Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE MCGRATH FAMILY FOUNDATION

A Employer identification number
33-0395053

Number and street (or P O box number if mail is not delivered to street address)
4855 RUFFNER STREET

Room/suite
B

B Telephone number
(858) 292-6000

City or town, state or province, country, and ZIP or foreign postal code
SAN DIEGO, CA 92111

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 4,806,082.

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

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

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received	200,000.			
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	85,635.	85,635.	85,635.	STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	250,049.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		250,049.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	**Total.** Add lines 1 through 11	535,684.	335,684.	85,635.	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 2	3,934.	1,967.	0.	0.
c	Other professional fees STMT 3	23,060.	23,060.	0.	0.
17	Interest				
18	Taxes STMT 4	1,622.	212.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	13,499.	0.	0.	0.
22	Printing and publications				
23	Other expenses STMT 5	505.	0.	0.	0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	42,620.	25,239.	0.	0.
25	Contributions, gifts, grants paid	210,800.			210,800.
26	**Total expenses and disbursements.** Add lines 24 and 25	253,420.	25,239.	0.	210,800.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	282,264.			
b	**Net investment income** (if negative enter -0-)		310,445.		
c	**Adjusted net income** (if negative, enter -0-)			85,635.	

	Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	123,591.	93,455.	93,455.
	2 Savings and temporary cash investments	71,468.	129,155.	129,155.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	3,359,887.	3,614,600.	4,583,472.
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ORGANIZATIONAL COST STATEMENT 7)	4,504.	4,504.	0.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	3,559,450.	3,841,714.	4,806,082.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,559,450.	3,841,714.	
	30 **Total net assets or fund balances**	3,559,450.	3,841,714.	
	31 **Total liabilities and net assets/fund balances**	3,559,450.	3,841,714.	

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	3,559,450.
2 Enter amount from Part I, line 27a	2	282,264.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,841,714.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,841,714.

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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	CITY NATIONAL BANK #0300 - SEE ATTACHED			
b	STATEMENT		VARIOUS	VARIOUS
c	CITY NATIONAL BANK #0300 - SEE ATTACHED			
d	STATEMENT		VARIOUS	VARIOUS
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				214,155.
c				
d				35,894.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				214,155.
c				
d				35,894.
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	250,049.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	35,894.

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	647,243.	3,865,063.	.167460
2011	506,772.	3,567,451.	.142054
2010	0.	3,142,334.	.000000
2009	26,300.	2,664,986.	.009869
2008	0.	3,102,835.	.000000

2 Total of line 1, column (d)	2	.319383
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	.063877
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,336,838.
5 Multiply line 4 by line 3	5	277,024.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,104.
7 Add lines 5 and 6	7	280,128.
8 Enter qualifying distributions from Part XII, line 4	8	210,800.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	6,209.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	6,209.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	6,209.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,726.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,726.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,483.
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** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE MCGRATH FAMILY FOUNDATION Telephone no. ▶ (858)292-6000

Located at ▶ 4855 RUFFNER STREET, STE B, SAN DIEGO, CA ZIP+4 ▶ 92111

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

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

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A — 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(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
CARLEE MCGRATH 4855 RUFFNER STREET, STE, B SAN DIEGO, CA 92111	CHAIRMAN, TREASURER, SECRE 0.00	0.	0.	0.
LAURIE C. MCGRATH 4855 RUFFNER STREET, STE, B SAN DIEGO, CA 92111	PRESIDENT 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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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. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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323581
10-10-13

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	4,283,008.
b	Average of monthly cash balances	1b	119,873.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,402,881.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,402,881.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,043.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,336,838.
6	**Minimum investment return.** Enter 5% of line 5	6	216,842.

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	216,842.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,209.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,209.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	210,633.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	210,633.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	210,633.

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	210,800.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	210,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	210,800.

