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Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

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

Name of foundation THE JOAN H. BRACK CHARITABLE FOUNDATION		A Employer identification number 31-6632672
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 781-585-3868
C/O RBS CITIZENS, N.A. 10 TRIPPS LANE City or town, state or province, country, and ZIP or foreign postal code RIVERSIDE, RI 02915-7995		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,542,577. J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	35,505.	36,134.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	78,293.			
b	Gross sales price for all assets on line 6a	407,836.			
7	Capital gain net income (from Part IV, line 2)		78,293.		
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)	68,763.		68,763.	STMT 2
12	Total Add lines 1 through 11	182,561.	114,427.	68,763.	
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	710.	NONE	NONE	710.
c	Other professional fees (attach schedule) STMT 4	8,610.	8,610.		
17	Interest MAY. 2.2 2014				
18	Taxes (attach schedule) (see instructions) STMT 5	1,016.	367.		
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	29,926.		29,085.	841.
24	Total operating and administrative expenses Add lines 13 through 23	40,262.	8,977.	29,085.	1,551.
25	Contributions, gifts, grants paid	162,215.			162,215.
26	Total expenses and disbursements Add lines 24 and 25	202,477.	8,977.	29,085.	163,766.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-19,916.			
b	Net investment income (if negative, enter -0-)		105,450.		
c	Adjusted net income (if negative, enter -0-)			39,678.	

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	107,637.	84,319.	84,319.	
	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)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	1,356,949.	1,458,258.	1,458,258.	
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)	1,464,586.	1,542,577.	1,542,577.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	1,427,828.	1,495,407.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	36,758.	47,170.		
	30	Total net assets or fund balances (see instructions)	1,464,586.	1,542,577.		
	31	Total liabilities and net assets/fund balances (see instructions)	1,464,586.	1,542,577.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,464,586.
2	Enter amount from Part I, line 27a	2	-19,916.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	97,907.
4	Add lines 1, 2, and 3	4	1,542,577.
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	1,542,577.

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 407,836.		329,543.	78,293.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			78,293.		
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	78,293.	
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	184,809.	1,448,889.	0.127552
2011	218,450.	1,495,726.	0.146049
2010	219,565.	1,489,768.	0.147382
2009	195,500.	1,420,271.	0.137650
2008	137,938.	1,489,234.	0.092623
2 Total of line 1, column (d)			2 0.651256
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 0.130251
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,486,542.
5 Multiply line 4 by line 3			5 193,624.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,055.
7 Add lines 5 and 6			7 194,679.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 163,766.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	2,109.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	2,109.
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	2,109.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,165.	
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	1,165.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 <i>PAID VIA EFTPS</i>	9	944.	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
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 RBS CITIZENS, N.A. Telephone no (401) 456-1156			
	Located at 10 TRIPPS LANE RTL 115, RIVERSIDE, RI ZIP+4 02915			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	N/A
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 N/A		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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 9				

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

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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 EXPENSES FOR THE PURPOSE OF CONDUCTING A GOLF TOURNAMENT	
	29,085.
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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,396,968.
b	Average of monthly cash balances	1b	112,212.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,509,180.
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	1,509,180.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,638.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,486,542.
6	Minimum investment return. Enter 5% of line 5	6	74,327.

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	74,327.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,109.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,109.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	72,218.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	72,218.
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	72,218.

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	163,766.
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	163,766.
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	163,766.

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				72,218.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	64,083.			
b From 2009	125,176.			
c From 2010	146,132.			
d From 2011	145,106.			
e From 2012	113,529.			
f Total of lines 3a through e	594,026.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>163,766.</u>				
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				72,218.
e Remaining amount distributed out of corpus	91,548.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	685,574.			
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				NONE
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)	64,083.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	621,491.			
10 Analysis of line 9				
a Excess from 2009	125,176.			
b Excess from 2010	146,132.			
c Excess from 2011	145,106.			
d Excess from 2012	113,529.			
e Excess from 2013	91,548.			

NOT APPLICABLE

[illegible]

4942(1)(5)

[illegible]

1 Information Regarding Foundation Managers:

NONE

NONE

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

SEE STATEMENT 11

SEE ATTACHED STATEMENT FOR LINE 2

SEE ATTACHED STATEMENT FOR LINE 2

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i>					
SEE STATEMENT 16					162,215.
Total				► 3a	162,215.
b <i>Approved for future payment</i>					
Total				► 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

17 -

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

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

JEFFREY E. KUHLIN

Preparer's signature

Jeffrey E. Kuchlin

Date

05/06/2014

Check ☐ if self-employed

PTIN

P00353001

Firm's name ► KPMG LLP

Firm's EIN ▶ 13-5565207

Firm's address ► 100 WESTMINSTER ST, 6TH FLOOR STE A

02903-2321

Phone no 855-549-6955

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	35,505.	36,134.
	-----	-----
TOTAL	35,505.	36,134.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	ADJUSTED NET INCOME -----
FUNDRAISING GOLF TOURNAMENT REVENUE	68,763.	68,763.
TOTALS	68,763.	68,763.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREP FEE	710.			710.
TOTALS	710.	NONE	NONE	710.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MANAGEMENT FEES	8,610.	8,610.
TOTALS	8,610.	8,610.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	11.	367.
2012 990PF BALANCE DUE	176.	
2013 990PF ESTIMATES	829.	
	-----	-----
TOTALS	1,016.	367.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
2012 MA PC FILING FEE	70.		70.
FEEES FOR CREDIT CARD	771.		771.
FUNDRAISING GOLF TOURNAMENT EX	29,085.	29,085.	
TOTALS	29,926.	29,085.	841.
	=====	=====	=====

THE JOAN H. BRACK CHARITABLE FOUNDATION
 FORM 990PF, PART II - OTHER INVESTMENTS
 =====

31-6632672

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT	F	1,356,949.	1,458,258.	1,458,258.
TOTALS		1,356,949.	1,458,258.	1,458,258.
		=====	=====	=====

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

UNREALIZED GAIN ON INVESTMENTS

97,906.

WASH SALE ADJUSTMENT

1.

TOTAL

97,907.
=====

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

OFFICER NAME:

KENNETH B. BRACK

ADDRESS:

6 SOULE STREET
PLYMPTON, MA 02367

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

OFFICER NAME:

DENISE BRACK

ADDRESS:

6 SOULE STREET
PLYMPTON, MA 02367

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

OFFICER NAME:

ROBERT B. BRACK

ADDRESS:

6 SOULE STREET
PLYMPTON, MA 02367

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

WILLIAM H. BRACK

ADDRESS:

6 SOULE STREET
PLYMPTON, MA 02367

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:

VIRGINIA C. BRACK, M.D.

