28. DEUTSCHE POST AG SPONS	05/08/2009	03/21/2013	660.00	389.00			271.00
319. DEUTSCHE POST AG SPON	09/20/2011	06/25/2013	7,870.00	3,954.00			3,916.00
142. DIGITAL RLTY TR INC C	08/05/2011	05/15/2013	9,092.00	7,683.00			1,409.00
31. DIGITAL RLTY TR INC CO	08/05/2011	05/16/2013	1,977.00	1,677.00			300.00
114. DIGITAL RLTY TR INC C	08/05/2011	08/01/2013	6,236.00	6,168.00			68.00
74. DIGITAL RLTY TR INC CO	08/05/2011	08/02/2013	4,055.00	4,004.00			51.00
13. DISCOVERY COMMUNICATIO COM SERA STK	10/18/2012	12/13/2013	1,072.00	599.00			473.00
6. EDWARDS LIFESCIENCES CO	10/13/2008	01/30/2013	542.00	164.00			378 00
6. EDWARDS LIFESCIENCES CO	05/21/2012	08/14/2013	435.00	498.00			-63.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

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FRECHETTE FAMILY FOUNDATION 23-18875 | 31-1530248

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
10. EDWARDS LIFESCIENCES C	05/21/2012	11/06/2013	625.00	325.00			300.00
21. EMERSON ELECTRIC CO	02/03/2012	12/23/2013	1,455.00	1,107.00			348.00
157. ADR ENAGAS S A ADR	09/15/2011	01/15/2013	1,784.00	1,445.00			339.00
546. ADR ENAGAS S A ADR	06/22/2010	02/12/2013	6,359.00	4,771.00			1,588.00
39. FIDELITY NATIONAL FINA A	06/06/2012	06/07/2013	1,002.00	755.00			247.00
163. FIDELITY NATIONAL FIN CL A	06/29/2012	07/02/2013	3,843.00	3,008.00			835.00
27. ARTHUR J GALLAGER & CO	09/26/2012	12/06/2013	1,254.00	947.00			307.00
20. GARTNER GROUP INC NEW	04/04/2012	04/17/2013	1,126.00	856.00			270.00
12. GARTNER GROUP INC NEW	06/19/2012	08/14/2013	716 00	517.00			199.00
68. GENUINE PARTS CO	08/05/2011	09/13/2013	5,425.00	3,372.00			2,053.00
17. GENUINE PARTS CO	08/05/2011	09/16/2013	1,361.00	843.00			518.00
108. ADR GIVAUDAN SA ADR	10/06/2010	03/20/2013	2,789.00	2,288.00			501.00
43. ADR GIVAUDAN SA ADR	01/27/2011	06/04/2013	1,095.00	903.00			192.00
38. ADR GIVAUDAN SA ADR	01/27/2011	06/27/2013	974.00	778 00			196.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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12. ADR GIVAUDAN SA ADR	01/27/2011	07/18/2013	318.00	246.00			72.00
40. ADR GIVAUDAN SA ADR	01/27/2011	10/02/2013	1,132.00	819.00			313.00
14. ADR GIVAUDAN SA ADR	01/27/2011	11/26/2013	392.00	287.00			105.00
76. ADR GIVAUDAN SA ADR	02/28/2011	12/06/2013	2,016.00	1,535.00			481.00
10. HSBC HLDGS PLC SPONS A	05/16/2008	07/18/2013	564.00	872.00			-308.00
10. HSBC HLDGS PLC SPONS A	10/07/2008	11/26/2013	559.00	811.00			-252.00
316. H J HEINZ CO	10/26/2011	02/19/2013	22,795 00	16,275.00			6,520.00
189. H J HEINZ CO	08/05/2011	03/14/2013	13,696.00	9,662.00			4,034.00
20. H J HEINZ CO	08/05/2011	03/15/2013	1,449.00	1,022.00			427.00
9. INTEROIL CORP COM	02/04/2011	05/23/2013	828.00	540.00			288.00
1. INTEROIL CORP COM	07/14/2010	11/20/2013	89.00	54.00			35.00
11. INTEROIL CORP COM	09/27/2011	11/26/2013	951.00	530.00			421.00
6. INTEROIL CORP COM	09/27/2011	12/13/2013	327.00	282.00			45.00
12. INTUIT	11/22/2011	02/15/2013	738.00	619.00			119.00
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51. INTUIT	11/22/2011	09/05/2013	3,280.00	1,826.00			1,454.00
58. ADR KDDI CORP ADR	10/26/2011	01/17/2013	1,004.00	1,073.00			-69.00
413. ADR KDDI CORP ADR	10/26/2011	04/24/2013	4,588.00	3,820.00			768.00
57. ADR KDDI CORP ADR	10/26/2011	06/27/2013	717.00	527.00			190.00
187. ADR KDDI CORP ADR	10/26/2011	06/28/2013	2,397.00	1,730.00			667.00
41. ADR KDDI CORP ADR	10/26/2011	07/18/2013	527.00	379.00			148.00
143. ADR KDDI CORP ADR	09/24/2012	11/27/2013	2,194.00	1,335.00			859.00
292. KINDER MORGAN INC DEL	11/15/2011	09/13/2013	10,279.00	8,181.00			2,098.00
284. KINDER MORGAN INC DEL	11/15/2011	09/16/2013	9,974.00	7,939.00			2,035.00
46. KINDER MORGAN INC DEL	11/14/2011	09/17/2013	1,593.00	1,274.00			319.00
214. KINDER MORGAN INC DEL	11/07/2012	12/06/2013	7,176.00	5,997.00			1,179.00
121. KINDER MORGAN INC DEL	11/14/2011	12/09/2013	4,049.00	3,352.00			697.00
135. KODIAK OIL & GAS CORP	03/14/2012	04/09/2013	1,139.00	1,332.00			-193.00
134. KODIAK OIL & GAS CORP	02/02/2012	04/23/2013	1,000.00	1,110 00			-110.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875