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					210,633.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010					
d From 2011	203,783.				
e From 2012	459,244.				
f **Total** of lines 3a through e		663,027.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 210,800.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					210,633.
e Remaining amount distributed out of corpus		167.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		663,194.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		663,194.			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	203,783.				
d Excess from 2012	459,244.				
e Excess from 2013	167.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

CARLEE MCGRATH

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ANIMALS ASIA FOUNDATION 300 BROADWAY, SUITE 32 SAN FRANCISCO, CA 94133	NONE	501(C)(3)	RESTORE RESPECT FOR ANIMALS IN ASIA, END BEAR BILE FARMING	10,000.
FARM SANCTUARY P.O. BOX 150 WATKINS GLEN, NY 14894-0150	NONE	501(C)(3)	RESCUE, REHABILIATION, AND PLACEMENT OF FACTORY FARM SURVIVORS	25,000.
HUMANE SOCIETY OF THE US 4229 YORK BLVD LOS ANGELES, CA 90065	NONE	501(C)(3)	ANIMAL RESCUE TEAM - RESPONDS TO NATURAL DISASTER SITES AND ANIMAL CRUELTY CASES	35,000.
NAVS - NATIONAL ANTI-VIVISECTION 3071 PAYSPHERE CIRCLE CHICAGO, IL 60674-0030	NONE	501(C)(3)	END ANIMAL EXPERIMENTATION	2,000.
PETA 501 FRONT STREET NORFOLK, VA 23510	NONE	501(C)(3)	VIVISECTION CAMPAIGN - END ANIMAL EXPERIMENTATION	100,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	210,800.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	85,635.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	250,049.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		335,684.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 335,684.

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

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

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

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

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

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

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

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

▶ 4/29/14 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KENNETH R. VAN DAMME II		APR 23 2014		P00100519

Firm's name ▶ RPR PARTNERS, LLP Firm's EIN ▶ 33-0926819

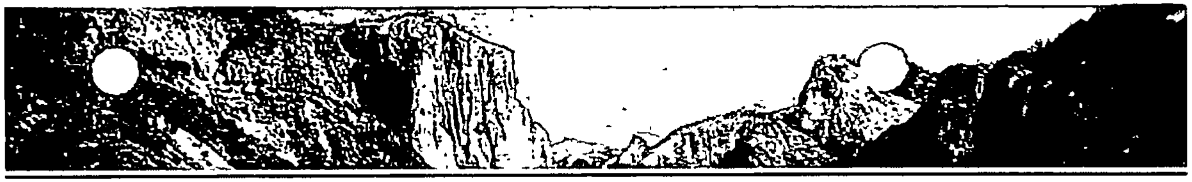
Firm's address ▶ 9171 TOWNE CENTRE DRIVE, SUITE 270
SAN DIEGO, CA 92122 Phone no. (858) 768-3300

THE MCGRATH FAMILY FOUNDATION 33-0395053

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. MADELEINE SOPHIES CENTER 2119 EAST MADISON AVE EL CAJON, CA 92019	NONE	501(C)(3)	SERVING ADULTS WITH DEVELOPMENTAL DISABILITIES	800.
UNITED STATES ADAPTIVE RECREATION CENTER P.O. BOX 2897 BIG BEAR LAKE, CA 92315	NONE	501(C)(3)	SUPPORTING THE WOUNDED WARRIORS	1,000.
PHYSICIANS COMMITTEE FOR RESPONSIBLE MEDICINE WISCONSIN AVE., N.W. SUITE 400 WASHINGTON, DC 20016	NONE	501(C)(3)	HIGHER ETHICAL STANDARDS IN RESEARCH AND ALTERNATIVES TO ANIMAL RESEARCH	5,000.
MERCY FOR ANIMALS 8033 SUNSET BLVD., STE 864 LOS ANGELES, CA 90046	NONE	501(C)(3)	PREVENT ANIMAL CRUELTY TO FARMED ANIMALS & PROMOTE COMPASSIONATE FOOD POLICIES	15,000.
SAVE THE CHIMPS P.O. BOX 12220 FORT PIERCE, FL 34979	NONE	501(C)(3)	SANCTUARY FOR LIFELONG CARE FOR CHIMPANZEES RESCUED FROM RESEARCH LABORATORIES, AND ENTERTAINMENT	10,000.
GREENPEACE FUND 702 H STREET N.W., SUITE 300 WASHINGTON, DC 20001	NONE	501(C)(3)	ADVOCATING SOLUTIONS TO ENVIRONMENTAL THREATS	5,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE	501(C)(3)	ASSISTANCE FOR WOUNDED SERVICE MEMBERS	2,000.
Total from continuation sheets				38,800.