ADDRESS:

6 SOULE STREET

PLYMPTON, MA 02367

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

KENNETH B. BRACK

ADDRESS:

6 SOULE STREET

PLYMPTON, MA 02367

FORM, INFORMATION AND MATERIALS:

APPLICATION FORM, COMPLETED PERSONAL STATEMENT
AND OFFICIAL TRANSCRIPT.

SUBMISSION DEADLINES:

APRIL 4

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHED STATEMENT

=====

RECIPIENT NAME:

METROWEST LEGAL SERVICES

ADDRESS:

63 FOUNTAIN STREET

FRAMINGHAM, MA 01702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHILDREN'S EDUCATION ADVOCACY PROJECT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

SHARED BEAT

ADDRESS:

238 W. HOSACK STREET

BOERNE, TX 78005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HELP FUND THE DENTAL PROGRAM

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

JEWISH FAMILY SERVICES OF METROWEST

ATTN: MARC JACOBS

ADDRESS:

475 FRANKLIN ST., SUITE 101

FRAMINGHAM, MA 01702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

JFS REDUCING ACHIEVEMENT GAPS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

HOPE FLOATS HEALING & WELLNESS

ADDRESS:

4 ELM STREET
KINGSTON, MA 02367

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GIFT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

EDWIN MERCADO .

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ACADEMIC GRANT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

NATICK VISITING NURSE ASSOCIATION

ADDRESS:

209 WEST CENTRAL ST., SUITE 313
NATICK, MA 01760

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF PALLIATIVE CARE IN-HOME PROGRAM

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
SOUTH MIDDLESEX OPPORTUNITY COUNCIL
ADDRESS:
300 HOWARD STREET
FRAMINGHAM, MA 01702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
JOAN H BRACK LEARNING CENTER
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
CAPE COD COLLABORATIVE ALTERNATIVE
EDUCATION PROGRAM
ADDRESS:
5500 CURTIS BLVD.
OTIS ANGB, MA 02542
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
CURRY COLLEGE
ADDRESS:
1071 BLUE HILL AVENUE
MILTON, MA 02186
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME: -
MASSASOIT COMMUNITY COLLEGE
ATTN: BURSAR'S OFFICE
ADDRESS:
1 MASSASOIT BLVD.
BROCKTON, MA 02302
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
NEW ENGLAND COLLEGE
STUDENT FINANCIAL SVC
ADDRESS:
15 MAIN STREET
HENNIKER, NH 03242
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
BENTLEY UNIVERSITY
ATT: OFFICE OF FINANCIAL ASSISTANCE
ADDRESS:
175 FOREST STREET
WALTHAM, MA 02452
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC GRANT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

CARON-WOOD CAPE COD PROS FOUNDATION
FUND

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED FUND

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,215.

RECIPIENT NAME:

DANA-FARBER CANCER INSTITUTE, INC.

ADDRESS:

44 BINNEY ST, STE BP600
BOSTON, MA 02115

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GIFT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 35,000.

TOTAL GRANTS PAID:

162,215.

=====

**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

THE JOAN H. BRACK CHARITABLE FOUNDATION

Employer identification number

31-6632672

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	47,671.	45,064.		2,607.
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	2,607.

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	359,340.	284,507.	1.	74,834.
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	852.
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	75,686.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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			2,607.
18	Net long-term gain or (loss):				
a	Total for year	18a			75,686.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			68.
c	28% rate gain	18c			
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19			78,293.

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			

Schedule D (Form 1041) 2013

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.

Name(s) shown on return

THE JOAN H. BRACK CHARITABLE FOUNDATION

Social security number or taxpayer identification number

31-6632672

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
- ☒ (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		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	2.039 CALAMOS INTERNATIONAL	08/31/2012	08/02/2013	38.00	35.00			3.00
	34 177 CALAMOS INTERNATIONAL	08/31/2012	08/30/2013	615.00	580.00			35.00
	40.175 CALAMOS INTERNATIONAL	05/31/2013	11/21/2013	783.00	728.00			55.00
	105. DR PEPPER SNAPPLE INC	04/30/2013	10/08/2013	4,558.00	5,072.00			-514.00
	148.699 FIDELITY REAL ESTA	12/14/2012	02/28/2013	1,762.00	1,613.00			149.00
	385. FORD MOTOR CO	02/05/2013	12/05/2013	6,392.00	5,119.00			1,273.00
	155. GAP, INC.	01/09/2013	10/16/2013	5,713.00	4,939.00			774.00
	1.331 ING MID CAP OPPORTUN	08/31/2012	08/02/2013	35.00	29.00			6.00
	7.81 ING MID CAP OPPORTUNI	08/31/2012	08/30/2013	197.00	169.00			28.00
	2.87 ING REAL ESTATE INSTL	02/28/2013	08/02/2013	52.00	52.00			
	73.414 ING REAL ESTATE INS	02/28/2013	11/21/2013	1,288.00	1,321.00			-33.00
	25. ISHARES US OIL EQUIP &	08/09/2012	04/16/2013	1,363.00	1,326.00			37.00
	45. ISHARES US OIL EQUIP &	09/19/2012	06/04/2013	2,607.00	2,426.00			181.00
	4.705 JPMORGAN DISCIPLINED INSTL	05/31/2013	08/02/2013	103.00	97.00			6.00
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.

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

THE JOAN H. BRACK CHARITABLE FOUNDATION

Social security number or taxpayer identification number

31-6632672

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

☒ (C) Short-term transactions not reported to you on Form 1099-B

[illegible]

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.