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110. LINDE AG-SPONSORED AD	02/23/2012	03/19/2013	2,069.00	1,849.00			220.00
57. LINDE AG-SPONSORED ADR	02/23/2012	04/04/2013	1,066.00	958.00			108.00
38. LINDE AG-SPONSORED ADR	02/23/2012	04/11/2013	716.00	639.00			77.00
92. LINDE AG-SPONSORED ADR	02/23/2012	04/19/2013	1,678.00	1,536.00			142.00
40. LINDE AG-SPONSORED ADR	02/15/2011	06/25/2013	728.00	454.00			274.00
43. LINDE AG-SPONSORED ADR	05/07/2009	07/17/2013	822.00	332.00			490.00
2. LINDE AG-SPONSORED ADR	05/07/2009	07/18/2013	38.00	15.00			23.00
31. LINDE AG-SPONSORED ADR	05/07/2009	07/19/2013	593.00	240.00			353.00
75. LINDE AG-SPONSORED ADR	05/07/2009	07/19/2013	1,447.00	580.00			867.00
21. LINDE AG-SPONSORED ADR	05/07/2009	07/23/2013	398.00	162.00			236.00
41. LINDE AG-SPONSORED ADR	05/07/2009	09/23/2013	824.00	317.00			507.00
31. LINDE AG-SPONSORED ADR	05/07/2009	10/07/2013	610.00	240.00			370.00
13. LINDE AG-SPONSORED ADR	05/07/2009	10/09/2013	248.00	100.00			148.00
53. LINDE AG-SPONSORED ADR	05/07/2009	10/10/2013	1,007.00	410.00			597.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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27. LINDE AG-SPONSORED ADR	05/07/2009	10/18/2013	522.00	209.00			313.00
17. LINDE AG-SPONSORED ADR	05/07/2009	10/21/2013	329.00	130.00			199.00
28. LINDE AG-SPONSORED ADR	02/09/2009	10/29/2013	555.00	206.00			349.00
45. LINDE AG-SPONSORED ADR	02/09/2009	10/31/2013	859.00	331.00			528.00
33. LINDE AG-SPONSORED ADR	11/02/2012	11/26/2013	658.00	562.00			96.00
44. MRC GLOBAL INC COM	05/10/2012	06/10/2013	1,188.00	908.00			280.00
28. MRC GLOBAL INC COM	04/17/2012	06/19/2013	774.00	576.00			198.00
40. STEVEN MADDEN LTD	02/17/2012	04/05/2013	1,791.00	1,669.00			122.00
41. MATTEL INC	11/07/2012	12/23/2013	1,880.00	969.00			911.00
36. MAXIM INTEGRATED PRODS	03/27/2012	06/14/2013	997.00	966.00			31.00
28. MAXIM INTEGRATED PRODS	05/23/2012	07/23/2013	774.00	720.00			54.00
17. MEDNAX INC COM	03/28/2012	06/26/2013	1,519.00	1,229.00			290.00
16. MEDNAX INC COM	12/01/2011	12/20/2013	843.00	543.00			300.00
45. MICROS SYS INC	01/05/2012	04/01/2013	2,033.00	2,085.00			-52.00
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[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
25. MONSTER BEVERAGE CORP	09/30/2010	03/26/2013	1,215.00	584.00			631.00
43. MOODYS CORP	01/23/2012	02/05/2013	1,971.00	1,352.00			619.00
51. ADR MUNICH RE GROUP AD	07/21/2011	03/28/2013	954.00	728.00			226.00
63. ADR MUNICH RE GROUP AD	06/22/2010	04/26/2013	1,219.00	831.00			388.00
10. ADR MUNICH RE GROUP AD	06/22/2010	07/18/2013	193.00	130.00			63.00
81. ADR MUNICH RE GROUP AD	06/22/2010	10/01/2013	1,581.00	1,056.00			525 00
54. ADR MUNICH RE GROUP AD	06/22/2010	11/26/2013	1,156.00	704.00			452.00
227. ADR MUNICH RE GROUP A	09/20/2011	12/04/2013	4,835.00	2,884.00			1,951.00
248. NATIONAL RETAIL PPTYS	08/05/2011	08/20/2013	7,755.00	5,816.00			1,939.00
126. NATIONAL RETAIL PPTYS	08/05/2011	08/21/2013	3,930.00	2,955.00			975.00
37. NATIONAL RETAIL PPTYS	08/05/2011	08/22/2013	1,142.00	868.00			274.00
84. NATIONAL RETAIL PPTYS	08/05/2011	08/23/2013	2,629.00	1,970.00			659.00
26. NETAPP INC COM STK	02/16/2012	03/20/2013	889.00	1,056.00			-167.00
21. NEUSTAR INC CL A	10/17/2011	01/15/2013	935.00	641.00			294.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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4. NEUSTAR INC CL A	10/17/2011	01/16/2013	178.00	122.00			56.00
5. NEUSTAR INC CL A	10/17/2011	02/26/2013	220.00	153.00			67.00
40. NEUSTAR INC CL A	10/17/2011	03/11/2013	1,786.00	1,220.00			566.00
39. ADR NOVARTIS AG SPONSO #US66987V1098	05/03/2011	02/19/2013	2,709.00	2,271.00			438.00
7. ADR NOVARTIS AG SPONSOR #US66987V1098	01/20/2011	03/01/2013	476.00	393.00			83.00
25. ADR NOVARTIS AG SPONSO #US66987V1098	01/20/2011	05/22/2013	1,864.00	1,393.00			471.00
7. ADR NOVARTIS AG SPONSOR #US66987V1098	12/04/2009	07/18/2013	509.00	390.00			119.00
30. ADR NOVARTIS AG SPONSO #US66987V1098	12/13/2010	11/26/2013	2,384.00	1,661.00			723.00
9. ONYX PHARMACEUTICALS IN	05/30/2012	08/16/2013	1,033.00	405.00			628.00
11. ONYX PHARMACEUTICALS I	05/23/2012	08/26/2013	1,359.00	481.00			878.00
13. PALL CORP	03/02/2012	04/22/2013	827.00	810.00			17.00
32000. PATTERSON COMPANIES	01/01/1970	02/08/2013	1,195,314.00	800.00			1,194,514.00
15. PERRIGO CO	02/01/2010	01/30/2013	1,497.00	666.00			831.00
19. ADR PETROFAC LTD ADS .	06/26/2011	04/10/2013	207.00	239.00			-32.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
56. ADR PETROFAC LTD ADS .	06/26/2011	04/11/2013	609.00	703.00			-94.00
15.00145 ADR PETROFAC LTD	06/21/2011	07/18/2013	145.00	185.00	W	40 00	
10.99855 ADR PETROFAC LTD	06/21/2011	07/18/2013	106.00	135.00			-29.00
115. ADR PETROFAC LTD ADS	06/21/2011	08/27/2013	1,180.00	1,415.00			-235.00
612. ADR PETROFAC LTD ADS	08/21/2012	08/28/2013	6,508.00	7,195.00			-687.00
20. PHILIP MORRIS INTERNAT	11/07/2012	12/23/2013	1,705.00	1,474.00			231.00
55. PHILLIPS 66 COM	12/12/2011	03/06/2013	3,608.00	1,880.00			1,728.00
78570.42 PIMCO COMMODITY R STRATEGY FUND	12/07/2011	01/02/2013	523,279.00	646,534.00			-123,255.00
672.92 POSTNL N V SPONSORE	11/23/2011	01/10/2013	2,532.00	1,783.00			749.00
26.9748 POSTNL N V SPONSOR	05/22/2012	07/18/2013	87.00	92.00			-5.00
16.0252 POSTNL N V SPONSOR	05/22/2012	07/18/2013	52.00	55.00	W	3.00	
15. POSTNL N V SPONSORED A	08/08/2012	09/17/2013	60.00	55.00			5.00
517. POSTNL N V SPONSORED	08/08/2012	09/18/2013	2,012.00	1,807.00			205.00
24. POSTNL N V SPONSORED A	05/22/2012	11/25/2013	138.00	82.00			56.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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387. POSTNL N V SPONSORED	05/22/2012	11/26/2013	2,173.00	1,322.00			851.00
143. PRAXAIR INC	08/05/2011	05/06/2013	16,285.00	13,747.00			2,538.00
58. PRAXAIR INC	08/05/2011	05/07/2013	6,602.00	5,576.00			1,026.00
8. PRICE T ROWE GROUP INC	01/05/2011	08/19/2013	581.00	519.00			62.00
9. PRICE T ROWE GROUP INC	01/05/2011	08/21/2013	649.00	584.00			65.00
25. PRICE T ROWE GROUP INC	07/19/2012	09/11/2013	1,783.00	1,598.00			185.00
27. PRICE T ROWE GROUP INC	08/01/2012	09/19/2013	1,997.00	1,661.00			336.00
35. QUANTA SERVICES INC	10/06/2011	01/30/2013	1,027.00	680.00			347.00
22. QUANTA SERVICES INC	05/24/2012	06/05/2013	595.00	502.00			93.00
12. QUANTA SERVICES INC	06/25/2012	08/07/2013	325.00	269.00			56.00
157. QUANTA SERVICES INC	09/07/2012	09/16/2013	4,202.00	3,060.00			1,142.00
126. RPM INC OHIO	08/05/2011	02/19/2013	3,928.00	2,416.00			1,512.00
54. RPM INC OHIO	08/05/2011	02/20/2013	1,666.00	1,036.00			630.00
87. RPM INC OHIO	08/05/2011	02/21/2013	2,552.00	1,669.00			883.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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65. RPM INC OHIO	08/05/2011	02/22/2013	1,935.00	1,247.00			688.00
130. RPM INC OHIO	08/05/2011	02/25/2013	3,906.00	2,493.00			1,413.00
112. RPM INC OHIO	08/05/2011	02/26/2013	3,352.00	2,148.00			1,204.00
50. RAYMOND JAMES FINANCIA	10/24/2011	05/01/2013	2,035.00	1,546.00			489.00
20. RAYMOND JAMES FINANCIA	02/06/2009	05/24/2013	844.00	402.00			442.00
18. RAYMOND JAMES FINANCIA	09/07/2012	10/10/2013	749.00	477.00			272.00
43. ADR REED ELSEVIER N V ADR NEW STK NEW	11/04/2011	03/28/2013	1,464.00	1,076.00			388.00
86. ADR REED ELSEVIER N V ADR NEW STK NEW	11/03/2011	04/03/2013	2,943.00	2,120.00			823.00
9. ADR REED ELSEVIER N V S NEW STK NEW	04/04/2012	04/30/2013	299.00	228.00			71.00
9. ADR REED ELSEVIER N V S NEW STK NEW	04/04/2012	05/01/2013	291.00	228.00			63.00
18. ADR REED ELSEVIER N V ADR NEW STK NEW	04/04/2012	05/22/2013	603.00	445.00			158.00
34. ADR REED ELSEVIER N V ADR NEW STK NEW	12/14/2010	06/25/2013	1,099.00	838.00			261.00
18. ADR REED ELSEVIER N V ADR NEW STK NEW	12/13/2010	07/18/2013	648.00	435.00			213.00
2. ADR REED ELSEVIER N V S NEW STK NEW	05/20/2009	11/11/2013	83 00	48.00			35.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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24. ADR REED ELSEVIER N V ADR NEW STK NEW	05/20/2009	11/12/2013	991.00	576.00			415.00
9. ADR REED ELSEVIER N V S NEW STK NEW	05/20/2009	11/22/2013	383.00	216.00			167.00
17. ADR REED ELSEVIER N V ADR NEW STK NEW	11/12/2009	11/25/2013	725.00	408.00			317.00
18. ADR REED ELSEVIER N V ADR NEW STK NEW	11/12/2009	11/26/2013	767.00	432.00			335.00
.1 ADR REXAM PLC SPONSORED PAR	02/28/2011	01/28/2013	4.00	3.00			1.00
2. ADR REXAM PLC SPONSORED PAR	02/28/2011	04/10/2013	81.00	67.00			14.00
43. ADR REXAM PLC SPONSORE PAR	02/28/2011	04/11/2013	1,732.00	1,241.00			491.00
15. ADR REXAM PLC SPONSORE PAR	10/12/2010	06/24/2013	536.00	404.00			132.00
6. ADR REXAM PLC SPONSORED PAR	12/04/2009	07/18/2013	222.00	159.00			63.00
10. ADR REXAM PLC SPONSORE PAR	12/04/2009	11/26/2013	399.00	235.00			164.00
23. RIO TINTO PLC SPONSORE	07/01/2010	01/17/2013	1,257.00	956.00			301.00
14. RIO TINTO PLC SPONSORE	07/14/2009	03/19/2013	665.00	460.00			205.00
5. RIO TINTO PLC SPONSORED	04/04/2012	07/18/2013	224.00	271.00	W	47.00	
2. RIO TINTO PLC SPONSORED	04/04/2012	07/18/2013	90.00	108 00			-18.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
23. RIO TINTO PLC SPONSORE	06/05/2012	08/12/2013	1,140.00	1,175.00			-35.00
13. RIO TINTO PLC SPONSORE	06/05/2012	08/27/2013	606.00	553.00			53.00
37. RIO TINTO PLC SPONSORE	06/05/2012	09/18/2013	1,838.00	1,563.00			275 00
42. RIO TINTO PLC SPONSORE	07/14/2009	10/01/2013	2,022.00	1,209.00			813.00
31. ADR ROCHE HLDG LTD SPO ISIN #US771195104	07/27/2010	01/17/2013	1,675.00	992.00			683.00
33. ADR ROCHE HLDG LTD SPO ISIN #US771195104	04/04/2012	04/23/2013	2,016.00	1,102.00			914.00
6. ADR ROCHE HLDG LTD SPON ISIN #US771195104	06/11/2012	07/18/2013	373.00	242.00			131.00
13. ROLLS ROYCE HOLDINGS P ADR ROLLS-RO SPONSORED	04/26/2011	02/27/2013	1,002.00	686.00			316.00
14. ROLLS ROYCE HOLDINGS P ADR ROLLS-RO SPONSORED	04/26/2011	04/03/2013	1,195.00	739.00			456.00
10. ROLLS ROYCE HOLDINGS P ADR ROLLS-RO SPONSORED	04/26/2011	04/08/2013	833.00	515.00			318.00
7. ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED	03/30/2011	04/11/2013	610.00	351.00			259.00
9. ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED	08/12/2011	05/31/2013	826.00	450.00			376.00
8. ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED	08/12/2011	06/03/2013	727.00	389.00			338.00
18. ROLLS ROYCE HOLDINGS P ADR ROLLS-RO SPONSORED	08/12/2011	07/17/2013	1,620.00	475.00			1,145.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
1. ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED	05/07/2009	09/13/2013	89.00	25.00			64.00
12. ROLLS ROYCE HOLDINGS P ADR ROLLS-RO SPONSORED	05/07/2009	09/16/2013	1,075.00	285.00			790.00
19. RYANAIR HOLDINGS PLC-A	07/25/2011	01/17/2013	735.00	523.00			212.00
40. RYANAIR HOLDINGS PLC-A	07/25/2011	06/14/2013	2,016.00	1,100.00			916.00
4. RYANAIR HOLDINGS PLC-AD	07/25/2011	07/18/2013	216.00	110.00			106.00
6. RYANAIR HOLDINGS PLC-AD	07/25/2011	08/22/2013	298.00	165.00			133.00
20. RYANAIR HOLDINGS PLC-A	07/25/2011	12/03/2013	940.00	550.00			390.00
44. RYANAIR HOLDINGS PLC-A	07/25/2011	12/04/2013	2,035.00	1,210.00			825.00
89. SNAM SPA UNSP ADR EA R SHS	01/21/2011	02/13/2013	853.00	925.00	W	72.00	
9.99854 SNAM SPA UNSP ADR ORD SHS	01/21/2011	07/18/2013	91.00	104.00			-13.00
23.00146 SNAM SPA UNSP ADR ORD SHS	01/21/2011	07/18/2013	210.00	239.00	W	29.00	
820. SNAM SPA UNSP ADR EA SHS	01/24/2012	10/02/2013	8,215.00	7,798.00			417.00
47. SANOFI-AVENTIS SPONSOR	04/25/2011	04/04/2013	2,402.00	1,801.00			601.00
10. SANOFI-AVENTIS SPONSOR	04/25/2011	07/18/2013	529.00	383.00			146 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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44. SANOFI-AVENTIS SPONSOR	02/29/2012	11/26/2013	2,317.00	1,668.00			649.00
13. SAP AKTIENGESELLSCHAFT ADR	09/07/2011	01/10/2013	1,049.00	680.00			369.00
3. SAP AKTIENGESELLSCHAFT ADR	06/11/2012	07/18/2013	221.00	174.00			47.00
11. SEATTLE GENETICS INC C	07/30/2012	08/19/2013	453.00	291.00			162.00
50. SEATTLE GENETICS INC C	06/29/2012	10/03/2013	2,247.00	1,190.00			1,057.00
1. SHERWIN WILLIAMS CO	03/26/2012	10/21/2013	183.00	109.00			74.00
63. ADR SHIN ETSU CHEM CO	05/07/2009	01/18/2013	966.00	808.00			158.00
23. ADR SHIN ETSU CHEM CO	07/09/2012	07/18/2013	405.00	313.00			92.00
16. SHIRE PHARMACEUTICALS SPONSORE	08/05/2011	02/22/2013	1,534.00	1,302.00			232.00
6. SIEMENS AG-ADR	04/04/2012	07/18/2013	648.00	584.00			64.00
18. SIEMENS AG-ADR	04/04/2012	11/05/2013	2,237.00	1,737.00			500.00
163. ADR SINGAPORE AIRLS L	02/24/2011	02/13/2013	2,847.00	3,552.00			-705.00
58. ADR SINGAPORE AIRLS LT	02/28/2011	03/04/2013	999.00	1,246.00			-247.00
222. ADR SINGAPORE AIRLS L	04/04/2012	05/28/2013	3,795.00	4,455.00			-660.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875 | 31-1530248