REALIZED CAPITAL GAINS and LOSSES

This section details the realized capital gain or loss for assets sold and bonds matured or called. It also shows distributions paid by mutual funds that are characterized as capital gains. Because the federal cost basis used in these calculations can come from different sources and may require refinement, this information is preliminary

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
02/26/13	CVX	380 00	CHEVRON CORP COM	-43,476.48	43,648 43	171 95	
02/26/13	DF*	280 00	DEAN FOODS CO NEW COM	-3,431.20	4,402 93	971.73	
02/26/13	DEO	360 00	DIAGEO PLC SPONS ADR	-36,336 56	42,727 94	6,391.38	
03/01/13	125977850	6,818 835	CNI CHARTER CORP BOND SERV CL #255	-71,476 10	73,847 98	-60 34	2,432 22
03/01/13	125977876	6,574 876	CNI CHARTER GOVT BD FD SERV CL #256	-67,768.48	70,153 93		2,385 45
03/05/13	AAPL	40 00	APPLE INC COM	-3,554.79	17,799 80		14,245 01
03/05/13	ADM	920 00	ARCHER DANIELS MIDLAND COM	-29,128 96	29,434.91		305 95
03/05/13	BLL	110 00	BALL CORP COM	-4,510 11	4,902 05	391 94	
03/05/13	CMI	360 00	CUMMINS ENGINE INC COM	-36,790 92	41,778 90	4,987.98	
03/05/13	EMC	240 00.	EMC CORP MASS COM	-3,132 00	5,537.89		2,405 89
03/05/13	ENR	360 00	ENERGIZER HOLDINGS INC COM	-25,659.77	32,969.90	7,310 13	
03/05/13	ESRX	510.00	EXPRESS SCRIPTS HLDG COM	-28,338 50	29,025 99	687.49	
03/05/13	GILD	50 00	GILEAD SCIENCES INC COM	-824.00	2,151 70		1,327.70
03/05/13	GOOG	40 00	GOOGLE INC CL A	-21,178 49	32,180 27		11,001 78
03/05/13	HD	30 00	HOME DEPOT INC COM	-1,169 46	2,057.50		888 04
03/05/13	IBM	20 00	INTL BUSINESS MACHINES CORP COM	-1,800.50	4,020 00		2,219 50
03/05/13	JLL	260 00	JONES LANG LASALLE INC COM	-17,963 53	25,275.36	7,311 83	
03/05/13	MA	20.00	MASTERCARD INC CL A COM	-9,106.90	10,375.07	1,268 17	
03/05/13	MSFT	500.00	MICROSOFT CORP COM	-13,406.00	13,927 18		521 18
03/05/13	MYL	420 00	MYLAN INC	-9,908 78	12,492 61		2,583 83
03/05/13	PNM	740.00	PNM RESOURCES INC COM	-10,819 83	16,631 19		5,811 36
03/05/13	STT	500.00	STATE STREET CORP COM	-23,112 45	28,481 91	5,369.46	
03/05/13	WAB	40 00	WABTEC CORP COM	-3,246 67	3,927 31	680 64	
04/01/13	125977850	10,710 635	CNI CHARTER CORP BOND SERV CL #255	-109,355 58	115,996 18		6,640 60
04/03/13	AWK	380 00	AMERICAN WTR WKS CO INC NEW COM	-13,973 43	15,657 58	1,684 15	
04/03/13	BLL	610 00	BALL CORP COM	-25,010 61	28,934 76	3,924 15	