JSA
3X2615 2 000

Form **8949** (2013)

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

THE JOAN H BRACK CHARITABLE FOUNDATION

31-6632672

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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

☒ **(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		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	35. AFFILIATED MANAGERS GR	03/04/2010	06/27/2013	5,587.00	2,686.00			2,901.00
	55. ANADARKO PET CORP.	08/02/2011	04/16/2013	4,491.00	4,514.00			-23.00
	140. APARTMENT INVT & MGMT	09/07/2011	11/05/2013	3,839.00	3,733.00			106.00
	30. BOEING CO.	09/15/2009	09/20/2013	3,547.00	1,571.00			1,976.00
	30 867 CALAMOS INTERNATION	08/31/2012	11/21/2013	602.00	524.00			78.00
	115. CAPITAL ONE FINL CORP	01/04/2011	02/14/2013	6,358.00	4,990.00			1,368.00
	50. CHEVRONTXACO CORP	04/02/2009	09/05/2013	6,062.00	3,434.00			2,628.00
	30. CHEVRONTXACO CORP	05/05/2009	10/16/2013	3,575.00	2,079.00			1,496.00
	20. CHEVRONTXACO CORP	05/05/2009	11/05/2013	2,352.00	1,315.00			1,037.00
	120. COCA-COLA CO.	01/26/2009	02/14/2013	4,401.00	2,536.00			1,865.00
	1.785 DWS FLOATING RATE PL	05/31/2011	08/02/2013	17.00	17.00			
	55.793 DELAWARE EMERGING M INST'L	12/22/2011	02/28/2013	820.00	747.00			73.00
	165. E M C CORP MASS	04/24/2009	01/28/2013	4,140.00	1,977.00			2,163.00
	222. E M C CORP MASS	04/24/2009	11/05/2013	5,183.00	2,660.00			2,523.00
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

THE JOAN H. BRACK CHARITABLE FOUNDATION

31-6632672

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

☒ **(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		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
140.	EBAY INC	04/30/2012	11/19/2013	7,279.00	5,794.00			1,485.00
125.	EDISON INTERNATIONAL	03/02/2011	09/05/2013	5,552.00	4,684.00			868.00
35.	EXXON MOBIL CORP	04/02/2009	10/16/2013	3,054.00	2,485.00			569.00
35000.	FED HOME LN BK 6/14/13	04/28/2008	06/14/2013	35,000.00	35,113.00			-113.00
254.	INTEL CORP	12/14/2009	04/02/2013	5,450.00	4,733.00			717.00
35.	INTERNATIONAL BUSINESS	05/20/2008	05/14/2013	7,105.00	4,365.00			2,740.00
37.	INTERNATIONAL BUSINESS	12/14/2009	07/16/2013	7,173.00	3,853.00			3,320.00
44.	ISHARES MSCI BRAZIL CA	12/14/2009	05/07/2013	2,436.00	3,445.00			-1,009.00
393.	ISHARES MSCI EMU ETF	12/14/2009	05/07/2013	13,755.00	14,949.00			-1,194.00
294.	ISHARES MSCI PACIFIC	12/14/2009	05/07/2013	14,932.00	12,264.00			2,668.00
758.	ISHARES MSCI SINGAPOR	03/17/2011	05/07/2013	10,930.00	9,642.00			1,288.00
119.	ISHARES MSCI UNITED K	12/14/2009	05/07/2013	2,259.00	1,960.00			299.00
74.	ISHARES MSCI SWITZERLA ETF	12/14/2009	05/07/2013	2,255.00	1,635.00			620.00
56.	ISHARES MSCI SOUTH KOR ETF	12/14/2009	05/07/2013	3,271.00	2,668.00			603.00
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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31-6632672

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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

☒ (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.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
277.	ISHARES MSCI JAPAN ET	12/14/2009	05/07/2013	3,239.00	2,781.00			458.00
76.	ISHARES CHINA LARGE-CA	03/17/2011	05/07/2013	2,902.00	3,253.00			-351.00
230.	ISHARES CORE S&P SMAL	01/26/2009	05/07/2013	20,373.00	8,947.00			11,426.00
60.	ISHARES US OIL EQUIP &	03/21/2012	04/16/2013	3,271.00	3,336.00			-65.00
10.115	JPMORGAN MORTGAGE B	11/30/2010	08/02/2013	114.00	115.00			-1.00
5.915	LEGG MASON CLEARBRID Y	11/30/2010	02/28/2013	135.00	100.00			35.00
15.553	LEGG MASON CLEARBRI Y	11/30/2010	05/31/2013	384.00	262.00			122.00
.286	LEGG MASON CLEARBRIDG	11/30/2010	08/02/2013	8.00	5.00			3.00
75.	LOWE'S COMPANIES INC	03/04/2010	09/16/2013	3,512.00	1,788.00			1,724.00
125.	MARRIOTT INTL' INC. N	02/07/2012	08/20/2013	5,000.00	4,505.00			495.00
105.	MCGRAW-HILL, INC.	01/10/2012	02/05/2013	4,627.00	4,923.00			-296.00
218.	MERCK & CO INC NEW	07/13/2011	03/26/2013	9,628.00	7,724.00			1,904.00
3.497	METROPOLITAN WEST HI #514	06/01/2010	08/02/2013	36.00	35.00			1.00
105.	MICROSOFT CORP	02/09/2011	02/08/2013	2,889.00	2,308.00			581.00
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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☒ **(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.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	127. NORDSTROM INCORPORATE	10/29/2010	03/11/2013	6,885.00	4,884.00			2,001.00
	167. ORACLE SYSTEMS CORP	05/05/2009	08/05/2013	5,458.00	3,063.00			2,395.00
	9.999 OPPENHEIMER DEVELOPI	02/29/2012	05/31/2013	352.00	334.00			18.00
	.59 OPPENHEIMER DEVELOPING	05/31/2012	08/02/2013	21.00	18.00			3.00
	65. PNC BANK CORP	07/28/2010	02/14/2013	4,152.00	3,973.00			179.00
	38. PANERA BREAD CO CL A	11/19/2009	09/16/2013	6,368.00	2,415.00			3,953.00
	.947 DREYFUS MIDCAP INDEX	06/01/2010	08/02/2013	34.00	22.00			12.00
	4 952 DREYFUS MIDCAP INDEX	06/01/2010	08/30/2013	167.00	115.00			52.00
	35000. PEPSI INC 2/15/13	06/30/2008	02/15/2013	35,000.00	35,456.00			-456.00
	10.909 PRINCIPAL EQUITY IN	08/31/2011	02/28/2013	227.00	188.00			39.00
	14.709 PRINCIPAL EQUITY IN	08/31/2011	05/31/2013	324.00	253.00			71.00
	6.403 PRINCIPAL EQUITY INC	08/31/2011	08/02/2013	146.00	110.00			36.00
	56.063 PRINCIPAL EQUITY IN	08/31/2011	08/30/2013	1,229.00	964.00			265.00
	3.768 T ROWE PRICE SMALL-C STOCKFD#65	06/01/2010	02/28/2013	139.00	106.00			33.00
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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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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☒ (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 <i>Column (e)</i> 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		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	11.253 T ROWE PRICE SMALL-STOCKFD#65	06/01/2010	05/31/2013	444.00	316.00			128.00
	152 T ROWE PRICE SMALL-CA	06/01/2010	08/02/2013	7.00	4.00			3.00
	101. SPDR INDEX SHS FDS AS	03/17/2011	05/07/2013	8,057.00	7,775.00			282.00
	119. SPDR S&P MIDCAP 400 E	12/14/2009	05/07/2013	25,469.00	15,393.00			10,076.00
	60. SCHLUMBERGER LTD	07/22/2011	05/14/2013	4,601.00	5,654.00			-1,053.00
	140. SELECT SEC SPDR MATLS	02/19/2009	05/23/2013	5,694.00	2,957.00			2,737.00
	75. SELECT SEC SPDR MATLS	04/02/2009	06/18/2013	3,035.00	1,775.00			1,260.00
	41.425 STEELPATH MLP SELEC	05/31/2011	02/28/2013	475.00	450.00			25.00
	2.116 TEMPLETON GLOBAL BON #616	11/30/2010	08/02/2013	27.00	28.00	W	1.00	
	1.766 TEMPLETON INSTITUTIO	06/01/2010	08/02/2013	38.00	30.00			8.00
	81.529 VANGUARD MORGAN GRO #526	06/01/2010	05/31/2013	5,745.00	3,755.00			1,990.00
	.592 VANGUARD MORGAN GROWT #526	06/01/2010	08/02/2013	44.00	27.00			17.00
	1.43 VANGUARD MORGAN GROWT #526	06/01/2010	11/21/2013	114.00	66.00			48.00
	257.718 VANGUARD INTER TER #1350	06/30/2008	05/31/2013	3,010.00	2,667.00			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 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.