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100. ADR SINGAPORE AIRLS L	04/04/2012	05/29/2013	1,715.00	1,694.00			21.00
50. ADR SINGAPORE AIRLS LT	03/24/2009	05/30/2013	849.00	652.00			197.00
1. ADR SONY FINL HLDGS INC	12/04/2009	01/28/2013	17.00	14.00			3.00
52. ADR SONY FINL HLDGS IN	12/04/2009	01/29/2013	892.00	733.00			159.00
56. ADR SONY FINL HLDGS IN	12/04/2009	03/06/2013	863.00	789.00			74.00
266. ADR SONY FINL HLDGS I	12/04/2009	04/16/2013	3,451.00	3,749.00			-298.00
186. SOUTHERN CO	11/07/2012	11/15/2013	7,831.00	7,428.00			403.00
176. SOUTHERN CO	08/05/2011	11/18/2013	7,440.00	7,026.00			414.00
130. SOUTHERN CO	08/05/2011	11/19/2013	5,476.00	5,190.00			286.00
99. SOUTHERN CO	08/05/2011	11/20/2013	4,119.00	3,952.00			167.00
20. STARWOOD HOTELS & RESO	10/24/2011	07/25/2013	1,310.00	948.00			362.00
22. ADR TECHNIP SPONSORED TECHNIP-COLEXIP SEC#285	08/10/2011	01/17/2013	600.00	469.00			131.00
161. ADR TECHNIP SPONSORED TECHNIP-COLEXIP SEC#285	09/27/2011	03/04/2013	4,207.00	2,586.00			1,621.00
8. ADR TECHNIP SPONSORED A TECHNIP-COLEXIP SEC#285	05/22/2012	07/18/2013	218.00	194.00			24.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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24. ADR TECHNIP SPONSORED TECHNIP-COLEXIP SEC#285	05/22/2012	12/18/2013	506.00	581.00	W	75.00	
25. TERADATA CORP DEL COM	01/07/2011	11/06/2013	1,069.00	1,100.00			-31.00
16. TESCO PLC SPONSORED AD	12/28/2011	05/28/2013	280.00	299.00	W	19.00	
34. TESCO PLC SPONSORED AD	12/28/2011	07/18/2013	572.00	635.00	W	63.00	
57. TESCO PLC SPONSORED AD	12/28/2011	11/26/2013	961.00	1,064.00			-103.00
289. TESCO PLC SPONSORED A	12/28/2011	11/26/2013	4,854.00	5,125.00			-271.00
71. TESCO PLC SPONSORED AD	08/10/2011	11/27/2013	1,183.00	1,251.00			-68.00
149. TESCO PLC SPONSORED A	08/10/2011	12/04/2013	2,496.00	2,625.00			-129.00
61. TESCO PLC SPONSORED AD	12/28/2011	12/09/2013	1,000.00	1,068.00			-68.00
31. ADR TOTAL SA	02/02/2012	05/31/2013	1,564.00	1,665.00			-101.00
6. ADR TOTAL SA	02/02/2012	07/18/2013	313.00	322.00	W	9.00	
2. ADR TOTAL SA	02/02/2012	07/18/2013	104.00	107.00			-3.00
39. ADR TOTAL SA	02/02/2012	08/23/2013	2,192.00	2,095.00			97.00
28. ADR TOTAL SA	02/02/2012	10/29/2013	1,734.00	1,504.00			230.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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7. ADR TOTAL SA	02/02/2012	10/30/2013	436.00	376.00			60.00
3. ADR TOTAL SA	02/02/2012	12/11/2013	171.00	161 00			10.00
30. TOYOTA MTR CORP ADR RE	05/04/2011	02/21/2013	3,052.00	2,397.00			655.00
18. TOYOTA MTR CORP ADR RE	05/03/2011	04/23/2013	2,032.00	1,433.00			599.00
17. TOYOTA MTR CORP ADR RE	05/03/2011	05/22/2013	2,187.00	1,354.00			833.00
4. TOYOTA MTR CORP ADR REP	05/03/2011	07/18/2013	523.00	319.00			204.00
12. TOYOTA MTR CORP ADR RE	10/04/2012	11/06/2013	1,557.00	952.00			605.00
15. TOYOTA MTR CORP ADR RE	02/16/2010	11/07/2013	1,891.00	1,142.00			749.00
48. UNITED CONTL HLDGS INC	06/25/2012	10/21/2013	1,482.00	1,077.00			405.00
102. UNITED TECHNOLOGIES C	08/05/2011	01/16/2013	8,724.00	7,546.00			1,178.00
71. UNITED TECHNOLOGIES CO	08/05/2011	01/17/2013	6,091.00	5,253.00			838.00
96. UNITED TECHNOLOGIES CO	08/05/2011	08/20/2013	9,815.00	7,102.00			2,713.00
39. UNITED TECHNOLOGIES CO	06/25/2012	08/21/2013	3,981.00	2,885.00			1,096.00
25. UNITED TECHNOLOGIES CO	06/25/2012	08/22/2013	2,565.00	1,849.00			716.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
27. UNITED TECHNOLOGIES CO	06/26/2012	08/23/2013	2,784.00	1,988.00			796.00
45. URBAN OUTFITTERS INC	08/02/2012	09/27/2013	1,646.00	1,327.00			319.00
4. V F CORP	07/19/2012	10/09/2013	760.00	610.00			150.00
7. VERISK ANALYTICS INC CL	11/29/2011	02/26/2013	377.00	263.00			114.00
14. VERISK ANALYTICS INC C	11/29/2011	04/17/2013	833.00	526.00			307.00
34. VERISK ANALYTICS INC C	11/29/2011	11/07/2013	2,089.00	1,278.00			811.00
121. VERMILION ENERGY INC	08/05/2011	01/16/2013	6,250.00	5,557.00			693.00
117. VERMILION ENERGY INC	08/05/2011	01/17/2013	6,010.00	5,374.00			636.00
80. VODAFONE GROUP PLC SPO	07/21/2011	01/15/2013	2,090.00	2,021.00			69.00
13. VODAFONE GROUP PLC SPO	12/04/2009	01/17/2013	334.00	306.00			28.00
27. VODAFONE GROUP PLC SPO	01/31/2012	03/28/2013	764.00	735.00			29.00
69. VODAFONE GROUP PLC SPO	04/04/2012	04/23/2013	2,053.00	1,781.00			272.00
15. VODAFONE GROUP PLC SPO	12/04/2009	07/18/2013	437.00	353.00			84.00
56. VODAFONE GROUP PLC SPO	10/19/2012	11/19/2013	2,083.00	1,595.00			488.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