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TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
04/03/13	BAX	50.00	BAXTER INTL INC COM	-2,518.58	3,617.16		1,098.58
04/03/13	CBI	120.00	CHICAGO BRIDGE & IRON NV N Y SHS COM	-5,344.20	7,397.29	2,053.09	
04/03/13	CIT	380.00	CIT GROUP INC COM	-14,379.81	16,394.73	2,014.92	
04/03/13	CAG	190.00	CONAGRA FOODS INC COM	-6,413.13	6,791.39	378.26	
04/03/13	COST	120.00	COSTCO WHOLESALE CORP NEW COM	-4,318.80	12,691.51		8,372.71
04/03/13	DF*	490.00	DEAN FOODS CO NEW COM	-6,004.61	8,812.70	2,808.09	
04/03/13	DTV	110.00	DIRECTV COM	-4,986.34	6,274.80		1,288.46
04/03/13	EBAY	200.00	EBAY INC COM	-10,978.90	10,671.76	-307.14	
04/03/13	ENR	110.00	ENERGIZER HOLDINGS INC COM	-7,926.04	10,938.50	3,012.46	
04/03/13	ESV	490.00	ENSCO PLC COM	-28,116.74	29,455.68	1,338.94	
04/03/13	XOM	120.00	EXXON MOBIL CORP COM	-7,240.56	10,901.27		3,660.71
04/03/13	GILD	340.00	GILEAD SCIENCES INC COM	-6,064.46	16,666.66		10,602.20
04/03/13	HD	160.00	HOME DEPOT INC COM	-6,237.10	11,134.97		4,897.87
04/03/13	JLL	100.00	JONES LANG LASALLE INC COM	-6,909.05	9,900.28	2,991.23	
04/03/13	MSFT	640.00	MICROSOFT CORP COM	-17,428.16	18,211.75		783.59
04/03/13	MYL	110.00	MYLAN INC	-2,567.28	3,159.84		592.56
04/03/13	NUAN	120.00	NUANCE COMMUNICATIONS INC COM	-2,476.02	2,413.75	-62.27	
04/03/13	PNM	1,070.00	PNM RESOURCES INC COM	-15,644.89	24,889.03		9,244.14
04/03/13	PRU	100.00	PRUDENTIAL FINANCIAL INC COM	-5,353.15	5,891.37		538.22
04/03/13	QCOM	140.00	QUALCOMM INC COM	-7,040.21	9,349.70		2,309.49
04/03/13	TMO	150.00	THERMO FISHER CORP COM	-8,892.73	11,423.14	2,530.41	
04/03/13	UNP	260.00	UNION PACIFIC CORP COM	-24,719.43	36,886.67		12,167.24
04/03/13	USB	450.00	US BANCORP DEL COM NEW	-15,320.20	15,225.40	-94.80	
04/03/13	VZ	170.00	VERIZON COMMUNICATIONS COM	-5,450.45	8,332.37		2,881.92
04/03/13	WAB	100.00	WABTEC CORP COM	-8,116.68	10,136.52	2,019.84	
04/03/13	WSM	520.00	WILLIAMS SONOMA INC COM	-23,712.05	26,704.05	2,992.00	
04/09/13	INTC	1,520.00	INTEL CORP COM	-32,721.50	32,005.62	-715.88	
04/09/13	NUAN	1,270.00	NUANCE COMMUNICATIONS INC COM	-26,204.54	26,447.79	243.25	
04/15/13	YUM	380.00	YUM! BRANDS INC COM	-27,569.91	25,553.61	-2,016.30	
05/03/13	AEP	360.00	AMERICAN ELECTRIC POWER CO INC COM	-17,468.82	18,494.94	1,026.12	
05/03/13	AMGN	190.00	AMGEN INC COM	-17,933.34	19,759.83	1,826.49	