Social security number or taxpayer identification number

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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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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.

- | | |
|-------------------------------------|---|
| <input type="checkbox"/> | (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above) |
| <input type="checkbox"/> | (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS |
| <input checked="" type="checkbox"/> | (F) Long-term transactions not reported to you on Form 1099-B |

1	(a) Description of property <small>(Example 100 sh XYZ Co.)</small>	(b) Date acquired <small>(Mo., day, yr.)</small>	(c) Date sold or disposed <small>(Mo., day, yr.)</small>	(d) Proceeds (sales price) <small>(see instructions)</small>	(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.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	18.129 VANGUARD INTER TERM #1350	06/30/2008	08/02/2013	205.00	188.00			17.00
	5.836 VANGUARD ADMIRAL GNM	06/01/2010	08/02/2013	61.00	64.00			-3.00
	5.286 VANGUARD 500 INDEX S #1340	06/01/2010	05/31/2013	659.00	432.00			227.00
	1 666 VANGUARD 500 INDEX S #1340	06/01/2010	08/02/2013	217.00	136.00			81.00
	2.312 VANGUARD 500 INDEX S #1340	06/01/2010	08/30/2013	289.00	189.00			100.00
	40. WAL-MART STORES	05/05/2009	10/08/2013	2,918.00	1,973.00			945.00
	136 WASTE MGMT INC	05/05/2009	03/11/2013	5,016.00	4,086.00			930.00
	80. YUM BRANDS INC COM	08/12/2011	01/09/2013	5,170.00	4,186.00			984.00
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) ▶				359,340.	284,507.		1.	74,834.

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.

FEDERAL CAPITAL GAIN DISTRIBUTIONS

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LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

APARTMENT INVT & MGMT CO	15.00
ING MID CAP OPPORTUNITIES	123.00
JPMORGAN DISCIPLINED EQUITY INSTL	137.00
JPMORGAN MORTGAGE BACKED SEC FD	62.00
LEGG MASON CLEARBRIDGE SMCAP GR Y	11.00
METROPOLITAN WEST HIGH YD BD I #514	19.00
OPPENHEIMER DEVELOPING MKTS CL Y	5.00
DREYFUS MIDCAP INDEX FUND#113	59.00
T ROWE PRICE SMALL-CAP STOCKFD#65	16.00
TEMPLETON GLOBAL BOND ADVISOR #616	14.00
TEMPLETON INSTITUTIONAL FOREIGN	27.00
VANGUARD MORGAN GROWTH ADMIRAL #526	89.00
VANGUARD INTER TERM BD IDX SS #1350	123.00
VANGUARD SHORT-TERM BD INDX SS #1349	8.00
VANGUARD ADMIRAL GNMA FD #536	76.00

TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS

784.00

TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS

784.00

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THE JOAN H. BRACK CHARITABLE FOUNDATION

31-6632672

FORM 990-PF, PART XV - LINE 2d

THE PURPOSE OF THIS FUND IS TO AWARD TWO ANNUAL SCHOLARSHIPS. ONE SCHOLARSHIP WILL BE AWARDED TO A SENIOR MEMBER OF THE VARSITY BOYS' SOCCER TEAM AND ONE TO A SENIOR MEMBER OF THE VARSITY GIRLS' SOCCER TEAM AT SILVERLAKE REGIONAL HIGH SCHOOL. EACH RECIPIENT WILL BE ELIGIBLE FOR UP TO THREE ADDITIONAL GRANTS (ONE EACH FOR THE RECIPIENT'S SECOND, THIRD AND FOURTH YEARS OF COLLEGE) IF THE RECIPIENT MAINTAINS A GPA OF 3.0 OR HIGHER DURING THE PRECEDING ACADEMIC YEAR AND MAINTAINS HIS OR HER STATUS AS A FULL-TIME STUDENT AT A QUALIFIED SCHOOL DURING THE PRECEDING ACADEMIC YEAR.



Investment Detail

2011484 | MICHAEL T BRACK MEM SCHOLARSHIPIMA

14-Apr-2014 10:0

Asset Types: Balanced Funds, Cash & Cash Equivalents, Equities, Fixed Income -Non Taxable,
Fixed Income -Taxable, Other, Real Estate

Data Current as of: 31-Dec-2013

SUMMARY CITIZENS Acct 41,364.40 41,364.40

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents	3.997%	\$2,768.54	\$2,768.54	\$0.00
Equities	57.073%	\$39,533.19	\$30,775.48	\$8,757.71
Fixed Income -Taxable	38.930%	\$26,966.27	\$27,573.81	(\$607.54)
Totals		\$69,268.00	\$61,117.83	\$8,150.17