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[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
15. VODAFONE GROUP PLC SPO	11/01/2012	11/26/2013	557.00	414.00			143.00
9. WESCO INTL INC	10/24/2011	04/17/2013	609.00	504.00			105.00
15. WESCO INTL INC	10/24/2011	06/10/2013	1,077.00	708.00			369.00
14. WEX INC	11/07/2012	12/20/2013	1,396.00	990.00			406.00
21. WYNDHAM WORLDWIDE CORP	05/14/2012	06/10/2013	1,220.00	1,066.00			154.00
16. WYNDHAM WORLDWIDE CORP	07/03/2012	07/19/2013	956.00	823.00			133.00
48. ADR YUE YUEN INDL-UNSP	12/04/2009	01/17/2013	789.00	705.00			84.00
41. ADR YUE YUEN INDL-UNSP	12/04/2009	03/20/2013	651.00	602.00			49.00
44. ADR YUE YUEN INDL-UNSP	12/04/2009	03/21/2013	700.00	646.00			54.00
57. ADR YUE YUEN INDL-UNSP	12/04/2009	03/22/2013	918.00	837.00			81.00
63. ADR YUE YUEN INDL-UNSP	12/04/2009	05/08/2013	922.00	925.00			-3.00
91. ADR YUE YUEN INDL-UNSP	10/11/2011	05/28/2013	1,292.00	1,250.00			42.00
9. ADR YUE YUEN INDL-UNSP	10/11/2011	07/18/2013	124 00	123.00			1.00
116. ADR YUE YUEN INDL-UNS	10/11/2011	09/06/2013	1,633 00	1,404.00			229.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
FRECHETTE FAMILY FOUNDATION 23-18875	31-1530248

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
37. ADR ZURICH INS GROUP L	07/14/2011	06/10/2013	967.00	837.00			130.00
118. ADR ZURICH INS GROUP SPONSORED	07/14/2011	06/11/2013	3,061.00	2,291.00			770.00
14. ADR ZURICH INS GROUP L	12/04/2009	07/18/2013	375.00	257.00			118.00
.13 MALLINCKRODT PLC COMMO	11/18/2008	07/01/2013	6.00	3.00			3.00
33. MALLINCKRODT PLC COMMO	11/18/2008	07/17/2013	1,372.00	856.00			516 00
26. UBS AG SHS COM	07/15/2011	07/18/2013	477.00	438.00			39.00
84. UBS AG SHS COM	07/15/2011	09/18/2013	1,748.00	1,406.00			342.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			2,469,345.	1,232,042.		601.	1,237,904.

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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
Equity Securities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108 BHP							
100 000	68 20	0 00	6,820 00	5,911 71	908 29	0 00	908 29
Total USD		0 00	6,820 00	5,911 71	908 29	0 00	908 29
Total Australia		0 00	6,820 00	5,911 71	908 29	0 00	908 29
Belgium - USD							
ADR KBC GROUP NV CUSIP 48241F104							
318 000	28 37	0 00	9,021 66	7,485 22	1,536 44	0 00	1,536 44
Total USD		0 00	9,021 66	7,485 22	1,536 44	0 00	1,536 44
Total Belgium		0 00	9,021 66	7,485 22	1,536 44	0 00	1,536 44
Bermuda - USD							
ADR YUE YUEN INDL-UNSP ADR ADR CUSIP 988415105							
242 000	16 702	0 00	4,041 88	2,414 80	1,627 08	0 00	1,627 08
Total USD		0 00	4,041 88	2,414 80	1,627 08	0 00	1,627 08
Total Bermuda		0 00	4,041 88	2,414 80	1,627 08	0 00	1,627 08
Canada - USD							
BCE INC COM NEW CUSIP 05534B760							
511 000	43 29	301 96	22,121 19	18,881 93	3,239 26	0 00	3,239 26
CATAMARAN CORP COM CUSIP 148887102							
70 000	47 48	0 00	3,323 60	2,408 94	914 66	0 00	914 66

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
Equity Securities							
Common stock							
Canada - USD							
IMAX CORP COM CUSIP 45245E109							
140 000	29 48	0 00	4,127 20	3,203 41	923 79	0 00	923 79
IMPERIAL OIL LIMITED COM NEW COM NEW CUSIP 453038408							
442 000	44 23	56 75	19,549 66	18,312 32	1,237 34	0 00	1,237 34
Total USD		358.71	49,121 65	42,806 60	6,315 05	0 00	6,315 05
Total Canada		358 71	49,121 65	42,806 60	6,315 05	0 00	6,315 05
China - USD							
ADR CNOOC LTD SPONSORED ADR SPONSORED ADR CUSIP 126132109 CEO							
98 000	187 66	0 00	18,390 68	18,917 55	-526 87	0 00	-526 87
Total USD		0 00	18,390 68	18,917 55	-526 87	0 00	-526 87
Total China		0 00	18,390 68	18,917 55	-526 87	0 00	-526 87
France - USD							
ADR AXA SA SPONSORED ADR CUSIP 054536107							
333 000	27 89	0 00	9,287 37	4,986 23	4,301 14	0 00	4,301 14
ADR BNP PARIBAS SPONSORED ADR REPSTG CUSIP 05565A202 BNPQY							
467 000	39 20	0 00	18,306 40	12,973 47	5,332 93	0 00	5,332 93
ADR CREDIT AGRICOLE S A ADR CUSIP 225313105							
701 000	6 42	0 00	4,500 42	4,300 62	199 80	0 00	199 80

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
Equity Securities							
Common stock							
France - USD							
ADR PEUGEOT S A CUSIP 716825500							
282 000	13 15	0 00	3,708 30	4,404 06	-695 76	0 00	-695 76
ADR TECHNIP SPONSORED ADR CUSIP 878546209							
626 000	24 16	0 00	15,124 16	12,036 80	3,087 36	0 00	3,087 36
ADR TOTAL SA CUSIP 89151E109							
259 000	61 27	174 85	15,868 93	12,536 00	3,332 93	0 00	3,332 93
SANOFI SPONSORED ADR CUSIP 80105N105 SNY							
527 000	53 63	0 00	28,263 01	20,158 28	8,104 73	0 00	8,104 73
Total USD		174 85	95,058 59	71,395 46	23,663 13	0 00	23,663 13
Total France		174 85	95,058 59	71,395 46	23,663 13	0 00	23,663 13
Germany - USD							
ADR BAYER A G SPONSORED ADR CUSIP 072730302 BAYRY							
108 000	142 00	0 00	15,052 00	6,600 85	8,451 15	0 00	8,451 15
ADR SAP AG SPONSORED ADR CUSIP 803054204 SAP							
129 000	87 14	0 00	11,241 06	7,203 26	4,037 80	0 00	4,037 80
ADR SIEMENS AG COM DM50 (NEW) CUSIP 826197501							
194 000	138 51	0 00	26,870 94	18,083 02	8,787 92	0 00	8,787 92
DAIMLER AG SPONSORED ADR CUSIP 233825108							
232 000	86 673	0 00	20,108 13	11,653 50	8,454 63	0 00	8,454 63

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
Equity Securities							
Common stock							
Germany - USD							
LINDE AG-SPONSORED ADR CUSIP 535223200							
389 000	20 952	0 00	8,150 32	4,611 57	3,538 75	0 00	3,538 75
Total USD		0 00	81,422 45	48,152 20	33,270 25	0 00	33,270 25
Total Germany		0 00	81,422 45	48,152 20	33,270 25	0 00	33,270 25
Ireland - USD							
ADR RYANAIR HLDGS PLC SPONSORED ADR CUSIP 783513104							
82 000	46 93	0 00	3,848 26	2,330 60	1,517 66	0 00	1,517 66
Total USD		0 00	3,848 26	2,330 60	1,517 66	0 00	1,517 66
Total Ireland		0 00	3,848 26	2,330 60	1,517 66	0 00	1,517 66
Japan - USD							
ADR HITACHI LTD A D R FOR 10 COM CUSIP 433578507 HTHIY							
170 000	76 41	0 00	12,989 70	10,361 99	2,627 71	0 00	2,627 71
ADR JGC CORP CUSIP 466140100							
128 000	78 493	0 00	10,047 10	9,761 01	286 09	0 00	286 09
ADR KDDI CORP ADR CUSIP 48667L106							
1,509 000	15 44	0 00	23,298 96	14,236 88	9,062 08	0 00	9,062 08
ADR NIKON CORP ADR CUSIP 654111202							
805 000	19 24	0 00	15,488 20	15,247 26	240 94	0 00	240 94