REALIZED CAPITAL GAINS and LOSSES | Continued

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
05/03/13	CMCSA	300.00	COMCAST CORP NEW CL A	-7,361 25	12,388 55		5,027 30
05/03/13	UTX	90 00	UNITED TECHNOLOGIES CORP COM	-7,050 14	8,205 54	1,155 40	
05/13/13	BAX	500.00	BAXTER INTL INC COM	-25,222 08	35,371.70		10,149 62
05/13/13	125977850	15,936 406	CNI CHARTER CORP BOND SERV CL 2641	-167,468.17	172,750 64	-44 26	5,326 73
05/13/13	125977876	2,289 809	CNI CHARTER GOVT BD FD SERV CL 2639	-24,546 75	24,386 47	-160 28	
05/13/13	125977876	5,720.441	CNI CHARTER GOVT BD FD SERV CL 2639	-59,022.75	60,922 70		1,899 95
05/13/13	277911491	2,194 356	EATON VANCE FLOATING RATE CL I 924	-19,990 58	20,275 85	285 27	
05/29/13	DF*	1,480 00	DEAN FOODS CO NEW COM	-18,136 37	29,524 44		11,388 07
06/04/13	CIT	390.00	CIT GROUP INC COM	-14,758 22	18,353.55		3,595 33
06/04/13	CVS	501 00	CVS/CAREMARK CORP COM	-18,730 47	29,516 14		10,785.67
06/04/13	ESV	170 00	ENSCO PLC COM	-9,754.79	10,550 86	796 07	
06/04/13	XOM	279.00	EXXON MOBIL CORP COM	-23,702 85	25,803 39	8 04	2,092 50
06/04/13	TRV	190 00	THE TRAVELERS COMPANIES INC COM	-15,381 43	16,059 49	678 06	
06/06/13	MTB	150 00	M & T BANK CORP COM	-15,414 71	15,823.75	409 04	
07/01/13	DHR	410 00	DANAHER CORP COM	-23,251 94	26,009 95	2,758 01	
07/01/13	FFIV	360 00	F5 NETWORKS INC COM	-30,756.89	24,640 13	-6,116 76	
07/01/13	IBM	140 00	INTL BUSINESS MACHINES CORP COM	-12,603 50	27,282 92		14,679.42
07/01/13	ORCL	750 00	ORACLE CORP COM	-25,088 49	22,559 00	-2,529 49	
07/01/13	TGT	480.00	TARGET CORP COM	-22,854 85	33,214.03		10,359 18
07/01/13	WFC	550 00	WELLS FARGO & CO NEW COM	-18,367 25	22,613 84		4,246.59
07/05/13	MNK	.50	MALLINCKRODT PUB LTD CO COM	-23.69	21 59	-2 10	
07/23/13	MNK	57.00	MALLINCKRODT PUB LTD CO COM	-2,591 46	2,459 78	-131.68	
07/23/13	TXT	1,200 00	TEXTRON INC COM	-34,495 08	33,805 57	-689 51	
07/26/13	125977769	7,565.751	CNI CHARTER HIGH YLD BD FD SERV 2646	-66,805 58	65,822.03	-983 55	
07/26/13	258620103	7,619.448	DOUBLELINE TOTAL RETURN BOND FD-I	-85,928 68	83,813 93	-1,215 52	-899 23
07/26/13	466000122	3,655 174	IVY HIGH INCOME FUND CLASS-I 475	-31,178 63	31,617.26	438 63	
07/26/13	74253Q416	5,673 075	PRINCIPAL PREFERRED SECURITIES INSTL	-58,661 45	58,886 52	-711 59	936 66
07/30/13	ACN	190 00	ACCENTURE PLC COM	-14,249.08	13,929.62	-319 46	
08/05/13	POT	805 00	POTASH CORP SASK INC COM	-26,842 46	24,129 84	-1,996 37	-716 25
08/06/13	CELG	190 00	CELGENE CORP COM	-11,175 01	28,238 48		17,063.47
08/15/13	T	838 00	AT & T INC COM	-25,981 45	29,157 70	-78 37	3,254 62