DETAIL GRAND TOTAL 110,632.40 102,482.23

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Un- C
Cash & Cash Equivalents: 3.997%								
CASH - INCOME	-	0.353%	244.7800	1.0000		\$244.78	\$244.78	
CASH - INVESTED INCOME	-	(0.353)%	(244.7800)	1.0000		(\$244.78)	(\$244.78)	
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QQGQ0 Asset ID 990110702	990110702 PP510QQGQ0	3.643%	2,523.7600	100.0000%	31-Dec-2013	\$2,523.76	\$2,523.76	
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QQGQ0 Asset ID 990110702	990110702 PP510QQGQ0	0.353%	244.7800	100.0000%	31-Dec-2013	\$244.78	\$244.78	
Subtotal		3.997%				\$2,768.54	\$2,768.54	
Equities: 57.073%								
DREYFUS MIDCAP INDEX FUND#113 Ticker.PESPX Asset ID 712223106	712223106 PESPX	2.678%	50.4820	36.7500	31-Dec-2013	\$1,855.21	\$1,310.69	
ING MID CAP OPPORTUNITIES Ticker NMCIX Asset ID.44978A806	44978A806 US44978A8062 NMCIX	2.789%	74.4440	25.9500	31-Dec-2013	\$1,931.82	\$1,654.91	
ING REAL ESTATE	44981V706	1.905%	76.1180	17.3400	31-Dec-2013	\$1,319.89	\$1,378.42	

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
INSTL FD Ticker: CRARX Asset ID 44981V706	US44981V7064 - CRARX							
JPMORGAN DISCIPLINED EQUITY INSTL Ticker: JPIEX Asset ID 4812A1852	4812A1852 US4812A18524 - JPIEX	10.061%	314.3610	22.1700	31-Dec-2013	\$6,969.38	\$6,522.72	
LEGG MASON CLEARBRIDGE SMCAP GR Y Ticker: SBPYX Asset ID 52470H765	52470H765 US52470H7659 - SBPYX	0.704%	16.4510	29.6400	31-Dec-2013	\$487.61	\$284.67	
OPPENHEIMER DEVELOPING MKTS CL Y Ticker: ODVYX Asset ID 683974505	683974505 US6839745055 - ODVYX	1.603%	29.5540	37.5600	31-Dec-2013	\$1,110.05	\$1,029.37	
OPPENHEIMER INTL GROWTH FD Ticker: OIGYX Asset ID 68380L407	68380L407 US68380L4077 - B0KNCP7 OIGYX	2.112%	38.3390	38.1600	31-Dec-2013	\$1,463.02	\$1,410.50	
PRINCIPAL EQUITY INCOME INSTL Ticker: PEIIX Asset ID 74254U499	74254U499 US74254U4994 - PEIIX	9.888%	282.8060	24.2200	31-Dec-2013	\$6,849.56	\$4,920.29	\$
T ROWE PRICE SMALL-CAP STOCKFD#65 Ticker: OTCFX Asset ID: 779572106	779572106 - OTCFX	0.566%	8.7930	44.5600	31-Dec-2013	\$391.82	\$265.06	
TEMPLETON INSTITUTIONAL FOREIGN Ticker: TFEQX Asset ID: 880210505	880210505 - TFEQX	3.855%	117.5410	22.7200	31-Dec-2013	\$2,670.53	\$2,375.83	
VANGUARD 500 INDEX SIGNAL SHS #1340 Ticker: VIFSX Asset ID 922908496	922908496 - VIFSX	17.366%	85.4810	140.7200	31-Dec-2013	\$12,028.89	\$8,125.49	\$
VANGUARD MORGAN GROWTH ADMIRAL #526 Ticker: VMRAX Asset ID 921928206	921928206 - VMRAX	3.545%	30.9480	79.3400	31-Dec-2013	\$2,455.41	\$1,497.53	
Subtotal		57.073%				\$39,533.19	\$30,775.48	\$
Fixed Income -Taxable: 38.930%								
DWS FLOATING RATE PLUS IN Ticker: DFRTX Asset ID: 23337F870	23337F870 US23337F8703 - DFRTX	1.182%	86.4760	9.4700	31-Dec-2013	\$818.93	\$818.06	
JPMORGAN MORTGAGE BACKED SEC FD Ticker: OMBIX Asset ID 4812C1215	4812C1215 US4812C12150 - OMBIX	8.443%	521.6750	11.2100	31-Dec-2013	\$5,847.98	\$5,968.66	(
METROPOLITAN	592905848	2.591%	174.9170	10.2600	31-Dec-2013	\$1,794.65	\$1,781.06	

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
WEST HIGH YD BD I #514 Ticker MWHIX Asset ID 592905848	US5929058486 MWHIX							
TEMPLETON GLOBAL BOND ADVISOR #616 Ticker.TGBAX Asset ID:880208400	880208400 2068404 TGBAX	2.011%	106.4120	13.0900	31-Dec-2013	\$1,392.93	\$1,419.93	
VANGUARD ADMIRAL GNMA FD #536 Ticker.VFIJX Asset ID:922031794	922031794 VFIJX	4.397%	292.3170	10.4200	31-Dec-2013	\$3,045.94	\$3,186.57	(
VANGUARD INTER TERM BD IDX SS #1350 Ticker VIBSX Asset ID 921937843	921937843 VIBSX	15.079%	941.8350	11.0900	31-Dec-2013	\$10,444.95	\$10,751.09	(
VANGUARD SHORT-TERM BD INDX SS #1349 Ticker.VBSSX Asset ID 921937850	921937850 US9219378505 VBSSX	5.227%	345.1750	10.4900	31-Dec-2013	\$3,620.89	\$3,648.44	
Subtotal		38.930%				\$26,966.27	\$27,573.81	(



Investment Detail

2011480 | THE JOAN H. BRACK CHAR FDNIMA

14-Apr-2014 10 0

Asset Types: Balanced Funds, Cash & Cash Equivalents, Equities, Fixed Income -Non Taxable,
Fixed Income -Taxable, Other, Real Estate

Data Current as of: 31-Dec-2013

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents	2.806%	\$40,185.88	\$40,185.88	\$0.00
Equities	63.108%	\$903,667.66	\$618,869.95	\$284,797.71
Fixed Income -Taxable	34.086%	\$488,090.60	\$472,667.96	\$15,422.64
Totals		\$1,431,944.14	\$1,131,723.79	\$300,220.35

DETAIL

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
Cash & Cash Equivalents: 2.806%								
CASH - INCOME	-	0.388%	5,560.7900	1.0000		\$5,560.79	\$5,560.79	
CASH - INVESTED INCOME	-	(0.388)%	(5,562.8400)	1.0000		(\$5,562.84)	(\$5,562.84)	
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QQGQ0 Asset ID:990110702	990110702 - PP510QQGQ0	2.418%	34,625.0900	100.0000%	31-Dec-2013	\$34,625.09	\$34,625.09	
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QQGQ0 Asset ID:990110702	990110702 - PP510QQGQ0	0.388%	5,562.8400	100.0000%	31-Dec-2013	\$5,562.84	\$5,562.84	
Subtotal		2.806%				\$40,185.88	\$40,185.88	
Equities: 63.108%								
ABBOTT LABORATORIES Ticker:ABT Asset ID:002824100	002824100 US0028241000 - ABT	0.391%	146.0000	38.3300	31-Dec-2013	\$5,596.18	\$4,284.82	\$
ABBVIE INC Ticker:ABBV Asset ID:00287Y109	00287Y109 US00287Y1091 - B92SR70 ABBV	0.262%	71.0000	52.8100	31-Dec-2013	\$3,749.51	\$1,871.02	\$