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
Equity Securities							
Common stock							
Japan - USD							
ADR SHIN ETSU CHEM CO LTD ADR CUSIP 824551105							
1,097 000	14 60	0 00	16,016 20	14,506 68	1,509 52	0 00	1,509 52
ADR SUMITOMO MITSUI FINL GROUP INC SPONSORED ADR CUSIP 86562M209							
1,062 000	10 49	0 00	11,140 38	9,083 30	2,057 08	0 00	2,057 08
ADR TOYOTA MTR CORP SPONSORED ADR CUSIP 892331307 TM							
145 000	121 92	0 00	17,678 40	10,596 71	7,081 69	0 00	7,081 69
Total USD		0 00	106,658.94	83,793 83	22,865 11	0 00	22,865 11
Total Japan		0 00	106,658 94	83,793 83	22,865 11	0 00	22,865 11
KOREA, REPUBLIC OF - USD							
ADR KOREA ELEC PWR CORP SPONSORED ADR ISIN #US5006311063 CUSIP 500631106 KEP							
570 000	16 61	0 00	9,467 70	8,790 24	677 46	0 00	677 46
ADR SK TELECOM LTD SPONSORED ADR CUSIP 78440P108 SKM							
663 000	24 62	0 00	16,323 06	13,667 15	2,655 91	0 00	2,655 91
Total USD		0 00	25,790 76	22,457 39	3,333 37	0 00	3,333 37
Total KOREA, REPUBLIC OF		0 00	25,790 76	22,457 39	3,333 37	0 00	3,333 37
Netherlands - USD							
ADR AKZO NOBEL N V SPONSORED ADR CUSIP 010199305							
1,156 000	25 87	0 00	29,905 72	20,382 54	9,523 18	0 00	9,523 18

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
Equity Securities							
Common stock							
Netherlands - USD							
ADR REED ELSEVIER N V SPONSORED ADR NEW CUSIP 758204200							
667 000	42 67	0 00	28,460 89	16,463 79	11,997 10	0 00	11,997 10
ADR UNILEVER N V NEW YORK SHS NEW CUSIP 904784709 UN							
219 000	40 23	0 00	8,810 37	8,230 76	579 61	0 00	579 61
NXP SEMICONDUCTORS N V COM STK CUSIP N6596X109							
137 000	45 93	0 00	6,292 41	5,196 19	1,096 22	0 00	1,096 22
Total USD		0 00	73,469 39	50,273.28	23,196 11	0 00	23,196 11
Total Netherlands		0 00	73,469 39	50,273 28	23,196 11	0 00	23,196 11
Papua New Guinea - USD							
INTEROIL CORP COM CUSIP 460951106							
41 000	51 49	0 00	2,111 09	1,872 71	238 38	0 00	238 38
Total USD		0 00	2,111 09	1,872 71	238 38	0 00	238 38
Total Papua New Guinea		0 00	2,111 09	1,872 71	238 38	0 00	238 38
Spain - USD							
ADR BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR CUSIP 05946K101							
750 000	12 39	0 00	9,292 50	7,687 61	1,604 89	0 00	1,604 89
Total USD		0 00	9,292 50	7,687 61	1,604 89	0 00	1,604 89
Total Spain		0 00	9,292 50	7,687 61	1,604 89	0 00	1,604 89
Switzerland - USD							

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
Equity Securities							
Common stock							
Switzerland - USD							
ADR ABB LTD SPONSORED ADR CUSIP 000375204 ABB							
419 000	26 56	0 00	11,128 64	10,515 85	612 79	0 00	612 79
ADR GIVAUDAN SA ADR CUSIP 37636P108							
419 000	28 65	0 00	12,004 35	8,009 67	3,994 68	0 00	3,994 68
ADR NOVARTIS AG CUSIP 66987V109							
720 000	80 38	0 00	57,873 60	40,453 34	17,420 26	0 00	17,420 26
ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104 CUSIP 771195104 RHHBY							
252 000	70 20	0 00	17,690 40	9,207 19	8,483 21	0 00	8,483 21
ADR ZURICH INS GROUP LTD SPONSORED CUSIP 989825104							
452 000	29 17	0 00	13,184 84	8,753 46	4,431 38	0 00	4,431 38
UBS AG SHS COM CUSIP H89231338							
1,144 000	19 25	0 00	22,022 00	18,485 69	3,536 31	0 00	3,536 31
Total USD		0 00	133,903 83	95,425 20	38,478 63	0 00	38,478 63
Total Switzerland		0 00	133,903 83	95,425 20	38,478 63	0 00	38,478 63
United Kingdom - USD							
ADR AVIVA PLC ADR CUSIP 05382A104							
1,008 000	15 15	0 00	15,271 20	12,700 92	2,570 28	0 00	2,570 28
ADR BALFOUR BEATTY PLC SPONSORED ADR REPSTG 2 SHS CUSIP 05845R306							
808 000	8 56	0 00	6,916 48	7,762 14	-845 66	0 00	-845 66

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
Equity Securities							
Common stock							
United Kingdom - USD							
ADR BARCLAYS PLC A D R CUSIP 06738E204 BCS							
990 000	18 13	0 00	17,948 70	15,272 14	2,676 56	0 00	2,676 56
ADR BG PLC ADR FINAL INSTMT NEW CUSIP 055434203							
690 000	21 69	0 00	14,966 10	13,029 26	1,936 84	0 00	1,936 84
ADR BRIT AMERN TOB PLC SPONSORED COM STK CUSIP 110448107 BTI							
205 000	107 42	0 00	22,021 10	15,324 88	6,696 22	0 00	6,696 22
ADR CARNIVAL PLC ADR CUSIP 14365C103							
225 000	41 45	0 00	9,326 25	7,639 68	1,686 57	0 00	1,686 57
ADR GLAXOSMITHKLINE PLC SPONSORED ADR CUSIP 37733W105							
425 000	53 39	261 83	22,690 75	17,835 72	4,855 03	0 00	4,855 03
ADR HSBC HLDGS PLC SPONSORED ADR NEW CUSIP 404280406 HBC							
369 000	55 13	0 00	20,342 97	18,654 94	1,688 03	0 00	1,688 03
ADR REXAM PLC SPONSORED ADR COM NO PAR CUSIP · 761655505							
284 000	44 21	0 00	11,671 44	6,673 20	4,998 24	0 00	4,998 24
ADR RIO TINTO PLC SPONSORED ADR CUSIP 767204100							
153 000	56 43	0 00	8,633 79	7,432 20	1,201 59	0 00	1,201 59
ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP 780259206							
274 000	71 27	0 00	19,527 98	18,648 60	879 38	0 00	879 38

Asset Detail - Base Currency

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Equity Securities							
Common stock							
United Kingdom - USD							
ADR TESCO PLC SPONSORED ADR CUSIP 881575302							
716 000	16 84	0 00	12,057 44	10,836 18	1,221 26	0 00	1,221 26
ADR VODAFONE GROUP PLC NEW SPONSORED ADR CUSIP 92857W209							
526 000	39 31	295 85	20,677 06	13,507 63	7,169 43	0 00	7,169 43
LLOYDS BANKING GROUP PLC-ADR CUSIP 539439109							
3,405 000	5 32	0 00	18,114 60	12,215 04	5,899 56	0 00	5,899 56
ROLLS ROYCE HOLDINGS PLC SPONSORED ADR CUSIP 775781206 RYCEY							
103 000	106 03	67 05	10,921 09	2,106 35	8,814 74	0 00	8,814 74
Total USD		624 73	231,086 95	179,638 88	51,448 07	0 00	51,448 07
Total United Kingdom		624 73	231,086 95	179,638 88	51,448 07	0 00	51,448 07
United States - USD							
ABBOTT LAB COM CUSIP 002824100							
500 000	38 33	0 00	19,165 00	7,253 01	11,911 99	0 00	11,911 99
ABBVIE INC COM USD0 01 CUSIP 00287Y109							
1,216 000	52 81	0 00	64,216 96	32,798 95	31,418 01	0 00	31,418 01
ACTAVIS PLC COM CUSIP G0083B108							
69 000	168 00	0 00	11,592 00	10,015 32	1,576 68	0 00	1,576 68
ADR INTERNATIONAL CONS AIRLS GROUP SA SPONSORED ADR CUSIP 459348108							
506 000	33 241	0 00	16,819 94	10,678 13	6,141 81	0 00	6,141 81

◆ 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	Total
Equity Securities							
Common stock							
United States - USD							
AIR PROD & CHEM INC COM CUSIP 009158106							
180 000	111 78	127 80	20,120 40	9,217 80	10,902 60	0 00	10,902 60
AKAMAI TECHNOLOGIES INC COM STK CUSIP 00971T101							
52 000	47 18	0 00	2,453 36	1,622 70	830 66	0 00	830 66
ALBEMARLE CORP COM CUSIP 012653101							
34 000	63 39	8 16	2,155 26	2,163 70	-8 44	0 00	-8 44
ALKERMES PLC SHS CUSIP G01767105							
160 000	40 66	0 00	6,505 60	5,129 17	1,376 43	0 00	1,376 43
ALLIANCE DATA SYS CORP COM CUSIP 018581108							
38 000	262 93	0 00	9,991 34	2,584 79	7,406 55	0 00	7,406 55
ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG COMMON STOCK CUSIP H01531104 AWH							
55 000	112 81	27 50	6,204 55	4,324 77	1,879 78	0 00	1,879 78
ALTRIA GROUP INC COM CUSIP · 02209S103 MO							
739 000	38 39	354 72	28,370 21	19,226 12	9,144 09	0 00	9,144 09
AMAZON COM INC COM CUSIP 023135106							
60 000	398 79	0 00	23,927 40	11,403 00	12,524 40	0 00	12,524 40
AMERICAN EXPRESS CO CUSIP 025816109							
275 000	90 73	0 00	24,950 75	13,238 50	11,712 25	0 00	11,712 25