TRAN DATE	ASSET ID	SHARES/ PAR VALUE	DESCRIPTION	COST BASIS ($)	PROCEEDS ($)	SHORT TERM REALIZED GAIN/LOSS ($)	LONG TERM REALIZED GAIN/LOSS ($)
08/15/13	V	170 00	VISA INC-CLASS A COM	-27,264 12	30,386 44	3,122 32	
08/23/13	125977769	11,260 384	CNI CHARTER HIGH YLD BD FD SERV 2646	-101,174.20	96,501 49	-4,672 71	
08/23/13	258620103	4,861 103	DOUBLELINE TOTAL RETURN BOND FD-I	-55,367 96	52,742 97	-2,624 99	
08/23/13	466000122	15,575 595	IVY HIGH INCOME FUND CLASS-I 475	-135,905 76	133,794 36	-2,111 40	
08/23/13	74253Q416	13,713 698	PRINCIPAL PREFERRED SECURITIES INSTL	-145,633 09	138,645 49	-6,832 45	-155.15
09/05/13	COV	460 00	COVIDIEN PLC COM	-27,297 60	27,345 37	47 77	
09/05/13	JLL	440 00	JONES LANG LASALLE INC COM	-36,799 27	36,221 49	-3,356 31	2,778.53
09/27/13	BBBY	476 00	BED BATH & BEYOND INC COM	-29,527 35	35,636.63	6,109 28	
10/15/13	FB	590 00	FACEBOOK INC COM	-14,272.16	28,027.17	13,755 01	
11/25/13	UNH	580 00	UNITEDHEALTH GROUP INC COM	-32,124 17	41,936 46		9,812 29
12/04/13	258620103	5,941.004	DOUBLELINE TOTAL RETURN BOND FD-I	-67,613 63	64,697 53	-2,916 10	
12/04/13	PCRIX	15,712 79	PIMCO COMMODITY RR STRATEGY-INSTL#45	-99,970 01	87,520 24	-8,607 36	-3,842 41
12/06/13	IAU	5,978 00	ISHARES GOLD TRUST	-88,638.99	70,569 05	-10,776 67	-7,293 27
12/12/13	ODVIX	13,600 054	OPPENHEIMER DEVELOPING MKT CL I	0 00	2,437 40		2,437 40
12/12/13	PCLIX	7,988 722	PIMCO COMMODITY PLUS STRAT-INS	0 00	22 21		22 21
12/12/13	PCLIX	7,988 722	PIMCO COMMODITY PLUS STRAT-INS	0 00	78 77	78.77	
Totals for Period – 01/01/13 - 12/31/13				-$2,769,522.14	$3,019,571.68	$35,894.11	$214,155.43
Totals for the Calendar Year-to-Date						$35,894 11	$214,155.43

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CITY NATIONAL BANK 478460300	85,635.	0.	85,635.	85,635.	85,635.
TO PART I, LINE 4	85,635.	0.	85,635.	85,635.	85,635.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & PROFESSIONAL FEES	3,934.	1,967.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,934.	1,967.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICE FEES	23,060.	23,060.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	23,060.	23,060.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	212.	212.	0.	0.
FEDERAL TAXES	1,400.	0.	0.	0.
STATE TAXES	10.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,622.	212.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSE & FEES	170.	0.	0.	0.
DUES & SUBSCRIPTION	65.	0.	0.	0.
MEALS & ENTERTAINMENT	270.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	505.	0.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CNB - EQUITIES - STOCKS	3,614,600.	4,583,472.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,614,600.	4,583,472.

FORM 990-PF OTHER ASSETS STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATIONAL COSTS	4,504.	4,504.	0.
TO FORM 990-PF, PART II, LINE 15	4,504.	4,504.	0.