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
ACCENTURE PLC IRELAND Ticker ACN Asset ID G1151C101	G1151C101 IE00B4BNMY34 B4BNMY3 ACN	0.689%	120.0000	82.2200	31-Dec-2013	\$9,866.40	\$9,344.45	
ACTUANT CORP Ticker ATU Asset ID 00508X203	00508X203 US00508X2036 2716792 ATU	0.422%	165.0000	36.6400	31-Dec-2013	\$6,045.60	\$4,844.32	\$
AFFILIATED MANAGERS GROUP INC Ticker AMG Asset ID 008252108	008252108 US0082521081 - AMG	0.576%	38.0000	216.8800	31-Dec-2013	\$8,241.44	\$3,457.94	\$
ALLERGAN, INC Ticker AGN Asset ID 018490102	018490102 US0184901025 - AGN	0.659%	85.0000	111.0800	31-Dec-2013	\$9,441.80	\$9,141.73	
AMGEN INC Ticker:AMGN Asset ID.031162100	031162100 US0311621009 - AMGN	0.637%	80.0000	114.0800	31-Dec-2013	\$9,126.40	\$5,720.34	\$
ANADARKO PETE CORP Ticker APC Asset ID 032511107	032511107 US0325111070 - APC	0.332%	60.0000	79.3200	31-Dec-2013	\$4,759.20	\$5,860.17	(\$)
APPLE COMPUTER INC Ticker AAPL Asset ID 037833100	037833100 US0378331005 - AAPL	1.371%	35.0000	561.0200	31-Dec-2013	\$19,635.70	\$9,447.97	\$1
AT & T INC Ticker T Asset ID 00206R102	00206R102 US00206R1023 - T	0.457%	186.0000	35.1600	31-Dec-2013	\$6,539.76	\$5,481.40	\$
BANK OF AMERICA CORPORATION Ticker BAC Asset ID 060505104	060505104 US0605051046 - BAC	0.913%	840.0000	15.5700	31-Dec-2013	\$13,078.80	\$9,601.60	\$
BARD CR INC Ticker BCR Asset ID 067383109	067383109 US0673831097 - BCR	0.468%	50.0000	133.9400	31-Dec-2013	\$6,697.00	\$5,343.67	\$
BB&T CORP Ticker BBT Asset ID 054937107	054937107 US0549371070 - BBT	0.586%	225.0000	37.3200	31-Dec-2013	\$8,397.00	\$5,230.58	\$
BOEING CO Ticker BA Asset ID 097023105	097023105 US0970231058 - BA	0.925%	97.0000	136.4900	31-Dec-2013	\$13,239.53	\$5,695.84	\$
CHARLES SCHWAB CORP NEW Ticker SCHW Asset ID 808513105	808513105 US8085131055 - SCHW	0.390%	215.0000	26.0000	31-Dec-2013	\$5,590.00	\$5,011.27	

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
CHEVRON CORP Ticker CVX Asset ID 166764100	166764100 US1667641005 - CVX	0.419%	48.0000	124.9100	31-Dec-2013	\$5,995.68	\$4,411.19	\$
CHUBB CORP Ticker CB Asset ID 171232101	171232101 US1712321017 - CB	0.742%	110.0000	96.6300	31-Dec-2013	\$10,629.30	\$6,784.70	\$
CIGNA Ticker CI Asset ID 125509109	125509109 US1255091092 - CI	0.721%	118.0000	87.4800	31-Dec-2013	\$10,322.64	\$4,635.03	\$
CINTAS CORPORATION Ticker CTAS Asset ID 172908105	172908105 US1729081059 - CTAS	0.687%	165.0000	59.5900	31-Dec-2013	\$9,832.35	\$7,403.07	\$
CISCO SYSTEMS Ticker CSCO Asset ID 17275R102	17275R102 US17275R1023 - CSCO	0.337%	215.0000	22.4300	31-Dec-2013	\$4,822.45	\$5,379.33	(
CITIGROUP INC Ticker C Asset ID 172967424	172967424 US1729674242 2297907 C	0.644%	177.0000	52.1100	31-Dec-2013	\$9,223.47	\$7,070.45	\$
COCA-COLA CO Ticker KO Asset ID 191216100	191216100 US1912161007 - KO	0.548%	190.0000	41.3100	31-Dec-2013	\$7,848.90	\$5,581.73	\$
COLGATE- PALMOLIVE CO Ticker CL Asset ID 194162103	194162103 US1941621039 - CL	0.501%	110.0000	65.2100	31-Dec-2013	\$7,173.10	\$4,605.46	\$
CONOCOPHILLIPS Ticker COP Asset ID 20825C104	20825C104 US20825C1045 - COP	1.016%	206.0000	70.6500	31-Dec-2013	\$14,553.90	\$10,136.19	\$
CVS/CAREMARK CORPORATION Ticker CVS Asset ID 126650100	126650100 US1266501006 - CVS	0.650%	130.0000	71.5700	31-Dec-2013	\$9,304.10	\$4,699.64	\$
DANAHER CORP Ticker DHR Asset ID 235851102	235851102 US2358511028 2250870 DHR	0.647%	120.0000	77.2000	31-Dec-2013	\$9,264.00	\$7,533.30	\$
DUKE ENERGY CORP NEW Ticker DUK Asset ID 26441C204	26441C204 US26441C2044 B7VD3F2 DUK	0.337%	70.0000	69.0100	31-Dec-2013	\$4,830.70	\$5,147.13	(
EXXON MOBIL CORP Ticker XOM Asset ID 30231G102	30231G102 US30231G1022 - XOM	1.117%	158.0000	101.2000	31-Dec-2013	\$15,989.60	\$11,874.73	\$
GENERAL	369550108	0.801%	120.0000	95.5500	31-Dec-	\$11,466.00	\$10,561.75	