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
Equity Securities							
Common stock							
United States - USD							
AMPHENOL CORP NEW CL A CUSIP · 032095101							
51 000	89 18	10 20	4,548 18	3,336 32	1,211 86	0 00	1,211 86
ANALOG DEVICES INC COM CUSIP 032654105							
377 000	50 93	0 00	19,200 61	14,324 82	4,875 79	0 00	4,875 79
AON PLC COM CUSIP G0408V102							
52 000	83 89	0 00	4,382 28	4,201 29	160 99	0 00	160 99
APPLE INC COM STK CUSIP 037833100							
129 000	561 11	0 00	72,383 19	25,965 57	46,417 62	0 00	46,417 62
ARMSTRONG WORLD INDS INC NEW COM STK CUSIP 04247X102							
68 000	57 61	0 00	3,917 48	3,551 45	366 03	0 00	366 03
AT&T INC COM CUSIP · 00206R102 T							
492 000	35 16	0 00	17,298 72	14,298 54	3,000 18	0 00	3,000 18
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
323 000	80 81	155 04	26,101 63	18,825 32	7,276 31	0 00	7,276 31
AVAGO TECHNOLOGIES LTD CUSIP Y0486S104							
91 000	52 89	0 00	4,812 99	4,131 45	681 54	0 00	681 54
B/E AEROSPACE INC COM CUSIP 073302101 BEAV							
162 000	87 03	0 00	14,098 86	5,747 41	8,351 45	0 00	8,351 45

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
Equity Securities							
Common stock							
United States - USD							
BAXTER INTL INC COM CUSIP 071813109							
292 000	69 55	143 08	20,308 60	17,420 87	2,887 73	0 00	2,887 73
BED BATH BEYOND INC COM CUSIP 075896100							
37 000	80 30	0 00	2,971 10	1,584 95	1,386 15	0 00	1,386 15
BLACKROCK INC COM STK CUSIP 09247X101							
57 000	316 47	0 00	18,038 79	9,151 71	8,887 08	0 00	8,887 08
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
792 000	53 15	285 12	42,094 80	24,066 96	18,027 84	0 00	18,027 84
BROWN-FORMAN INC CL B NON-VTG COM CUSIP 115637209							
50 000	75 57	0 00	3,778 50	3,179 17	599 33	0 00	599 33
CABOT OIL & GAS CORP COM CUSIP 127097103							
147 000	38 76	0 00	5,697 72	3,537 20	2,160 52	0 00	2,160 52
CADENCE DESIGN SYS INC COM CUSIP 127387108 CDNS							
397 000	14 02	0 00	5,565 94	5,108 09	457 85	0 00	457 85
CAMERON INTL CORP COM STK CUSIP 13342B105							
68 000	59 53	0 00	4,048 04	3,880 53	167 51	0 00	167 51
CARMAX INC COM CUSIP 143130102							
39 000	47 02	0 00	1,833 78	1,405 28	428 50	0 00	428 50

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
Equity Securities							
Common stock							
United States - USD							
CELANESE CORP DEL COM SER A STK CUSIP 150870103 CE							
63 000	55 31	0 00	3,484 53	2,618 16	866 37	0 00	866 37
CERNER CORP COM CUSIP 156782104							
42 000	55 74	0 00	2,341 08	1,185 06	1,156 02	0 00	1,156 02
CHART INDS INC COM PAR $0 01 COM PAR $0 01 CUSIP 16115Q308							
11 000	95 64	0 00	1,052 04	880 83	171 21	0 00	171 21
CHEVRON CORP COM CUSIP 166764100 CVX							
447 000	124 91	0 00	55,834 77	47,532 92	8,301 85	0 00	8,301 85
CHICAGO BRDG & IRON CO N V COM NV CUSIP 167250109 CBI							
55 000	83 14	0 00	4,572 70	3,491 70	1,081 00	0 00	1,081 00
CHIPOTLE MEXICAN GRILL INC COM STK CUSIP 169656105							
5 000	532 78	0 00	2,663 90	1,727 22	936 68	0 00	936 68
CISCO SYSTEMS INC CUSIP · 17275R102 CSCO							
3,306 000	22 45	0 00	74,219 70	47,738 01	26,481 69	0 00	26,481 69
CITRIX SYS INC COM CUSIP 177376100							
30 000	63 25	0 00	1,897 50	2,039 52	-142 02	0 00	-142 02
COCA COLA CO COM CUSIP 191216100							
653 000	41 31	0 00	26,975 43	22,355 31	4,620 12	0 00	4,620 12

◆ 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
Equity Securities							
Common stock							
United States - USD							
CONCHO RES INC COM STK CUSIP 20605P101							
39 000	108 00	0 00	4,212 00	1,865 86	2,346 14	0 00	2,346 14
CONOCOPHILLIPS COM CUSIP 20825C104							
110 000	70 65	0 00	7,771 50	5,961 15	1,810 35	0 00	1,810 35
CONTINENTAL RES INC COM CUSIP 212015101							
49 000	112 52	0 00	5,513 48	1,837 39	3,676 09	0 00	3,676 09
COOPER COS INC COM NEW CUSIP 216648402 COO							
54 000	123 84	0 00	6,687 36	2,791 46	3,895 90	0 00	3,895 90
COVANCE INC COM CUSIP 222816100							
58 000	88 06	0 00	5,107 48	3,010 56	2,096 92	0 00	2,096 92
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
265 000	68 10	0 00	18,046 50	8,974 39	9,072 11	0 00	9,072 11
CULLEN / FROST BANKERS INC COM CUSIP 229899109							
469 000	74 43	0 00	34,907 67	34,042 01	865 66	0 00	865 66
CYTEC IND COM CUSIP 232820100							
30 000	93 16	0 00	2,794 80	1,891 89	902 91	0 00	902 91
DANAHER CORP COM CUSIP 235851102							
590 000	77 20	14 75	45,548 00	9,497 52	36,050 48	0 00	36,050 48

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
Equity Securities							
Common stock							
United States - USD							
DELPHI AUTOMOTIVE PLC CUSIP G27823106							
86 000	60 13	0 00	5,171 18	4,477 09	694 09	0 00	694 09
DICKS SPORTING GOODS INC OC-COM CUSIP 253393102							
49 000	58 10	0 00	2,846 90	2,149 91	696 99	0 00	696 99
DISCOVERY COMMUNICATIONS INC NEW COM SERA STK CUSIP 25470F104							
61 000	90 42	0 00	5,515 62	2,262 68	3,252 94	0 00	3,252 94
DUNKIN BRANDS GROUP INC COM CUSIP 265504100							
55 000	48 20	0 00	2,651 00	1,678 57	972 43	0 00	972 43
E TRADE FINL CORP FORMERLY E TRADE GROUPINC TO 10/01/2003 COM NEW COM NEW CUSIP 269246401							
272 000	19 64	0 00	5,342 08	4,720 23	621 85	0 00	621 85
EAGLE MATLS INC COM CUSIP 26969P108							
70 000	77 43	6 30	5,420 10	4,773 42	646 68	0 00	646 68
ELECTR ARTS COM CUSIP 285512109							
208 000	22 94	0 00	4,771 52	5,122 45	-350 93	0 00	-350 93
EMERSON ELECTRIC CO COM CUSIP 291011104							
502 000	70 18	0 00	35,230 36	24,051 77	11,178 59	0 00	11,178 59
EXELON CORP COM CUSIP 30161N101							
210 000	27 39	0 00	5,751 90	10,697 40	-4,945 50	0 00	-4,945 50

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
Equity Securities							
Common stock							
United States - USD							
EXXON MOBIL CORP COM CUSIP 30231G102							
300 000	101 20	0 00	30,360 00	8,133 17	22,226 83	0 00	22,226 83
FMC CORP COM (NEW) CUSIP 302491303							
131 000	75 46	17 68	9,885 26	5,857 73	4,027 53	0 00	4,027 53
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
540 000	46 93	0 00	25,342 20	19,191 08	6,151 12	0 00	6,151 12
GARTNER INC COM CUSIP 366651107							
55 000	71 05	0 00	3,907 75	2,325 28	1,582 47	0 00	1,582 47
GENERAL ELECTRIC CO CUSIP 369604103 GE							
2,965 000	28 03	652 30	83,108 95	69,199 39	13,909 56	0 00	13,909 56
GENESEE & WYO INC CL A CL A CUSIP 371559105							
52 000	96 05	0 00	4,994 60	4,723 10	271 50	0 00	271 50
GENUINE PARTS CO COM CUSIP 372460105							
227 000	83 19	122 01	18,884 13	11,393 25	7,490 88	0 00	7,490 88
GNC HLDGS INC GNC HOLDINGS INC CUSIP 36191G107							
137 000	58 45	0 00	8,007 65	6,465 42	1,542 23	0 00	1,542 23
HARLEY DAVIDSON COM USD0 01 CUSIP 412822108							
98 000	69 24	0 00	6,785 52	4,512 46	2,273 06	0 00	2,273 06

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
Equity Securities							
Common stock							
United States - USD							
HOME DEPOT INC COM CUSIP 437076102							
600 000	82 34	0 00	49,404 00	11,241 00	38,163 00	0 00	38,163 00
HUNT J B TRANS SVCS INC COM CUSIP 445658107							
36 000	77 30	0 00	2,782 80	2,714 37	68 43	0 00	68 43
IHS INC COM CL A COM CL A CUSIP 451734107							
36 000	119 70	0 00	4,309 20	3,754 62	554 58	0 00	554 58
ILLUMINA INC COM CUSIP 452327109							
35 000	110 62	0 00	3,871 70	2,023 89	1,847 81	0 00	1,847 81
INCYTE CORP COM CUSIP 45337C102							
73 000	50 63	0 00	3,695 99	2,683 65	1,012 34	0 00	1,012 34
INTEL CORP COM CUSIP 458140100 INTC							
2,233 000	25 96	0 00	57,968 68	53,370 52	4,598 16	0 00	4,598 16
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101 IBM							
105 000	187 57	0 00	19,694 85	8,254 05	11,440 80	0 00	11,440 80
INTREXON CORP COM CUSIP 46122T102							
61 000	23 80	0 00	1,451 80	1,326 89	124 91	0 00	124 91
JACK HENRY & ASSOC INC COM CUSIP 426281101							
98 000	59 21	0 00	5,802 58	3,468 80	2,333 78	0 00	2,333 78