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
DYNAMICS Ticker GD Asset ID 369550108	US3695501086 GD				2013			
GENERAL ELECTRIC CO Ticker GE Asset ID 369604103	369604103 US3696041033 GE	0.797%	407.0000	28.0300	31-Dec-2013	\$11,408.21	\$7,068.82	\$
GENWORTH FINL INCC L A Ticker.GNW Asset ID 37247D106	37247D106 US37247D1063 B011WL6 GNW	0.596%	550.0000	15.5300	31-Dec-2013	\$8,541.50	\$5,089.38	\$
GOOGLE INC CL A Ticker GOOGL Asset ID 38259P508	38259P508 US38259P5089 B020QX2 GOOGL	1.174%	15.0000	1,120.7100	31-Dec-2013	\$16,810.65	\$8,754.13	\$
HANESBRANDS INC Ticker HBI Asset ID 410345102	410345102 US4103451021 HBI	0.859%	175.0000	70.2700	31-Dec-2013	\$12,297.25	\$5,892.85	\$
HARMAN INT'L INDUSTRIES INC Ticker HAR Asset ID 413086109	413086109 US4130861093 2411138 HAR	0.486%	85.0000	81.8500	31-Dec-2013	\$6,957.25	\$5,719.42	\$
HERSHEY COMPANY Ticker HSY Asset ID 427866108	427866108 US4278661081 HSY	1.134%	167.0000	97.2300	31-Dec-2013	\$16,237.41	\$5,919.07	\$1
ING REAL ESTATE INSTL FD Ticker CRARX Asset ID 44981V706	44981V706 US44981V7064 CRARX	1.826%	1,508.2960	17.3400	31-Dec-2013	\$26,153.85	\$30,000.00	(\$)
ISHARES CORE S&P SMALL-CAP ETF Ticker IJR Asset ID 464287804	464287804 US4642878049 2678869 IJR	2.667%	350.0000	109.1300	31-Dec-2013	\$38,195.50	\$13,614.30	\$2
ISHARES MSCI CANADA ETF Ticker EWC Asset ID 464286509	464286509 US4642865095 B0BFV1 EWC	0.717%	352.0000	29.1600	31-Dec-2013	\$10,264.32	\$9,442.25	
ISHARES MSCI EMERGING MKTS ETF Ticker EEM Asset ID 464287234	464287234 2582409 EEM	2.679%	918.0000	41.7950	31-Dec-2013	\$38,367.81	\$40,749.35	(\$)
ISHARES MSCI GERMANY ETF Ticker EWG Asset ID 464286806	464286806 US4642868065 2373711 EWG	1.215%	548.0000	31.7600	31-Dec-2013	\$17,404.48	\$13,272.45	\$
ISHARES MSCI JAPAN ETF Ticker EWJ Asset ID 464286848	464286848 US4642868487 2373799 EWJ	0.867%	1,023.0000	12.1390	31-Dec-2013	\$12,418.20	\$10,270.92	\$
ISHARES MSCI SWEDEN ETF	464286756 US4642867562	0.410%	164.0000	35.8300	31-Dec-2013	\$5,876.12	\$4,005.89	\$

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Un- C
Ticker EWD Asset ID 464286756	2373595 EWD							
ISHARES MSCI SWITZERLAND CAPPED ETF Ticker EWL Asset ID 464286749	464286749 US4642867497 2373603 EWL	0.908%	394.0000	32.9900	31-Dec- 2013	\$12,998.06	\$8,707.24	\$
ISHARES MSCI UNITED KINGDOM ETF Ticker EWU Asset ID 464286699	464286699 US4642866994 2373614 EWU	0.917%	629.0000	20.8800	31-Dec- 2013	\$13,133.52	\$10,461.32	\$
ISHARES NASDAQ BIOTECHNOLOGY ETF Ticker IBB Asset ID 464287556	464287556 US4642875565 2724892 IBB	0.714%	45.0000	227.0600	31-Dec- 2013	\$10,217.70	\$5,779.18	\$
ISHARES US OIL EQUIP & SVCS ETF Ticker IEZ Asset ID 464288844	464288844 US4642888444 B14MFQ9 IEZ	0.634%	140.0000	64.8100	31-Dec- 2013	\$9,073.40	\$8,198.78	
JOHNSON & JOHNSON Ticker JNJ Asset ID 478160104	478160104 US4781601046 - JNJ	0.659%	103.0000	91.5900	31-Dec- 2013	\$9,433.77	\$6,873.61	\$
JPMORGAN CHASE & CO Ticker JPM Asset ID 46625H100	46625H100 US46625H1005 - JPM	0.625%	153.0000	58.4800	31-Dec- 2013	\$8,947.44	\$4,629.77	\$
KLA TENCOR CORP Ticker KLAC Asset ID 482480100	482480100 US4824801009 - KLAC	0.518%	115.0000	64.4600	31-Dec- 2013	\$7,412.90	\$6,920.36	
LOWES COMPANIES INC Ticker LOW Asset ID 548661107	548661107 US5486611073 - LOW	0.637%	184.0000	49.5500	31-Dec- 2013	\$9,117.20	\$4,676.11	\$
MARSH & MCLENNAN COMPANIES, Ticker MMC Asset ID 571748102	571748102 US5717481023 - MMC	0.574%	170.0000	48.3600	31-Dec- 2013	\$8,221.20	\$7,095.04	\$
MEAD JOHNSON NUTRITION CO Ticker MJN Asset ID 582839106	582839106 US5828391061 B4W9F29 MJN	0.439%	75.0000	83.7600	31-Dec- 2013	\$6,282.00	\$6,414.51	(
MICROSOFT CORP Ticker MSFT Asset ID 594918104	594918104 US5949181045 - MSFT	0.752%	288.0000	37.4100	31-Dec- 2013	\$10,774.08	\$8,576.09	\$
MONSANTO CO NEW Ticker MON Asset ID 61166W101	61166W101 US61166W1018 4658524 MON	0.733%	90.0000	116.5500	31-Dec- 2013	\$10,489.50	\$6,442.04	\$
MORGAN STANLEY DEAN WITTER	617446448 US6174464486	0.449%	205.0000	31.3600	31-Dec- 2013	\$6,428.80	\$5,982.96	