◆ Asset Detail - Base Currency

Equity Securities

Common stock

United States - USD

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
JACOBS ENGR GROUP INC COM CUSIP 469814107							
67 000	62 99	0 00	4,220 33	3,847 03	373 30	0 00	373 30
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
704 000	91 59	0 00	64,479 36	46,350 20	18,129 16	0 00	18,129 16
JOHNSON CTL INC COM CUSIP 478366107							
230 000	51 30	50 60	11,799 00	7,311 70	4,487 30	0 00	4,487 30
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
300 000	58 48	0 00	17,544 00	9,813 00	7,731 00	0 00	7,731 00
KAR AUCTION SVCS INC COM STK CUSIP 48238T109							
121 000	29 55	30 25	3,575 55	2,186 74	1,388 81	0 00	1,388 81
KIMBERLY-CLARK CORP COM CUSIP 494368103 KMB							
426 000	104 46	345 06	44,499 96	29,545 91	14,954 05	0 00	14,954 05
KIRBY CORP COM CUSIP 497266106							
55 000	99 25	0 00	5,458 75	3,989 96	1,468 79	0 00	1,468 79
KRAFT FOODS GROUP INC COM CUSIP 50076Q106							
674 000	53 92	353 85	36,342 08	31,637 94	4,704 14	0 00	4,704 14
LKQ CORP COM LKQ CORP CUSIP 501889208							
192 000	32 90	0 00	6,316 80	2,052 34	4,264 46	0 00	4,264 46

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
Equity Securities							
Common stock							
United States - USD							
LOCKHEED MARTIN CORP COM CUSIP 539830109							
247 000	148 66	0 00	36,719 02	30,427 76	6,291 26	0 00	6,291 26
MATTEL INC COM CUSIP 577081102							
681 000	47 58	0 00	32,401 98	16,775 61	15,626 37	0 00	15,626 37
MAXIMUS INC COM CUSIP 577933104							
42 000	43 99	0 00	1,847 58	1,568 70	278 88	0 00	278 88
MC DONALDS CORP COM CUSIP 580135101							
490 000	97 03	0 00	47,544 70	41,740 35	5,804 35	0 00	5,804 35
MEDNAX INC COM CUSIP 58502B106							
102 000	53 38	0 00	5,444 76	4,465 64	979 12	0 00	979 12
MERCK & CO INC NEW COM CUSIP 58933Y105							
615 000	50 05	270 60	30,780 75	26,174 55	4,606 20	0 00	4,606 20
MICROSOFT CORP COM CUSIP 594918104 MSFT							
1,496 000	37 43	0 00	55,995 28	37,668 81	18,326 47	0 00	18,326 47
MYLAN INC CUSIP 628530107 MYL							
140 000	43 40	0 00	6,076 00	5,643 14	432 86	0 00	432 86
NATIONAL OILWELL VARCO COM STK CUSIP 637071101 NOV							
300 000	79 53	0 00	23,859 00	7,458 00	16,401 00	0 00	16,401 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
Equity Securities							
Common stock							
United States - USD							
NETFLIX INC COM STK CUSIP 64110L106							
6 000	368 17	0 00	2,209 02	2,065 80	143 22	0 00	143 22
NEXTERA ENERGY INC COM CUSIP 65339F101							
277 000	85 62	0 00	23,716 74	13,696 79	10,019 95	0 00	10,019 95
NOBLE ENERGY INC COM CUSIP 655044105							
140 000	68 11	0 00	9,535 40	6,608 70	2,926 70	0 00	2,926 70
NORFOLK SOUTHN CORP COM CUSIP 655844108							
115 000	92 83	0 00	10,675 45	8,444 45	2,231 00	0 00	2,231 00
O REILLY AUTOMOTIVE INC NEW COM USD0 01 CUSIP 67103H107							
41 000	128 71	0 00	5,277 11	2,331 89	2,945 22	0 00	2,945 22
OCEANEERING INTL INC COM CUSIP 675232102							
24 000	78 88	0 00	1,893 12	1,494 09	399 03	0 00	399 03
ONEOK INC COM STK CUSIP 682680103							
708 000	62 18	0 00	44,023 44	22,696 87	21,326 57	0 00	21,326 57
ORACLE CORP COM CUSIP 68389X105 ORCL							
800 000	38 26	0 00	30,608 00	12,552 00	18,056 00	0 00	18,056 00
PALL CORP COM CUSIP 696429307							
52 000	85 35	0 00	4,438 20	2,458 51	1,979 69	0 00	1,979 69

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
Equity Securities							
Common stock							
United States - USD							
PANDORA MEDIA INC CUSIP 698354107							
65 000	26 60	0 00	1,729 00	1,725 47	3 53	0 00	3 53
PAYCHEX INC COM CUSIP 704326107							
411 000	45 53	0 00	18,712 83	16,560 71	2,152 12	0 00	2,152 12
PENTAIR LTD SHS CUSIP H6169Q108							
58 000	77 67	0 00	4,504 86	3,831 69	673 17	0 00	673 17
PEPSICO INC COM CUSIP 713448108							
350 000	82 94	198 62	29,029 00	14,771 75	14,257 25	0 00	14,257 25
PERRIGO COMPANY LIMITED COM EUR0 001 CUSIP G97822103							
55 000	153 46	0 00	8,440 30	8,369 19	71 11	0 00	71 11
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
360 000	87 13	357 20	31,366 80	24,978 01	6,388 79	0 00	6,388 79
POSTNL N V SPONSORED ADR CUSIP 73753A103							
1,346 000	5 719	0 00	7,697 77	5,487 07	2,210 70	0 00	2,210 70
PROCTER & GAMBLE COM NPV CUSIP 742718109							
735 000	81 41	0 00	59,836 35	37,403 31	22,433 04	0 00	22,433 04
PVH CORP COM USD1 CUSIP 693656100							
23 000	136 02	0 00	3,128 46	2,266 97	861 49	0 00	861 49

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market pnce	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
QUALCOMM INC COM CUSIP 747525103 QCOM							
431 000	74 25	0 00	32,001 75	27,494 74	4,507 01	0 00	4,507 01
RAYMOND JAMES FNCL INC COM STK CUSIP 754730109 RJF							
90 000	52 19	14 40	4,697 10	1,907 33	2,789 77	0 00	2,789 77
SANDRIDGE ENERGY INC COM CUSIP 80007P307							
486 000	6 07	0 00	2,950 02	2,720 52	229 50	0 00	229 50
SCHLUMBERGER LTD COM COM CUSIP 806857108 SLB							
300 000	90 11	93 75	27,033 00	14,746 50	12,286 50	0 00	12,286 50
SHERWIN-WILLIAMS CO COM CUSIP 824348106							
22 000	183 50	0 00	4,037 00	2,277 22	1,759 78	0 00	1,759 78
SIGNATURE BK NY N Y COM CUSIP · 82669G104							
52 000	107 42	0 00	5,585 84	4,216 88	1,368 96	0 00	1,368 96
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
959 000	35 62	0 00	34,159 58	32,287 44	1,872 14	0 00	1,872 14
STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK CUSIP 85590A401							
80 000	79 45	0 00	6,356 00	4,930 55	1,425 45	0 00	1,425 45
STATE STR CORP COM CUSIP 857477103							
800 000	73 39	208 00	58,712 00	23,707 00	35,005 00	0 00	35,005 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
Equity Securities							
Common stock							
United States - USD							
STERICYCLE INC COM CUSIP 858912108							
21 000	116 17	0 00	2,439 57	2,260 21	179 36	0 00	179 36
TARGET CORP COM STK CUSIP 87612E106							
500 000	63 27	0 00	31,635 00	18,525 00	13,110 00	0 00	13,110 00
TIFFANY & CO COM CUSIP 886547108							
29 000	92 78	9 86	2,690 62	1,831 29	859 33	0 00	859 33
TRAVELERS COS INC COM STK CUSIP 89417E109							
135 000	90 54	0 00	12,222 90	7,507 35	4,715 55	0 00	4,715 55
TRW AUTOMOTIVE HLDGS CORP COM CUSIP 87264S106							
67 000	74 39	0 00	4,984 13	4,079 34	904 79	0 00	904 79
TUPPERWARE BRANDS CORPORATION CUSIP 899896104 TUP							
148 000	94 53	91 76	13,990 44	11,589 53	2,400 91	0 00	2,400 91
UNITED CONTL HLDGS INC COM STK CUSIP 910047109							
137 000	37 83	0 00	5,182 71	2,509 31	2,673 40	0 00	2,673 40
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
335 000	113 80	0 00	38,123 00	10,527 37	27,595 63	0 00	27,595 63
US BANCORP CUSIP 902973304 USB							
919 000	40 40	211 37	37,127 60	32,164 52	4,963 08	0 00	4,963 08

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
Equity Securities							
Common stock							
United States - USD							
V F CORP COM CUSIP 918204108							
72 000	62 34	0 00	4,488 48	2,712 44	1,776 04	0 00	1,776 04
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ							
185 000	49 14	0 00	9,090 90	7,078 10	2,012 80	0 00	2,012 80
WABTEC CORP COM CUSIP 929740108							
45 000	74 27	0 00	3,342 15	2,864 44	477 71	0 00	477 71
WAL-MART STORES INC COM CUSIP 931142103 WMT							
275 000	78 69	129 25	21,639 75	14,203 75	7,436 00	0 00	7,436 00
WESCO INTL INC COM CUSIP 95082P105							
54 000	91 07	0 00	4,917 78	2,811 13	2,106 65	0 00	2,106 65
WEX INC CUSIP 96208T104							
49 000	99 03	0 00	4,852 47	3,331 17	1,521 30	0 00	1,521 30
WHOLE FOODS MKT INC COM CUSIP 966837106							
400 000	57 83	0 00	23,132 00	13,710 00	9,422 00	0 00	9,422 00
WILLIAMS CO INC COM CUSIP 969457100							
1,016 000	38 57	0 00	39,187 12	30,033 79	9,153 33	0 00	9,153 33
WIS ENERGY COM CUSIP 976657106							
609 000	41 34	0 00	25,176 06	25,750 31	-574 25	0 00	-574 25