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
Ticker MS Asset ID 617446448	- MS							
NETAPP INC COM Ticker NTAP Asset ID 64110D104	64110D104 US64110D1046 2630643 NTAP	0.488%	170 0000	41 1400	31-Dec- 2013	\$6,993 80	\$7,054 21	
NEXTERA ENERGY INC COM Ticker NEE Asset ID 65339F101	65339F101 US65339F1012 2328915 NEE	0.568%	95 0000	85 6200	31-Dec- 2013	\$8,133 90	\$5,678 63	\$
PEPSICO INC Ticker PEP Asset ID 713448108	713448108 US7134481081 - PEP	0.655%	113 0000	82 9400	31-Dec- 2013	\$9,372 22	\$6,646 96	\$
PFIZER INC Ticker PFE Asset ID 717081103	717081103 US7170811035 - PFE	0.680%	318 0000	30 6300	31-Dec- 2013	\$9,740 34	\$5,111 63	\$
PNC FINANCIAL SERVICES GROUP Ticker PNC Asset ID 693475105	693475105 US6934751057 - PNC	0.368%	68 0000	77 5800	31-Dec- 2013	\$5,275 44	\$3,704 65	\$
PRICELINE GROUP INC Ticker PCLN Asset ID 741503403	741503403 US7415034039 7613724 PCLN	0.812%	10 0000	1,162 4000	31-Dec- 2013	\$11,624 00	\$7,242 20	\$
PROCTER & GAMBLE CO Ticker PG Asset ID 742718109	742718109 US7427181091 - PG	0.512%	90 0000	81 4100	31-Dec- 2013	\$7,326 90	\$5,181 01	\$
QUALCOMM CORP Ticker QCOM Asset ID 747525103	747525103 US7475251036 - QCOM	0.544%	105 0000	74 2500	31-Dec- 2013	\$7,796 25	\$6,156 03	\$
SELECT SEC SPDR MATLS Ticker XLB Asset ID 81369Y100	81369Y100 US81369Y1001 B1HKVC8 XLB	0.500%	155 0000	46.2200	31-Dec- 2013	\$7,164 10	\$5,031 10	\$
SPDR S&P MIDCAP 400 ETF TR Ticker MDY Asset ID 78467Y107	78467Y107 US78467Y1073 2550688 MDY	8.885%	521 0000	244 2000	31-Dec- 2013	\$127,228 20	\$67,394 38	\$5
TE CONNECTIVITY LTD Ticker TEL Asset ID H84989104	H84989104 - TEL	0.539%	140 0000	55 1100	31-Dec- 2013	\$7,715 40	\$6,365 18	\$
THERMO FISHER SCIENTIFIC INC Ticker TMO Asset ID 883556102	883556102 US8835561023 - TMO	0.700%	90 0000	111.3500	31-Dec- 2013	\$10,021 50	\$5,504 12	\$
TIME WARNER INC Ticker TWX Asset ID 887317303	887317303 US8873173038 B63QTN2	0.828%	170 0000	69 7200	31-Dec- 2013	\$11,852 40	\$10,864 00	

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	U C
TJX COMPANIES NEW Ticker TJX Asset ID 872540109	TWX 872540109 US8725401090 - TJX	0.668%	150.0000	63.7300	31-Dec-2013	\$9,559.50	\$4,330.74	\$
UNITED TECHNOLOGIES CORP Ticker UTX Asset ID 913017109	913017109 US9130171096 - UTX	0.620%	78.0000	113.8000	31-Dec-2013	\$8,876.40	\$5,321.09	\$
VERIZON COMMUNICATIONS Ticker VZ Asset ID 92343V104	92343V104 US92343V1044 - VZ	0.498%	145.0000	49.1400	31-Dec-2013	\$7,125.30	\$5,669.33	\$
VISA INC Ticker V Asset ID 92826C839	92826C839 US92826C8394 - V	0.933%	60.0000	222.6800	31-Dec-2013	\$13,360.80	\$5,280.10	\$
WAL-MART STORES Ticker WMT Asset ID 931142103	931142103 US9311421039 - WMT	0.478%	87.0000	78.6900	31-Dec-2013	\$6,846.03	\$4,493.20	\$
WELLS FARGO & CO NEW Ticker WFC Asset ID 949746101	949746101 US9497461015 - WFC	0.907%	286.0000	45.4000	31-Dec-2013	\$12,984.40	\$6,593.87	\$
WYNDHAM WORLDWIDE CORP Ticker WYN Asset ID 98310W108	98310W108 US98310W1080 - WYN	0.695%	135.0000	73.6900	31-Dec-2013	\$9,948.15	\$8,530.86	\$
Subtotal		63.108%				\$903,667.66	\$618,869.95	\$28
Fixed Income -Taxable: 34.086%								
FED FARM CR BK 4.300% 12/15/14 Asset ID 31331YHM5	31331YHM5 - -	2.537%	35,000.0000	103.7980%	31-Dec-2013	\$36,329.30	\$35,504.00	
FED FARM CR BK 4.625% 12/15/17 Asset ID 31331YHQ6	31331YHQ6 - -	2.740%	35,000.0000	112.0960%	31-Dec-2013	\$39,233.60	\$35,608.30	\$
FED FARM CR BK 4.800% 11/05/15 Asset ID 31331VMV5	31331VMV5 - -	2.642%	35,000.0000	108.0810%	31-Dec-2013	\$37,828.35	\$35,593.95	\$
FED FARM CR BK 5.050% 5/18/17 Asset ID.31331XZB1	31331XZB1 - -	2.763%	35,000.0000	113.0540%	31-Dec-2013	\$39,568.90	\$35,448.00	\$
FED HOME LN BKS 4.750% 12/16/16 Asset ID 3133XHZK1	3133XHZK1 - -	2.730%	35,000.0000	111.6870%	31-Dec-2013	\$39,090.45	\$35,380.80	\$
FEDERAL FARM	31331YW63 -	2.755%	35,000.0000	112.7030%	31-Dec-	\$39,446.05	\$35,253.75	\$

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Un- G
CR BK 4.900% 6/12/18 Asset ID 31331YW63	- - -				2013			
JPMORGAN MORTGAGE BACKED SEC FD Ticker OMBIX Asset ID.4812C1215	4812C1215 US4812C12150 - OMBIX	4.732%	6,044.7540	11.2100	31-Dec- 2013	\$67,761.69	\$70,057.08	(\$)
PROCTER & GAMBLE 4.950% 8/15/14 Asset ID 742718DA4	742718DA4 - -	2.514%	35,000.0000	102.8410%	31-Dec- 2013	\$35,994.35	\$35,639.80	
TEMPLETON GLOBAL BOND ADVISOR #616 Ticker TGBAX Asset ID 880208400	880208400 - 2068404 TGBAX	3.957%	4,328.1970	13.0900	31-Dec- 2013	\$56,656.10	\$56,016.57	
VANGUARD ADMIRAL GNMA FD #536 Ticker VFIJX Asset ID 922031794	922031794 - VFIJX	6.717%	9,230.5000	10.4200	31-Dec- 2013	\$96,181.81	\$98,165.71	(\$)
Subtotal		34.086%				\$488,090.60	\$472,667.96	\$1