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
Equity Securities							
Common stock							
United States - USD							
WYNDHAM WORLDWIDE CORP COM STK CUSIP 98310W108 WYN							
40 000	73 69	0 00	2,947 60	1,992 37	955 23	0 00	955 23
XILINX INC COM CUSIP 983919101							
111 000	45 92	0 00	5,097 12	4,317 51	779 61	0 00	779 61
YELP INC CL A CUSIP 985817105							
27 000	68 95	0 00	1,861 65	1,830 42	31 23	0 00	31 23
Total USD		4,289 23	2,425,510 83	1,585,704 22	839,806 61	0 00	839,806 61
Total United States		4,289 23	2,425,510 83	1,585,704.22	839,806 61	0 00	839,806 61
Total Common Stock **72,855.000**		**5,447.52**	**3,275,549.46**	**2,226,267.26**	**1,049,282.20**	**0.00**	**1,049,282.20**
Equity funds							
Emerging Markets Region - USD							
MFC ISHARES TR MSCI EMERGING MKTS INDEX FD ETF CUSIP 464287234							
4,780 000	41 77	0 00	199,660 60	200,138 60	-478 00	0 00	-478 00
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PORT CUSIP 233203421							
36,723 610	19 46	0 00	714,641 45	693,800 00	20,841 45	0 00	20,841 45
Total USD		0 00	914,302 05	893,938 60	20,363 45	0 00	20,363 45
Total Emerging Markets Region		0 00	914,302 05	893,938 60	20,363 45	0 00	20,363 45
Europe, Australia, and Far East Region - USD							

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
Equity Securities							
Equity funds							
Europe, Australia, and Far East Region - USD							
MFC ISHARES TR MSCI EAFE ETF CUSIP 464287465							
4,320 000	67 06	0 00	289,699 20	215,622 20	74,077 00	0 00	74,077 00
Total USD		0 00	289,699 20	215,622 20	74,077 00	0 00	74,077 00
Total Europe, Australia, and Far East Region		0 00	289,699 20	215,622 20	74,077 00	0 00	74,077 00
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
15,368 000	34 31	10,683 52	527,276 08	532,927 87	-5,651 79	0 00	-5,651 79
Total USD		10,683 52	527,276 08	532,927 87	-5,651 79	0 00	-5,651 79
Total Global Region		10,683 52	527,276 08	532,927 87	-5,651 79	0 00	-5,651 79
United States - USD							
MFB NORTHERN FDS STK INDEX FD CUSIP 665162772							
73,004 680	22 86	0 00	1,668,886 98	1,036,878 27	632,008 71	0 00	632,008 71
MFB NORTHERN MULTI MANAGER GLOBAL LISTEDINFRASTRUCTURE FUND CUSIP 665162384							
32,098 020	12 07	0 00	387,423 10	341,146 86	46,276 24	0 00	46,276 24
MFO DFA US SMALL CAP PORTFOLIO CUSIP 233203843 DFA_C							
2,406 100	31 00	0 00	74,589 10	44,247 13	30,341 97	0 00	30,341 97
MFO NUVEEN INVT FDS INC LARGE CAP GROWTH OPPORTUNITIES FD CL A CUSIP 670690650							
477 680	38 65	0 00	18,462 33	4,592 62	13,869 71	0 00	13,869 71
Total USD		0 00	2,149,361 51	1,426,864 88	722,496 63	0 00	722,496 63
Total United States		0 00	2,149,361 51	1,426,864 88	722,496 63	0 00	722,496 63

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
Equity Securities							
Total Equity Funds							
169,178.090		**10,683.52**	**3,880,638.84**	**3,069,353.55**	**811,285.29**	**0.00**	**811,285 29**
Other equity							
United States - USD							
HCP INC COM REIT CUSIP 40414L109 HCP							
646 000	36 32	0 00	23,462 72	22,589 03	873 69	0 00	873 69
HEALTH CARE REIT INC COM CUSIP 42217K106							
460 000	53 57	0 00	24,642 20	21,880 97	2,761 23	0 00	2,761 23
RLTY INC CORP COM CUSIP 756109104							
249 000	37 33	45 35	9,295 17	7,381 55	1,913 62	0 00	1,913 62
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
105 000	152 16	0 00	15,976 80	12,928 65	3,048 15	0 00	3,048 15
VENTAS INC REIT CUSIP 92276F100							
171 000	57 28	0 00	9,794 88	13,914 54	-4,119 66	0 00	-4,119 66
Total USD		45 35	83,171 77	78,694 74	4,477 03	0 00	4,477 03
Total United States		45 35	83,171 77	78,694 74	4,477 03	0 00	4,477 03
Total Other Equity							
1,631.000		**45 35**	**83,171.77**	**78,694.74**	**4,477.03**	**0 00**	**4,477.03**
Total Equity Securities							
243,664.090		**16,176.39**	**7,239,360.07**	**5,374,315.55**	**1,865,044.52**	**0.00**	**1,865,044.52**

Fixed Income Securities

◆ 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 Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FDS BD INDEX FD CUSIP 665162533							
109,372 520	10 42	0 00	1,139,661 65	1,152,516 44	-12,854 79	0 00	-12,854 79
Issue Date 25 Aug 08							
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
88,901 120	7 49	0 00	665,869 38	602,878 21	62,991 17	0 00	62,991 17
Issue Date 25 Aug 08							
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841							
68,970 780	9 61	3,231 01	662,809 19	598,197 89	64,611 30	0 00	64,611 30
Issue Date 29 Aug 08							
MFO VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL CUSIP 922031737							
11,550 200	25 47	0 00	294,183 59	255,156 34	39,027 25	0 00	39,027 25
Issue Date 27 Jun 08							
Total USD		3,231 01	2,762,523 81	2,608,748 88	153,774 93	0 00	153,774 93
Total United States		3,231 01	2,762,523 81	2,608,748 88	153,774 93	0 00	153,774 93
Total Corporate/Government **278,794.620**		**3,231.01**	**2,762,523.81**	**2,608,748.88**	**153,774.93**	**0.00**	**153,774.93**
Other bonds							
United States - USD							
MFC ISHARES 1-3 YEAR CREDIT BOND ETF CUSIP 464288646							
4,235 000	105 46	360 01	446,623 10	427,353 85	19,269 25	0 00	19,269 25
Issue Date 05 Dec 08							

◆ 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 Securities							
Other bonds							
Total USD		360 01	446,623 10	427,353 85	19,269 25	0 00	19,269 25
Total United States		360 01	446,623 10	427,353 85	19,269 25	0 00	19,269 25
Total Other Bonds **4,235.000**		**360.01**	**446,623.10**	**427,353.85**	**19,269.25**	**0 00**	**19,269 25**
Total Fixed Income Securities **283,029.620**		**3,591.02**	**3,209,146.91**	**3,036,102.73**	**173,044.18**	**0 00**	**173,044 18**
Real Estate							
Real estate funds							
Global Region - USD							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
8,098 410	16 33	0 00	132,247 03	136,300 89	-4,053 86	0 00	-4,053 86
Total USD		0 00	132,247 03	136,300 89	-4,053 86	0 00	-4,053 86
Total Global Region		0 00	132,247 03	136,300 89	-4,053 86	0 00	-4,053 86
Total Real Estate Funds **8,098.410**		**0.00**	**132,247.03**	**136,300 89**	**-4,053.86**	**0.00**	**-4,053.86**
Total Real Estate **8,098.410**		**0.00**	**132,247.03**	**136,300.89**	**-4,053.86**	**0 00**	**-4,053.86**

Cash and Short Term Investments

Short term

◆ 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 Short Term Investments							
Short term							
USD - United States dollar							
	1 00	10 58	1,256,201 11	1,256,201 11	0 00	0 00	0 00
Total short term - all currencies		10 58	1,256,201 11	1,256,201 11	0 00	0 00	0 00
Total short term - all countries		10 58	1,256,201 11	1,256,201 11	0 00	0 00	0 00
Total Short Term **1,256,201.110**		**10.58**	**1,256,201 11**	**1,256,201.11**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments **1,256,201.110**		**10.58**	**1,256,201.11**	**1,256,201.11**	**0.00**	**0.00**	**0.00**
Adjustments To Cash							
Pending trade purchases							
USD - United States dollar							
	1 00	0 00	-1,786 28	-1,786 28	0 00	0 00	0 00
Total pending trade purchases - all currencies		0 00	-1,786 28	-1,786 28	0 00	0 00	0 00
Total pending trade purchases - all countries		0 00	-1,786 28	-1,786 28	0 00	0 00	0 00
Total Pending trade purchases **0.000**		**0 00**	**-1,786.28**	**-1,786.28**	**0.00**	**0.00**	**0 00**

Pending trade sales

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
Adjustments To Cash							
Pending trade sales							
USD - United States dollar							
	1 00	0 00	235 74	235 74	0 00	0 00	0 00
Total pending trade sales - all currencies		0 00	235 74	235 74	0 00	0 00	0 00
Total pending trade sales - all countries		0 00	235 74	235 74	0 00	0 00	0 00
Total Pending trade sales							
0.000		**0.00**	**235.74**	**235.74**	**0.00**	**0.00**	**0 00**
Total Adjustments To Cash							
0.000		**0.00**	**-1,550.54**	**-1,550.54**	**0.00**	**0.00**	**0.00**
Total							
1,790,993.230		**19,777.99**	**11,835,404.58**	**9,801,369.74**	**2,034,034.84**	**0.00**	**2,034,034.84**

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